

**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

Xos, 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 boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

XOS

XOS, INC.
3550 TYBURN ST
LOS ANGELES, CA 90005

Your **Vote** Counts!

XOS, INC.

2022 Annual Meeting
Vote by July 11, 2022
8:59 PM PDT



DB7013-P75561

You invested in Xos, Inc. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on July 12, 2022.**

Get informed before you vote

View the Notice & Proxy Statement and 10-K Wrap online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 28, 2022. 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*

July 12, 2022
11:00 AM PDT

Virtually at:

www.virtualshareholdermeeting.com/XOS2022

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

v1.1

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote on these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees: 01) Burt R. Jordan 02) Ed Rapp	✔ For All
2. Ratification of Grant Thornton LLP as independent registered public accounting firm of Xos, Inc. for its fiscal year ending December 31, 2022.	✔ For

NOTE: The proxies are authorized to vote in their discretion on such other business as may properly come before the meeting or any adjournment thereof.