



# ASTON MARTIN LAGONDA GLOBAL HOLDINGS PLC

NOTICE OF ANNUAL GENERAL MEETING 2025

WEDNESDAY 7 May 2025 AT 10.30am BST

to be held electronically by audio webcast

**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

### 2025 ANNUAL GENERAL MEETING

I am pleased to enclose the notice for our Annual General Meeting ("AGM"), to be held electronically by audio webcast at 10.30am on Wednesday 7 May 2025. The AGM provides an opportunity for you to hear about our operational and financial performance for the 2024 financial year and ask any questions you may have in relation to the resolutions proposed or the 2024 Annual Report. Instructions on how to join the AGM are set out on page 9.

2024 was an important year for Aston Martin, characterised by significant product milestones, that along with the appointment of our new Chief Executive Officer, Adrian Hallmark, will underpin our future success. Our focus remains unwavering: to create extraordinary products, inspire our customers through unparalleled luxury experiences, and deliver value to all our stakeholders.

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

At the beginning of September, we welcomed Adrian Hallmark as our new Chief Executive Officer. Adrian is one of the highest calibre leaders not just in our segment, but in the entire global automotive industry. We are very fortunate to have Adrian's experience in both the ultra-luxury and British manufacturing sectors, and we look forward to progressing our strategy under his leadership in the years ahead.

In December, Robin Freestone, the Chair of our Audit and Risk Committee, informed us of his decision to step down from the Board with effect from 28 February 2025. On behalf of the Board, I would

like to thank Robin for his significant contribution as Independent Non-executive Director, Chair of our Audit and Risk Committee and member of our Nomination and Remuneration Committees for the past four years. The Board has greatly benefited from Robin's experience and guidance, and we wish him well for the future.

As announced on 25 February 2025, Vicky Jarman has joined our Board as an Independent Non-executive Director effective 1 March 2025 and will chair our Audit and Risk Committee. I look forward to working with Vicky in the years to come.

As set out in Resolutions 4 to 18, each Director will seek election or re-election at the AGM. Biographical details of the Directors are set out on pages 68 to 71 of the 2024 Annual Report and appear on the Company's website, [www.astonmartin.com/corporate](http://www.astonmartin.com/corporate). Vicky Jarman's biography can be found on page 9 of this document.

### PROPOSED REMUNERATION POLICY

The Directors' Remuneration Policy was last approved by shareholders at our 2022 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 annual 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.shareview.co.uk](http://www.shareview.co.uk)
- via the CREST electronic proxy appointment service (for CREST members);
- via the Proximity platform (for Institutional Investors); 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.astonmartin.com/corporate](http://www.astonmartin.com/corporate), and released via a Regulatory Information Service.

The deadline for appointing a proxy is 10.30am on Friday 2 May 2025. 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 electronically, speak and vote at the AGM, 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 all our shareholders and 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 electronically by audio webcast via the Lumi meeting platform at <https://web.lumiagm.com/145308983> at 10.30am on Wednesday 7 May 2025 to consider and, if thought fit, to pass the following resolutions:

Resolutions 1 to 22 will be proposed as ordinary resolutions and Resolutions 23 to 26 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 2024 (the "2024 Annual Report").

### REMUNERATION REPORT

#### Resolution 2

To approve the Directors' Remuneration Report for the year ended 31 December 2024, as set out on pages 104 to 134 of the 2024 Annual Report.

#### Resolution 3

To approve the Directors' Remuneration Policy as set out on pages 113-119 of the 2024 Annual Report.

### DIRECTORS

#### Resolution 4

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

#### Resolution 5

To elect Adrian Hallmark as a Director of the Company.

#### Resolution 6

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

#### Resolution 7

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

#### Resolution 8

To elect Vicky Jarman as a Director of the Company.

#### Resolution 9

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

#### Resolution 10

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

#### Resolution 11

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

#### Resolution 12

To re-elect Jean Tomlin as a Director of the Company.

#### Resolution 13

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

#### Resolution 14

To re-elect Cyrus Jilla as a Director of the Company.

#### Resolution 15

To re-elect Daniel Li as a Director of the Company.

#### Resolution 16

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

#### Resolution 17

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

#### Resolution 18

To re-elect Scott Robertson as a Director of the Company.

### AUDITORS

#### Resolution 19

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 20

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 2025.

### POLITICAL DONATIONS

#### Resolution 21

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 2026 (or, if earlier, 6 August 2026). 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 22

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 £30,897,073; and
- (ii) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £61,794,147 (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 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 2026 (or, if earlier, at the close of business on 6 August 2026), 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 23**

That, if Resolution 22 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 22(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 22(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 £9,362,749, 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 22(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 6 August 2026) 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 24**

That if Resolution 22 is passed, the Board be authorised in addition to any authority granted under Resolution 23 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 22(i):
  - a. be limited to the allotment of equity securities (otherwise than pursuant to paragraph (b) below) up to an aggregate nominal amount of £9,362,749, 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 6 August 2026) 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 25**

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 93,627,495, being approximately 10% of the Company's issued share capital as at 10 March 2025 (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 2026 (or, if earlier, 6 August 2026) (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 26**

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

By order of the Board

### **LIZ MILES**

COMPANY SECRETARY

26 March 2025

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 2024 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 104 to 134 of the 2024 Annual Report and sets out details of payments made to Directors in the year to 31 December 2024. 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 page 113-119 of the 2024 Annual Report. 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 18 – DIRECTORS**

Resolutions 4 to 18 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. Adrian Hallmark and Vicky Jarman will 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.

Biographical details of the Directors seeking election or re-election are set out on pages 68-71 of the 2024 Annual Report and also appear on the Company's website: [www.astonmartin.com/corporate](http://www.astonmartin.com/corporate). Vicky Jarman's biography can be found on page 9 of this document.

The Board, upon recommendation of the Nomination Committee, 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 on page 90 of the 2024 Annual Report about the independence of the independent Non-executive Directors.

### **RESOLUTIONS 19 AND 20 – 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 19 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. Further details can be found in the Audit and Risk Committee Report on page 97 of the 2024 Annual Report.

Resolution 20 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 21 – 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 2024 AGM. No political donations were made by the Company in the financial year ending 31 December 2024.

### **RESOLUTIONS 22, 23 AND 24 – 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 22 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 £30,897,073 (representing 308,970,733 Ordinary Shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as of 10 March 2025, being the latest practicable date prior to publication of this Notice.

The second part of Resolution 22 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 £61,794,147 (representing 617,941,465 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 10 March 2025, being the latest practicable date prior to publication of this Notice, and is in accordance with the IA Guidelines 2023. As at 10 March 2025, the Company does not hold any shares in treasury.

The first two parts of Resolution 23 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 £9,362,749 (representing 93,627,495 Ordinary Shares). This aggregate nominal amount represents approximately 10% of the issued ordinary share capital of the Company as at 10 March 2025, 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 24 is in addition to the authority granted by Resolution 23. The first part is limited to the allotment of shares for cash up to an aggregate nominal value of £9,362,749 (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 10 March 2025, 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. The

authority given at the 2024 AGM was used for the private equity placing in November 2024.

If the resolutions are passed, the authorities sought under Resolutions 22, 23 and 24 will expire on the conclusion of the AGM to be held in 2026 (or, if earlier, at the close of business on 6 August 2026).

#### **RESOLUTION 25 – PURCHASE OF OWN SHARES**

This resolution seeks shareholder approval for the Company to make market purchases of up to 93,627,495 Ordinary Shares, being approximately 10% of the issued share capital (excluding treasury shares) as at 10 March 2025 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 10 March 2025 (being the latest practicable date prior to the publication of this Notice), was 40,615,428 representing approximately 4.34% of the issued share capital (excluding treasury shares) at that date. If the existing share purchase authority given at the 2024 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 5.34% of the issued share capital as at 10 March 2025.

This authority will expire at the conclusion of the AGM to be held in 2026 (or, if earlier, 6 August 2026).

#### **RESOLUTION 26 – 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, 6 August 2026).

# PART IV

## EXPLANATORY NOTES RELATING TO THE NOTICE OF THE MEETING

### ATTENDING AND VOTING

1. To be entitled to attend electronically, 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 6.30pm on Friday 2 May 2025 (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 electronically, speak and vote at the AGM.
2. To attend and participate in the meeting electronically, please refer to the notes below and the user guide on page 9.
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.astonmartin.com/corporate](http://www.astonmartin.com/corporate), 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 electronically 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 electronically at the AGM. Alternatively, a hard copy Proxy Form may be completed. Please return the completed proxy form in the pre-paid envelope provided or to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. To lodge a proxy online, please visit [www.shareview.co.uk](http://www.shareview.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 Friday 2 May 2025.

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.shareview.co.uk](http://www.shareview.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 Friday 2 May 2025.
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 10.30am on Friday 2 May 2025. 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.

#### **APPOINTMENT OF PROXIES THROUGH PROXYMITY**

19. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10.30 am on Friday 2 May 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

#### **NOMINATED PERSONS**

20. 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.

21. 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.
22. 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**

23. 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**

24. 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.
25. 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**

26. As of 10 March 2025 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital (excluding treasury shares) consists of 936,274,947 Ordinary Shares, carrying one vote each. The Company has no treasury shares and therefore, the total voting rights in the Company as at 10 March 2025 are 936,274,947.

#### DOCUMENTS AVAILABLE FOR INSPECTION

27. 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 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](mailto:company.secretary@astonmartin.com) in advance of any visit to ensure that access can be arranged.

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.

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

#### 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.

## PART V ADDITIONAL INFORMATION AND ONLINE MEETING GUIDE

#### DIRECTORS' INTERESTS

In accordance with Listing Rule 6.6.6(1), as at 10 March 2025 (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>	259,081,263
Adrian Hallmark	0
Doug Lafferty	370,990
Ahmed Al-Subaey	704,312
Sir Nigel Boardman	86,983
Michael de Picciotto <sup>2</sup>	8,000,000
Cyrus Jilla	1,000,000
Daniel Li	0
Natalie Massenet	20,000
Marigay McKee	0
Franz Reiner	13,477
Scott Robertson	0
Anne Stevens	35,000
Jean Tomlin	0
Vicky Jarman	35,000

- Includes direct and indirect interests
- The interests are those of a 'Person Closely Associated', Saint Alexander SARL

#### SUBSTANTIAL SHAREHOLDINGS

In accordance with Listing Rule 6.6.6(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. On 6 February 2025, the Company was notified that Lucerne Capital Management LLC's holding had fallen to 2.63% (24,955,632 Ordinary Shares). In the period from 31 December 2024 to 10 March 2025 (being the latest practicable date prior to the date of this document), the Company did not receive any other TR1 notifications in accordance with Rule 5 of the Disclosure Guidance and Transparency Rules. As at 10 March 2025, the major shareholdings are as set out below.

Shareholder	Number of ordinary shares	% of total voting rights
Lawrence Stroll <sup>1</sup>	259,081,263	27.67%
The Public Investment Fund	140,504,260	15.01%
Li Shufu (Geely)	142,530,859	15.22%
Ernesto Bertarelli	139,811,974	14.93%
Yew Tree Overseas Ltd	101,727,527	10.87%
Mercedes-Benz AG	76,320,195	8.15%
Lucid Group Inc.	28,352,273	3.02%

- Includes 101,727,527 shares also disclosed by Yew Tree Overseas Ltd and 139,811,974 shares also disclosed by Ernesto Bertarelli.

### **VICKY JARMAN BIOGRAPHY**

Vicky Jarman joined the Board in March 2025 and is Chair of the Audit & Risk Committee and a member of the Nomination and Remuneration Committees. Vicky is a chartered accountant who qualified at KPMG before spending over ten years with Lazard Ltd working in the Investment Banking team and then as Chief Operating Officer for the London and Middle East operations until 2009. Vicky is currently a Non-executive Director at Great Portland Estates plc where she also chairs the Audit Committee. Vicky has previously been a Non-Executive Director and Chair of the Audit Committees of Equiniti Group plc, Hays plc and De La Rue plc, a Non-Executive Director of Signature Aviation plc, Melrose Industries plc and Entain plc and Senior Independent Director at Equiniti Group plc.

## **ONLINE MEETING GUIDE**

### **ACCESSING THE MEETING VIRTUALLY**

Visit <https://web.lumiagm.com/145308983> on your smartphone, tablet or computer.

You will then be required to enter your:

- Shareholder Reference Number (SRN)
- PIN – (the first two and the last two digits of your SRN)

Your SRN will be printed on the front of your Proxy Form or Voting Instruction Form.

Access will be available one hour prior to the start of the meeting. If you experience any difficulties, please contact Equiniti by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) stating your full name and postcode.

You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. An active internet connection is required at all times to participate in the meeting.

### **HOME PAGE AND BROADCAST**

Once logged in, you will see the home page which contains instructions for using the platform.

At the commencement of the meeting, the live broadcast of the proceedings will be available on the right-hand side of your device.

Click play on the broadcast, ensure that your device is unmuted and the volume is turned up.

### **VOTING**

Once the Chair has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote.

Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received, there is no submit button.

To vote on all resolutions displayed select the “vote all” option at the top of the screen.

To change your vote, reselect your choice. To cancel your vote, select the “cancel” button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure.

### **QUESTIONS**

Written questions can be submitted by selecting the messaging icon from the navigation bar and typing your question into the ‘Ask a question’ box. Click the arrow icon to submit the question.

Copies of questions you have submitted can be viewed by selecting ‘My Messages’.

### **VIRTUAL MICROPHONE**

If you would like to ask your question verbally, press the ‘Request to speak’ button at the bottom of the broadcast window. If you are watching the broadcast in full screen mode, this button is found at the top of the window.

Follow the on-screen instructions to join the queue.

### **DOCUMENTS**

Meeting documentation can be found within the documents tab in the navigation bar.

Documents can be read within the platform or downloaded to your device in pdf format.

### **APPOINTED PROXIES AND CORPORATE REPRESENTATIVES**

If you plan to participate in the meeting as a proxy or corporate representative, please contact our registrar Equiniti by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com). Your unique SRN and PIN, which is required to access the meeting, will be provided once a valid proxy appointment or letter of representation has been received.

To avoid delay accessing the meeting, contact should be made at least 24 hours prior to the meeting date and time.

Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales).

# ASTON MARTIN LAGONDA



[ASTONMARTIN.COM/CORPORATE](https://www.astonmartin.com/corporate)