



ASTON MARTIN LAGONDA GLOBAL HOLDINGS PLC

NOTICE OF ANNUAL GENERAL MEETING 2023

WEDNESDAY 17 MAY 2023 AT 10.30AM
THE OFFICES OF FRESHFIELDS BRUCKHAUS DERINGER LLP AT
100 BISHOPSGATE, LONDON EC2P 2SR

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in Aston Martin Lagonda Global Holdings plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

PART I

LETTER FROM THE EXECUTIVE CHAIRMAN



LAWRENCE STROLL

EXECUTIVE CHAIRMAN

Dear Shareholder

2023 ANNUAL GENERAL MEETING

I am pleased to enclose the notice for our Annual General Meeting (“AGM”), to be held at 10.30am on Wednesday 17 May 2023 at the offices of Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London EC2P 2SR. The AGM provides an opportunity for you to hear about our operational and financial performance for the 2022 financial year and ask any questions you may have in relation to the resolutions proposed or the 2022 Annual Report.

As set out in our Annual Report, 2022 saw Aston Martin continue to accelerate towards its vision to be the world’s most desirable ultra-luxury British performance brand. With continued development of breath-taking products, I believe we are moving towards the strongest product portfolio across the entire ultra-luxury segment. Of course, the last 12 months have not been without their challenges. The geopolitical, macroeconomic and humanitarian events of 2022 have had an impact on all businesses, with Aston Martin no exception. But in Gaydon, St Athan and our other locations across the world, it has also been a year of positive transformational importance for our business and brand. I look to the future with renewed confidence in both our ability to deliver on our vision and the targets we have set.

The Notice of AGM, which follows this letter, sets out the business to be considered at our AGM. An explanation of the business to be conducted at the meeting can be found on pages 4 to 5 but I would like to highlight a few matters below.

DIRECTORS

Amedeo Felisa became our Chief Executive Officer in May 2022, having been a Non-executive Director of the Company since July 2021. We are very fortunate to benefit from his engineering and product development expertise as we work towards our roadmap to electrification. Also in May, Doug Lafferty became Chief Financial Officer. Doug is incredibly valuable to the Board as we continue to focus on delivering our strategic objectives and financial targets. In October we announced the appointment of Sir Nigel Boardman as an Independent Non-

executive Director. Sir Nigel’s extensive corporate experience makes him a great addition to our Independent Non-executive Directors. Following the completion of our capital raise, in November we announced the appointment of the two Representative Directors for the Public Investment Fund, Ahmed Al-Subaey and Scott Robertson. Their appointments are an important part of our relationship with the Public Investment Fund, our second largest shareholder.

Each Director will seek election or re-election at the AGM with the exception of Antony Sheriff who is stepping down from the Board at the AGM due to his other commitments. Upon Antony’s departure from the Board, Sir Nigel Boardman will become our Senior Independent Non-executive Director and Marigay McKee will become a member of the Nomination Committee. We have started a search for an additional Independent Non-executive Director.

Resolutions 3 to 14 inclusive set out the names of the Directors who are being submitted for election or re-election by shareholders. Biographical details of all the Directors (as at the date of this Notice) are set out on pages 90 to 93 of the 2022 Annual Report and appear on the Company’s website, www.astonmartinlagonda.com.

VOTING AT THE AGM

To ensure that your vote will be counted I encourage all shareholders to vote on the resolutions to be proposed at the AGM by appointing the Chair of the AGM as their proxy, using one of the following ways:

- online via our registrars’ website, www.sharevote.co.uk;
- via the CREST electronic proxy appointment service (for CREST members); or
- by completing the enclosed Proxy Form and returning it to our registrars.

The Chair of the AGM will then cast the votes for which they have been appointed as proxy and, once the results have been verified by our registrars, Equiniti, they will be published on our website, www.astonmartinlagonda.com, and released via a Regulatory Information Service.

The deadline for appointing a proxy is 10.30am on Monday 15 May 2023. Please note that the deadline for shareholders holding their shares through a nominee, including the AML Nominee Service, will be earlier than this date and so those shareholders should check this with their nominee. If you vote by proxy, you may still attend, speak and vote at the AGM in person, if you subsequently wish to do so.

RECOMMENDATION

The Directors consider that each resolution to be proposed at the AGM is in the best interests of the shareholders as a whole and unanimously recommend shareholders to vote in favour of all resolutions, as they intend to do in respect of their own shareholdings.

I would like to take this opportunity to thank you and all my colleagues for your continued support of Aston Martin.

Yours sincerely

LAWRENCE STROLL
EXECUTIVE CHAIRMAN

PART II

NOTICE OF GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of Aston Martin Lagonda Global Holdings plc will be held at 10.30am on Wednesday 17 May 2023 at the offices of Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London EC2P 2SR, to consider and, if thought fit, to pass the following resolutions:

Resolutions 1 to 18 will be proposed as ordinary resolutions and Resolutions 19 to 23 will be proposed as special resolutions.

REPORT AND ACCOUNTS

RESOLUTION 1

To receive the reports and accounts of the Directors and the report of the Auditors for the year ended 31 December 2022 (the "2022 Annual Report").

REMUNERATION REPORT

RESOLUTION 2

To approve the Directors' Remuneration Report for the year ended 31 December 2022, as set out on pages 124 to 145 of the 2022 Annual Report.

DIRECTORS

RESOLUTION 3

To re-elect Lawrence Stroll as a Director of the Company.

RESOLUTION 4

To re-elect Amedeo Felisa as a Director of the Company.

RESOLUTION 5

To re-elect Doug Lafferty as a Director of the Company.

RESOLUTION 6

To re-elect Michael de Picciotto as a Director of the Company.

RESOLUTION 7

To re-elect Robin Freestone as a Director of the Company.

RESOLUTION 8

To re-elect Natalie Massenet as a Director of the Company.

RESOLUTION 9

To re-elect Marigay McKee as a Director of the Company.

RESOLUTION 10

To re-elect Franz Reiner as a Director of the Company.

RESOLUTION 11

To re-elect Anne Stevens as a Director of the Company.

RESOLUTION 12

To elect Ahmed Al-Subaey as a Director of the Company.

RESOLUTION 13

To elect Sir Nigel Boardman as a Director of the Company.

RESOLUTION 14

To elect Scott Robertson as a Director of the Company.

AUDITORS

RESOLUTION 15

To re-appoint Ernst & Young LLP as the Auditors, to hold office from the conclusion of this meeting until the conclusion of the next AGM at which accounts are laid before the Company.

RESOLUTION 16

To authorise the Audit and Risk Committee of the Company to determine, and fix on behalf of the Board, the Auditors' remuneration for the year ending 31 December 2023.

POLITICAL DONATIONS

RESOLUTION 17

That, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company is, and all companies that are, at any time during the period for which this resolution has effect, subsidiaries of the Company (as defined in the Act) are, authorised in aggregate to:

- i. make donations to political parties and/or independent election candidates not exceeding £75,000 in total;
- ii. make donations to political organisations other than political parties not exceeding £75,000 in total; and
- iii. incur political expenditure not exceeding £75,000 in total,

(as such terms are defined in sections 363 to 365 of the Act) in each case during the period beginning with the date of passing this resolution until the conclusion of the Company's AGM to be held in 2024 (or, if earlier, 16 August 2024). In any event, the aggregate amount of all such donations and expenditure made or incurred by all companies to which this authority relates shall not exceed £75,000.

DIRECTORS' AUTHORITY TO ALLOT SHARES

RESOLUTION 18

That the Directors be hereby generally and unconditionally authorised pursuant to section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- (i) up to an aggregate nominal amount of £23,291,902; and
- (ii) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £46,583,804 (including within such limit any shares issued or rights granted under paragraph (i) above) in connection with an offer by way of any pre-emptive offer that is open for acceptance for a period determined by the Directors to:
 - a. holders of ordinary shares of £0.10 each in the capital of the Company ("Ordinary Shares") in proportion (as nearly as may be practicable) to their existing holdings; and
 - b. holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with

PART II
NOTICE OF GENERAL MEETING CONTINUED

treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory, or any matter whatsoever,

provided that this authority shall apply until the conclusion of the Company's AGM to be held in 2024 (or, if earlier, at the close of business on 16 August 2024), but in each case, so that the Company may make offers or enter into any agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority expires and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

DIRECTORS' AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

RESOLUTION 19

That, if Resolution 18 is passed, the Board be authorised pursuant to section 570 and 573 of the Act to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- (i) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of equity securities (but in the case of the authority given under Resolution 18(ii), by way of any pre-emptive offer that is open for acceptance for a period determined by the Directors) to:
 - (a) holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter arising in connection with such offer; and
- (ii) in the case of the authority given under Resolution 18(i), the allotment of equity securities or sale of treasury shares for cash (otherwise than under paragraph (i) above and paragraph (iii) below) up to an aggregate nominal amount of £6,987,570, and
- (iii) when any allotment of equity securities or sale of treasury shares for cash is or has been made pursuant to paragraph (ii) above, the allotment of additional equity securities or sale of treasury shares for cash (also pursuant to the authority given under Resolution 18(i) up to an aggregate nominal amount equal to 20% of the nominal amount of that allotment under paragraph (ii) above, provided that any allotment pursuant to this paragraph (iii) is used only for the purposes of a follow-on offer which the Board of the Company determines to be of a kind

contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 16 August 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

ADDITIONAL AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

RESOLUTION 20

That if Resolution 18 is passed, the Board be authorised in addition to any authority granted under Resolution 19 pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in the Act) for cash, under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority shall:

- (i) in the case of the authority given under Resolution 18(i):
 - a. be limited to the allotment of equity securities (otherwise than pursuant to paragraph (b) below) up to an aggregate nominal amount of £6,987,570, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
 - b. when any allotment of equity securities is or has been made pursuant to paragraph (a) above, be limited to the allotment of equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of any allotment of equity securities from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
- (ii) expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next AGM of the Company (or, if earlier, at the close of business on 16 August 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

AUTHORITY TO PURCHASE OWN SHARES

RESOLUTION 21

That the Company be hereby generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of Ordinary Shares provided that:

- i. the maximum number of Ordinary Shares which may be purchased is 69,875,707, being approximately 10% of the Company's issued share capital as at 5 April 2023 (being the latest practicable date prior to the publication of this Notice);
- ii. the minimum price (excluding stamp duty and expenses) which may be paid for each such share is £0.10;
- iii. the maximum price (excluding stamp duty and expenses) which may be paid for each such share is the higher of:
 - a. an amount equal to 5% above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the relevant share is contracted to be purchased; and
 - b. an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent purchase bid for an Ordinary Share on the trading venues where the purchase is carried out; and
- iv. the authority hereby conferred shall apply until the conclusion of the Company's AGM to be held in 2024 (or, if earlier, 16 August 2024) (except in relation to the purchase of shares the contracts for which are concluded before such expiry and which are executed wholly or partly after such expiry), unless such authority is renewed prior to such time.

NOTICE OF GENERAL MEETINGS

RESOLUTION 22

That the Directors be hereby authorised to call general meetings (other than an AGM) on not less than 14 clear days' notice.

AMENDMENT TO ARTICLES OF ASSOCIATION

RESOLUTION 23

That with effect from the conclusion of the AGM, the amended Articles of Association of the Company ("Amended Articles") produced to the AGM be adopted as the Company's Articles of Association, in substitution for, and to the exclusion of, the existing Articles of Association.

Details of the changes reflected in the Amended Articles and an explanation of the proposed amendments are summarised in part III to this document.

By order of the Board

LIZ MILES
COMPANY SECRETARY

5 April 2023

Aston Martin Lagonda Global Holdings plc

Registered office: Banbury Road Gaydon
Warwick CV35 0DB United Kingdom

Registered in England and Wales
Registered Number: 11488166

PART III

EXPLANATORY NOTES RELATING TO THE BUSINESS OF THE MEETING

RESOLUTION 1 – REPORT AND ACCOUNTS

The Directors of the Company are required to present the 2022 Annual Report to the meeting.

RESOLUTION 2 – DIRECTORS’ REMUNERATION REPORT

All quoted companies (as defined in the Act) are required to put their Directors’ Remuneration Report to shareholders annually (Resolution 2). The Directors’ Remuneration Report can be found on pages 124 to 145 of the 2022 Annual Report and sets out details of payments made to Directors in the year to 31 December 2022. The Directors must include specific information within the Directors’ Remuneration Report in accordance with applicable regulations and the Directors’ Remuneration Report has been prepared accordingly.

The vote on the Directors’ Remuneration Report is advisory in nature. Accordingly, payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that this resolution is not passed.

RESOLUTIONS 3 TO 14 – DIRECTORS

Resolutions 3 to 14 deal with the election or re-election (as applicable) of Directors in accordance with the requirements of the Company’s Articles of Association and the UK Corporate Governance Code. Ahmed Al-Subaey, Sir Nigel Boardman and Scott Robertson will all seek election to office for the first time. All other Directors are seeking shareholder approval for re-election to the Board. All Directors standing for re-election have confirmed their willingness to remain in office.

Antony Sheriff will step down from the Board on 17 May 2023 due to his other directorships and commitments and will not therefore seek re-election at the AGM. Sir Nigel Boardman has been appointed as the Senior Independent Director. The Board has commenced a search for an additional independent Non-executive Director to join the Board.

Biographical details of all the Directors seeking election or re-election are set out on pages 90-93 of the 2022 Annual Report. Biographies also appear on the Company’s website: www.astonmartinlagonda.com.

The Board is satisfied that each of the Independent Non-executive Directors remain independent in character and judgement, with sufficient time to dedicate to their roles. Additional information is included at page 112 of the 2022 Annual Report about the independence of the independent Non-executive Directors.

RESOLUTIONS 15 AND 16 – AUDITORS

Ernst & Young LLP were appointed as auditors at the 2019 AGM, following a detailed tender process, as set out in the 2019 Annual Report. Resolution 15 proposes the reappointment of Ernst & Young LLP as the Auditors to hold office from the conclusion of this meeting until the conclusion of the next AGM at which the accounts are laid before the Company. The Audit and Risk Committee assessed the independence, performance and effectiveness of Ernst & Young LLP and recommended its reappointment to the Board.

Resolution 16 proposes that the Auditors’ remuneration be determined by the Directors. In effect, the Audit and Risk

Committee will consider and approve the audit fees on behalf of the Board in accordance with the Competition and Markets Authority Audit Order.

RESOLUTION 17 – POLITICAL DONATIONS

This resolution seeks authority from shareholders for the Company and its subsidiaries to make donations to UK or EU political parties, other political organisations or independent electoral candidates, or to incur UK or EU political expenditure. It is the Company’s policy not to make donations to political parties and the Company has no intention of altering this policy. However, the definitions in the Act of “political donation”, “political organisation” and “political expenditure” are broadly drafted. In particular, they may extend to bodies such as those concerned with policy review, law reform, representation of the business community and special interest groups, which the Company and its subsidiaries may wish to support. Accordingly, the Company is seeking this authority to ensure that it does not inadvertently commit any breaches of the Act through the undertaking of routine activities which would not normally be considered to result in the making of political donations. The aggregate amount of expenditure permitted by this authority will be capped at £75,000. This is the same level of authority that the Company sought at the 2022 AGM. No political donations were made by the Company in the financial year ending 31 December 2022.

RESOLUTIONS 18, 19 AND 20 – AUTHORITIES TO ALLOT SHARES AND DISAPPLY PRE-EMPTION RIGHTS

The Investment Association’s most recent Share Capital Management Guidelines published in February 2023 (the “IA Guidelines 2023”) on directors’ power to allot shares have extended the guidance relating to the allotment and pre-emption rights disapplication authorities so that its members will treat as routine resolutions seeking authority to allot shares representing approximately two-thirds of the number of ordinary shares in issue, and any amount in excess of one-third of the number of ordinary shares in issue should be applied for use not just on rights issues but on any pre-emptive offers.

Accordingly, the first part of Resolution 18 would give the Directors the authority to allot Ordinary Shares (or grant rights to subscribe for or convert any securities into Ordinary Shares) up to a maximum nominal amount equal to £23,291,902 (representing 232,919,020 Ordinary Shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as of 5 April 2023, being the latest practicable date prior to publication of this Notice.

The second part of Resolution 18 would give the Directors the authority to allot Ordinary Shares (or grant rights to subscribe for or convert any securities into Ordinary Shares) up to an aggregate nominal amount equal to £46,583,804 (representing 465,838,040 Ordinary Shares), in relation to any pre-emptive offer to existing shareholders (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the offer cannot be made due to legal and practical problems). This amount represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 5 April 2023, being the latest practicable date prior to publication of this Notice, and is in accordance with the IA Guidelines 2023. As at 5 April 2023, the Company does not hold any shares in treasury.

The first two parts of Resolution 19 would give the Directors the authority to allot Ordinary Shares (including any Ordinary Shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings. This authority would be limited to allotments or sales in connection with any pre-emptive offers, or otherwise up to an aggregate maximum nominal amount of £6,987,570 (representing 69,875,700 Ordinary Shares). This aggregate nominal amount represents approximately 10% of the issued ordinary share capital of the Company as at 5 April 2023, the latest practicable date prior to publication of this Notice. The third part applies to any allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the second waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the second waiver. The follow-on offer must be determined by the Directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles ("PEG Principles").

The authority granted by Resolution 20 is in addition to the authority granted by Resolution 19. The first part is limited to the allotment of shares for cash up to an aggregate nominal value of £6,987,570 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately a further 10% of the issued ordinary share capital of the Company as at 5 April 2023, being the latest practicable date prior to publication of this Notice. This further authority may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the PEG Principles. The second part applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the first part of the waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the first waiver. The follow-on offer must be determined by the Directors to be of a kind contemplated by the PEG Principles.

The authority sought under these resolutions are standard authorities renewed by most listed companies each year. The Directors consider that it is in the best interests of the Company and its shareholders generally that they should have the flexibility conferred by the above authorities to make small issues of shares for cash (on a pre-emptive or, where appropriate, a non-pre-emptive basis) as suitable opportunities arise, although they have no present intention of exercising any of these authorities.

If the resolutions are passed, the authorities sought under Resolutions 18, 19 and 20 will expire on the conclusion of the AGM to be held in 2024 (or, if earlier, at the close of business on 16 August 2024).

RESOLUTION 21 – PURCHASE OF OWN SHARES

This resolution seeks shareholder approval for the Company to make market purchases of up to 69,875,707 Ordinary Shares, being approximately 10% of the issued share capital (excluding treasury shares) as at 5 April 2023 and specifies the minimum and maximum prices at which the Ordinary Shares may be bought.

In certain circumstances it may be advantageous for the Company to purchase its own shares and the Directors consider it to be desirable for the general authority to be available to provide flexibility in the management of the Company's capital resources. Purchases of the Company's own shares will be made if to do so would be in the best interests of the Company and of its shareholders generally and would result in an increase in

earnings per share. The Company may either retain any of its own shares which it has purchased as treasury shares with a view to possible use at a future date or cancel them. Holding the shares as treasury shares gives the Company the ability to use them quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

It is the Company's current intention that, of any shares repurchased under this authority, sufficient shares will be held in treasury to meet the requirements, as they arise, of the Company's share incentive arrangements, with the remainder being cancelled.

The total number of warrants, awards and options to subscribe for Ordinary Shares outstanding as at 5 April 2023 (being the latest practicable date prior to the publication of this Notice), was 33,577,319 representing approximately 4.81% of the issued share capital (excluding treasury shares) at that date. If the existing share purchase authority given at the 2022 AGM (which has not been utilised) and the authority being sought under this resolution were utilised in full, the issued share capital would be reduced by an equivalent amount and the outstanding warrants, awards and options would represent approximately 5.44% of the issued share capital as at 5 April 2023.

This authority will expire at the conclusion of the AGM to be held in 2024 (or, if earlier, 16 August 2024).

RESOLUTION 22 – NOTICE OF GENERAL MEETINGS

Pursuant to section 307(A) of the Act, as amended, the notice period required for all general meetings of the Company is 21 clear days, although shareholders can agree to approve a shorter notice period for general meetings that are not AGMs, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the general meeting to be held and is thought to be to the advantage of shareholders as a whole. Shareholder approval will be effective until the Company's next AGM (or, if earlier, 16 August 2024).

RESOLUTION 23 – AMENDMENT OF ARTICLES OF ASSOCIATION

This resolution proposes to amend the Company's Articles of Association to permit the Company to allow for general meetings, including AGMs, to be held electronically as well as physically in accordance with the Companies (Shareholders' Rights) Regulations 2009 and the Companies Act 2006. The proposed amendments are being introduced to provide the Board with greater flexibility to align with developments in technological advances and evolving best practices, particularly in light of the Covid-19 pandemic. The Board believes that virtual or electronic meetings will allow for greater shareholder and stakeholder engagement over the coming years in a way that is more convenient for all parties. If the Board determines that an electronic meeting is the most appropriate form of shareholder meeting in any circumstances, the Board will seek to ensure the meeting continues to fulfil its purpose of facilitating shareholder engagement and Board scrutiny. The Amended Articles showing all changes to the existing Articles of Association are available for inspection as noted on page 8 of this document.

PART IV

EXPLANATORY NOTES RELATING TO THE NOTICE OF THE MEETING

ATTENDING AND VOTING

1. To be entitled to attend, speak and vote at the AGM (and for the purpose of determining the number of votes they may cast), shareholders must be entered on the Company's register of members at 6.30 pm on Monday 15 May 2023 (or in the case of an adjournment, at the close of business on the date which is two business days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at the AGM.
2. To be admitted to the AGM, shareholders are asked to present their admission card (which is attached to the Proxy Form) or present proof of identity. On arrival at the place of the AGM, all those entitled to attend and vote will be required to register and collect a poll card.
3. All resolutions at the AGM will be decided by poll. The Directors believe a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account.

SHAREHOLDERS' RIGHT TO ASK QUESTIONS

4. Any shareholder attending the AGM has the right to ask questions. The Chair will ensure that any question relating to the business being dealt with at the AGM receives a response, but in accordance with section 319A of the Act, no response need be given if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on the Company's website, www.astonmartinlagonda.com, in the form of an answer to a question; or (iii) the Chair determines that it is undesirable in the interests of the Company or the good order of the AGM that the question be answered. The Chair may determine the order in which questions raised by shareholders are taken, having due regard for shareholders present at the AGM.

APPOINTMENT OF PROXIES

5. Any shareholder of the Company is entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM.
6. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A Proxy Form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a Proxy Form and believe that you should have one, or if you require additional forms, please contact Equiniti on +44(0)333 207 5973. Lines are open 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales).

7. Appointing a proxy will not prevent a shareholder from attending and voting in person at the AGM. Alternatively, a hard copy Proxy Form may be completed. Please send the completed proxy form to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. To lodge a proxy online, please visit www.sharevote.co.uk and follow the instructions provided. To be valid, the Proxy Form or other instrument appointing a proxy must be received by the Company's Registrar, Equiniti, by no later than 10.30am on Monday 15 May 2023.
8. When appointed as proxy, the Chair of the AGM will cast shareholder votes as directed by the relevant shareholder(s). If no voting indication is given, a proxy (and when appointed as proxy, the Chair of the AGM) may vote as he or she thinks fit on the resolutions or on any other business (including amendments to resolutions) which may come before the meeting. Please note that a "vote withheld" (as it appears on the Proxy Form or Voting Instruction Form) is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' a resolution.

COMPLETION OF A PROXY FORM

9. A Proxy Form which may be used to make such appointment and to give proxy instructions accompanies this Notice. If you do not have a Proxy Form and believe that you should have one, or if you require additional forms, please contact Equiniti on +44 (0)333 207 5973. Lines are open from 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales).
10. Please send completed hard copy proxy forms to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. To lodge a proxy online, please visit www.sharevote.co.uk and follow the instructions provided. To be valid, the Proxy Form or other instrument appointing a proxy must be received by the Company's Registrar, Equiniti, by no later than 10.30am on Monday 15 May 2023.
11. In the case of a member which is a company, a Proxy Form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
12. Any power of attorney or any other authority under which the Proxy Form is signed (or a duly certified copy of such power or authority) must be included with the Proxy Form.
13. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
14. If more than one valid proxy appointment is submitted, the appointment received last before the latest time for the receipt of proxies will take precedence.

APPOINTMENT OF PROXIES THROUGH CREST

15. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
16. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by 10.30am on Monday 15 May 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
17. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com.
18. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

NOMINATED PERSONS

19. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, pursuant to an agreement between him/her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, pursuant to any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
20. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 5 to 8 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
21. If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee to deal with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.

CORPORATE REPRESENTATIVES

22. Any corporate shareholder may appoint one or more corporate representative(s) who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

SHAREHOLDERS' RIGHTS

23. Shareholders should note that, on a request made by shareholders of the Company pursuant to section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to:
 - the audit of the Company's accounts (including the Auditors' report and the conduct of the audit) that are to be laid before the AGM; or
 - any circumstance connected with the Auditors ceasing to hold office since the previous meeting at which annual reports and accounts were laid in accordance with section 437 of the Act.

PART IV
EXPLANATORY NOTES RELATING TO THE NOTICE OF THE MEETING CONTINUED

24. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 (requirements as to website availability) of the Act. Where the Company is required to place a statement on a website pursuant to section 527 of the Act, it must forward the statement to the Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required pursuant to section 527 of the Act to publish on a website.

ISSUED SHARE CAPITAL AND TOTAL VOTING RIGHTS

25. As of 5 April 2023 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital (excluding treasury shares) consists of 698,757,075 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 5 April 2023 are 698,757,075.

DOCUMENTS AVAILABLE FOR INSPECTION

26. The service contracts and letters of appointment for all Directors are available for inspection during normal business hours at Aston Martin Lagonda, Banbury Road, Gaydon, Warwick CV35 0DB and at the AGM for at least 15 minutes prior to the meeting and during the meeting until the conclusion of the AGM.
27. The Amended Articles are available for inspection on the national storage mechanism, on the Company's website www.astonmartinlagonda.com/investors/shareholder-information and at the AGM for at least 15 minutes prior to the meeting and during the meeting until the conclusion of the AGM.
28. So that appropriate arrangements can be made for shareholders wanting to inspect documents, we request that shareholders contact the Company Secretary by email at company.secretary@astonmartin.com in advance of any visit to ensure that access can be arranged.

ELECTRONIC COMMUNICATION

29. Shareholders may at any time choose to receive all shareholder documentation in electronic form via the internet, rather than through the post in paper format. Shareholders who decide to register for this option will receive an email each time a statutory document is published on the internet. Shareholders who wish to receive documentation in electronic form should contact the Company's Registrar, Equiniti, or visit www.shareview.co.uk and register for the electronic communications service. Any electronic address provided either in this Notice or any related documents (including the Proxy Form) may not be used to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by s311A of the Act can be found at www.astonmartinlagonda.com.

PART V

ADDITIONAL INFORMATION

DIRECTORS' INTERESTS

In accordance with Listing Rule 9.8.6(1), as at 5 April 2023 (being the latest practicable date prior to the date of this document), the interests of the Directors standing for election or re-election, their immediate families and persons connected with them, in Ordinary Shares were as follows:

Director	Ordinary Shares
Lawrence Stroll ¹	198,681,199
Amedeo Felisa ²	25,000
Doug Lafferty	358,769
Ahmed Al-Subaey	0
Sir Nigel Boardman	50,376
Michael de Picciotto ³	6,993,787
Robin Freestone	33,355
Natalie Massenet	20,000
Marigay McKee	0
Franz Reiner	0
Scott Robertson	0
Anne Stevens	35,000

1. Includes direct and indirect interests

2. The interests are those of a 'Person Closely Associated', F.A Consult S.A.

3. The interests are those of a 'Person Closely Associated', Saint James Invest SA which also holds warrants over 141,769 Ordinary Shares

SUBSTANTIAL SHAREHOLDINGS

In accordance with Listing Rule 9.8.6(2), the Company has received notifications of major interests in its issued ordinary share capital in accordance with Rule 5 of the Disclosure Guidance and Transparency Rules. In the period from 31 December 2022 to 5 April 2023 (being the latest practicable date prior to the date of this document), there have been no changes notified to the Company in accordance with Rule 5 of the Disclosure Guidance and Transparency Rules to the holdings disclosed below.

Shareholder	Number of ordinary shares	% of total voting rights
Lawrence Stroll ¹	198,681,199	28.43%
The Public Investment Fund	130,459,510	18.67%
Yew Tree Overseas Ltd	104,993,195	15.03%
Invesco Limited	71,151,282	10.18%
Ernesto Bertarelli	69,984,367	10.02%
Mercedes-Benz AG	68,194,802	9.76%
Li Shufu (Geely)	53,073,720	7.60%

¹ Includes 104,993,195 shares also disclosed by Yew Tree Overseas Ltd and 69,984,367 shares also disclosed by Ernesto Bertarelli.

