
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

(Amendment No. __)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Canoo Inc.

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check all appropriate boxes)

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11.
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Your **Vote** Counts!

CANOO INC.

2023 Special Meeting
Vote by October 4, 2023
11:59 PM ET

CANOO INC.
19951 MARINER AVENUE
TORRANCE, CALIFORNIA 90503
UNITED STATES



V22296-S72615

You invested in CANOO INC. and it's time to vote!

You have the right to vote on proposals being presented at the Special Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on October 5, 2023.**

Get informed before you vote

View the Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to September 21, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #



Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

October 5, 2023
8:30 a.m. CT

Virtually at:

www.virtualshareholdermeeting.com/GOEV2023SM2

*Please check the meeting materials for any special requirements for meeting attendance.

VI.1

THIS IS NOT A VOTE

This is an overview of the proposed upcoming stockholder meeting. It is the reverse side to vote these items.

Voting Items

1. Approval of an amendment to the number of authorized shares of common stock.
2. Approval of, pursuant to the terms of the common share, (i) upon the conversion of the common share pursuant to (a) our Securities Purchase Agreement entered into with Yorkville Capital Partners on June 1, 2011, (ii) the June SPA and the August 2011 convertible debentures and (iii) the conversion of such convertible debentures into common stock, in excess of 2,000,000 shares.
3. Approval of amendment to the terms of the common stock from time to time, with Yorkville Capital Partners, may be made.
4. Approval of adjournment of the meeting, if necessary, and solicitation and vote of proxy holders, if necessary, or more of the other proposals.

NOTE: Such other business as may come before the meeting.

Prefer to receive an e-mail
