



ASTON MARTIN

# ASTON MARTIN LAGONDA GLOBAL HOLDINGS PLC

NOTICE OF ANNUAL GENERAL MEETING 2022

WEDNESDAY 25 MAY 2022 AT 10:00AM  
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

### **2022 ANNUAL GENERAL MEETING**

I am pleased to enclose the notice for our Annual General Meeting (“AGM”), to be held at 10.00 am on Wednesday 25 May 2022 at the offices of Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London EC2P 2SR.

As set out in detail in our Annual Report, 2021 has been a pivotal year for Aston Martin, with significant progress made and transformational changes achieved to put the right foundations in place for the Company’s future success. We have successfully transitioned our operating model to that of an ultra-luxury performance brand, with customer demand well ahead of supply. Our core business is strong and has delivered to plan, with substantially improved profitability. We have strengthened our teams, adding more luxury and automotive experience to the Board, broadening relevant experience at the executive level and substantially bolstering our operational and development teams. We have made excellent progress on Project Horizon as we drive efficiency and agility throughout every aspect of the Company. Our technical teams are focused on developing our future pipeline of compelling products, and increased electrification skills and resources within the business as we embark on our journey from combustion to hybrid to electric.

While the world continued to grapple with the tragic impacts of the COVID-19 pandemic, I have once again been overwhelmed and give a heartfelt thanks to all of our employees and other colleagues who have risen to the occasion.

I am pleased with the easing of COVID-19 restrictions that we are once again able to welcome shareholders in person to our 2022 AGM.

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

### **DIRECTORS**

As we announced in July 2021, we have further strengthened the membership of the Board with the

appointment of new non-executive directors Natalie Massenet, Marigay McKee, Amedeo Felisa and Franz Reiner who have strong automotive and luxury backgrounds to support our future ambitions.

Doug Lafferty will also be joining the Board on 1 May 2022 as the new Chief Financial Officer and replaces Kenneth Gregor who has decided to step down from the Board with effect from 1 May 2022. Doug Lafferty’s Biographical details can be found on page 9 of this Notice.

In accordance with the Company’s Articles of Association and the UK Corporate Governance Code, each continuing Director will seek election or re-election at the AGM. Accordingly, as part of the ordinary business of the meeting, Resolutions 4 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 84 to 86 of the 2021 Annual Report except for Doug Lafferty (see page 9 of this Notice) and appear on the Company’s website, [www.astonmartinlagonda.com](http://www.astonmartinlagonda.com).

### **PROPOSED REMUNERATION POLICY**

The Directors’ Remuneration Policy was last approved by shareholders at our 2019 annual general meeting. As required by law, we are inviting you to approve a new remuneration policy for Directors this year in addition to the customary vote on the Directors’ Remuneration Report.

### **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](http://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](http://www.astonmartinlagonda.com), and released via a Regulatory Information Service.

The deadline for appointing a proxy is 10.00 a.m. on Monday 23 May 2022. 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.

### **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 10.00 am on Wednesday 25 May 2022 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, 20, 21 and 22 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 2021 (the "2021 Annual Report").

### REMUNERATION REPORT

#### RESOLUTION 2

To approve the Directors' Remuneration Report (other than the part containing the directors' remuneration policy referred to in Resolution 3 below) for the year ended 31 December 2021, as set out on pages 115 to 137 of the 2021 Annual Report.

#### RESOLUTION 3

To approve the Directors' Remuneration Policy as set out on pages 121 to 126 of the 2021 Annual Report.

### DIRECTORS

#### RESOLUTION 4

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

#### RESOLUTION 5

To re-elect Tobias Moers as a Director of the Company.

#### RESOLUTION 6

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

#### RESOLUTION 7

To re-elect Antony Sheriff as a Director of the Company.

#### RESOLUTION 8

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

#### RESOLUTION 9

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

#### RESOLUTION 10

To elect Amedeo Felisa as a Director of the Company.

#### RESOLUTION 11

To elect Doug Lafferty as a Director of the Company.

#### RESOLUTION 12

To elect Natalie Massenet as a Director of the Company.

#### RESOLUTION 13

To elect Marigay McKee as a Director of the Company.

#### RESOLUTION 14

To elect Franz Reiner 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 annual general meeting 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 2022.

### 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 annual general meeting to be held in 2023 (or, if earlier, 24 August 2023). 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 £3,881,983; and
- ii. comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £7,763,966 (including within such limit any shares issued or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue 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,

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NOTICE OF GENERAL MEETING CONTINUED

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 matter whatsoever,

provided that this authority shall apply until the conclusion of the Company's annual general meeting to be held in 2023 (or, if earlier, 24 August 2023), 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, subject to the passing of Resolution 18, the Directors be hereby generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of 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, provided that the power shall be limited to:

- i. the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 18(ii), by way of a rights issue only) 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 matter whatsoever; and

- ii. in the case of the authority granted under Resolution 18(i), the allotment (otherwise than under paragraph (i) above) of equity securities or sale of treasury shares for cash up to an aggregate nominal amount of £581,133, being approximately 4.99% of the Company's issued share capital as at 22 April 2022 (being the latest practicable date prior to the publication of this Notice).

Such power shall apply until the conclusion of the AGM to be held in 2023 (or, if earlier, 24 August 2023) but, during this period, 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 power ends, and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

**ADDITIONAL AUTHORITY TO DISAPPLY  
PRE-EMPTION RIGHTS**

**RESOLUTION 20**

That, subject to the passing of Resolution 18 and in addition to the power granted to them under Resolution 19, the Directors be hereby generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of the Act) for cash, pursuant to the authority conferred by Resolution 18(i) as if section 561 of the Act did not apply to the allotment, provided that the power shall:

- i. in the case of the authority granted under Resolution 18(i):
  - a. be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £581,133; and
  - b. be used only for the purposes of financing (or refinancing, if the power 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 Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-Emption Group prior to the date of the Notice of the AGM (the "PEG Principles"); and
- ii. apply until the conclusion of the AGM to be held in 2023 (or, if earlier, 24 August 2023) but, during this period, 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 power ends, and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority conferred hereby 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 11,645,951, being approximately 10.00% of the Company's issued share capital as at 22 April 2022 (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 2023 (or, if earlier, 24 August 2023) (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 annual general meeting) on not less than 14 clear days' notice.

By order of the Board

**RACHAEL HAMBROOK**  
COMPANY SECRETARY

25 April 2022

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 2021 Annual Report and accounts 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). This can be found on pages 115 to 137 of the 2021 Annual Report and sets out details of payments made to Directors in the year to 31 December 2021. 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.

### **RESOLUTION 3 – DIRECTORS REMUNERATION POLICY**

The Directors' Remuneration Policy can be found at pages 121 to 126 of the 2021 Annual Report. It sets out the policy of the Company with respect to Directors' remuneration. The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives and, accordingly, and in compliance with the legislation, shareholders will be invited to approve the Directors' Remuneration Report and separately the Directors' Remuneration Policy.

The vote on the Directors' Remuneration Policy is binding in nature in that the Company may not make a remuneration payment or payment for loss of office to a person who is, is to be, or has been a director of Company unless that payment is consistent with the approved Directors' Remuneration Policy, or has otherwise been approved by a resolution of members.

If Resolution 3 is passed, the Directors' Remuneration Policy will take effect from the date of its adoption.

### **RESOLUTIONS 4 TO 14 – DIRECTORS**

Resolutions 4 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.

Biographical details of all the Directors seeking election or re-election are set out on pages 84 to 86 of the 2021 Annual Report. Biographies also appear on the Company's website: [www.astonmartinlagonda.com](http://www.astonmartinlagonda.com) and on page 9 of this Notice in respect of Doug Lafferty.

Additional information is included at page 89 of the 2021 Annual Report about the independence of the independent Non-Executive Directors. The Company considers each of the Directors seeking election or re-election to be an effective member of the Board.

### **RESOLUTION 15 AND 16 – AUDITORS**

Ernst & Young LLP were appointed as auditors at the 2019 annual general meeting, 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 annual general meeting at which the accounts are laid before the Company.

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.

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

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 £3,881,983 (representing 38,819,830 Ordinary Shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as of 22 April 2022, 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 £7,763,966 (representing 77,639,660 Ordinary Shares), in relation to a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue 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 22 April 2022, being the latest practicable date prior to publication of this Notice.

As at 22 April 2022, the Company does not hold any shares in treasury.

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 rights issues or other pre-emptive offers, or otherwise up to an aggregate maximum nominal amount of £581,133 (representing 5,811,330 Ordinary Shares). This aggregate nominal amount represents approximately 4.99% of the issued ordinary share capital of the Company as at 22 April 2022, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the PEG Principles regarding cumulative usage of pre-emption disapplication authorities within a rolling three-year period where the PEG Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the Company should not take place without prior consultation with shareholders.

The authority granted by Resolution 20 is in addition to the authority granted by Resolution 19. It is limited to the allotment of shares for cash up to an aggregate nominal value of £581,133 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately a further 4.99% of the issued ordinary share capital of the Company as at 22 April 2022, 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 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 as it keeps its funding position under review that they should have the flexibility conferred by the above authorities to make issues of shares for cash (on a pre-emptive or, where appropriate, a non-pre-emptive basis) as suitable opportunities arise at short notice, and without the need for a general meeting, should the Directors determine that it is appropriate to do so. If the Directors exercise any of the above authorities, they intend to follow best practice as regards its use, as recommended by the Investment Association.

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 2023 (or, if earlier, 24 August 2023).

## **RESOLUTION 21 – PURCHASE OF OWN SHARES**

This resolution seeks shareholder approval for the Company to make market purchases of up to 11,645,951 Ordinary Shares, being approximately 10% of the issued share capital (excluding treasury shares) as at 22 April 2022 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 22 April 2022 (being the latest practicable date prior to the publication of this Notice), was 4,806,462 representing approximately 4.13% of the issued share capital (excluding treasury shares) at that date. If the existing share purchase authority given at the 2021 annual general meeting (which has not been utilised) and the authority being sought under this resolution were utilized in full, the issued share capital would be reduced by an equivalent amount and the outstanding warrants, awards and options would represent approximately 5.15% of the issued share capital as at 22 April 2022.

This authority will expire at the conclusion of the AGM to be held in 2023 (or, if earlier, 24 August 2023).

## **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 annual general meetings, which cannot however be less than 14 clear days. Annual general meetings 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, 24 August 2023).

# 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 23 May 2022 (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](http://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. If social distancing or local lock-down measures were to be in force at the time of the meeting, such attendance will be limited. If necessary the Company will update shareholders on any changes in advance, via the Company website.

### 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 0333 207 5973. Lines are open 8.30am to 5.30pm, Monday to Friday (excluding public holidays in

England and Wales). The Equiniti overseas helpline number is +44 (0)121 415 0920.

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](http://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 10:00 a.m. on Monday 23 May 2022.
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 0330 207 5973. Lines are open from 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales). The Equiniti overseas helpline number is +44 (0)121 415 0920.
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](http://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 10.00 a.m. on Monday 23 May 2022.
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](http://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 10.00 a.m. on Monday 23 May 2022. 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](http://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:
  - i. 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
  - ii. 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.

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**

24. As of 22 April 2022 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital (excluding treasury shares) consists of 116,459,513 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 22 April 2022 are 116,459,513.

#### **DOCUMENTS AVAILABLE FOR INSPECTION**

25. 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.

26. 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](mailto:company.secretary@astonmartin.com) in advance of any visit to ensure that access can be arranged. Any such access will be subject to health and safety requirements, and any limits on gathering and social distancing and any other measures imposed or recommended by the Government.

#### **ELECTRONIC COMMUNICATION**

27. 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](http://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.

28. A copy of this Notice, and other information required by s311A of the UK Companies Act 2006, can be found at [www.astonmartinlagonda.com](http://www.astonmartinlagonda.com).

# PART V

## ADDITIONAL INFORMATION

### DIRECTORS' INTERESTS

In accordance with Listing Rule 9.8.6(1), as at 22 April 2022 (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 <sup>1</sup>	25,644,243
Tobias Moers	8,815
Kenneth Gregor	0
Michael de Picciotto <sup>1,2</sup>	1,150,000
Amedeo Felisa	5,000
Robin Freestone	13,850
Natalie Massenet	4,000
Marigay McKee	0
Franz Reiner	0
Antony Sheriff	0
Anne Stevens	7,000

1. Includes direct and indirect interests
2. The interests are those of a PCA, Saint James Invest SA, which is also interested in warrants over 28,353 shares
3. The interests are those of a PCA, F.A. Consult SA

### BIOGRAPHY OF DOUG LAFFERTY

Doug has wide ranging experience in senior finance and executive management roles within multinational companies, working in both developed and emerging markets. His skill set covers a broad range of disciplines including; strategic and operational finance, accounting and audit, risk management, executive leadership and talent development, investor and government relations, mergers and acquisitions and corporate governance.

Doug joins the Board of Aston Martin Lagonda Global Holdings plc on 1 May 2022 as Chief Financial Officer. Doug is currently the Chief Financial Officer of Vivo Energy plc, where his responsibilities include group financial control, commercial finance, treasury & credit, investor relations, capital management, internal audit, IT and procurement.

Prior to joining Vivo Energy, Doug spent three years as Chief Financial Officer and Executive Director for Williams Grand Prix Holdings Plc, leaving this position following the sale of its Formula One business and subsequent delisting from the Frankfurt Stock Exchange in 2020. Doug has also held a range of senior leadership positions during a 16-year international career with British American Tobacco, including Group Head of Commercial Finance and Regional Head of Finance for the Americas.

Doug is a member of CIMA and holds a BSc Hons in Management Studies from Royal Holloway, University of London.

### 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 24 February 2021 to 22 April 2022 (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 <sup>1</sup>	25,644,243	22.02%
Yew Tree Overseas Ltd	19,050,922	16.98%
Mercedes-Benz AG	13,615,299	11.69%
Invesco Limited	12,077,847	10.37%
Permian Investment Partners, LP	3,971,126	3.41%

1. Includes 19,050,922 shares also disclosed by Yew Tree Overseas Ltd



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