



**ASTON MARTIN LAGONDA GLOBAL HOLDINGS plc**  
**(the “Company”)**

**DISCLOSURE COMMITTEE TERMS OF REFERENCE**

**Approved and Adopted by the Board of Directors of the Company**  
**On 12 December 2024**

**1. Purpose**

- 1.1 The Company is required to disclose accurately and on a timely basis, all information that is required to be so disclosed to meet the legal and regulatory obligations and requirements arising from its listing on the London Stock Exchange and to comply with its duties under the Market Abuse Regulation (Regulation (EU) 596/2014 as it forms part of the UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“MAR”). The purpose of the Disclosure Committee (the “**Committee**”) is to support the Board of Directors of the Company (the “**Board**”) in overseeing the Company’s compliance with these obligations.
- 1.2 These Terms of Reference set out the authorities and responsibilities delegated to the Committee by the Board.
- 1.3 The Committee was constituted upon the Company’s admission to listing on the London Stock Exchange on 3 October 2018.

**2. Membership**

- 2.1 The Committee shall comprise the following members: Chief Financial Officer, Chief Executive Officer, Head of Investor Relations, Director of Financial Planning and Analysis, Director of Financial Control, General Counsel, Company Secretary and the Director of Internal Audit & Risk Management.
- 2.2 Only members of the Committee have the right to attend Committee meetings, but the Committee may invite others to attend all or part of any meeting, if it thinks it is appropriate or necessary.
- 2.3 The Company’s external auditor attends the meeting to review the preliminary results announcement and the half-year report.

**3. Chair**

The Chief Financial Officer, or in the Chief Financial Officer’s absence, the Chief Executive Officer, shall act as the chair of the Committee.

**4. Secretary of the Committee**

The Company Secretary or their nominee shall act as the Secretary to the Committee and provide all the necessary support to the Committee including the recording of Committee minutes and ensuring that the Committee receives information and papers in a timely manner to enable full and proper consideration of the relevant issues.

**5. Quorum**

- 5.1 The quorum necessary for the transaction of business is two members of the Committee, one of which must be the Chief Financial Officer or the Chief Executive Officer. The Company Secretary or the General Counsel must also be present for the meeting to be quorate.

- 5.2 Where the Chief Financial Officer is not present, at least one other member knowledgeable in financial reporting should attend any meeting convened to review the Company's financial results announcements.

## **6. Meetings**

- 6.1 The Committee shall meet at such times as shall be necessary or appropriate to fulfil its responsibilities. The Committee may hold meetings at a physical place or by means of any electronic facility (or both in respect of the same meeting).
- 6.2 Where it is not possible to hold a meeting in person or by telephone/video conference, or as otherwise deemed appropriate by the Committee chair, decisions of the Committee can be made by email if approved by at least a quorum of members.
- 6.3 Meetings of the Committee are called by the Company Secretary or the Chair and can be called on short or immediate notice.

## **7. Committee's responsibilities**

The Committee shall have the following responsibilities:

- 7.1 Ensure compliance with the requirement to make timely and accurate disclosure of all information that is required to be so disclosed to meet the legal and regulatory obligations and requirements arising under the Financial Conduct Authority's Listing and Disclosure Guidance and Transparency Rules.
- 7.2 Oversee the implementation and operation of appropriate procedures for the verification of the preliminary results announcement, annual report and financial statements, half-year report, Q1 and Q3 results announcements, trading updates, circulars, analyst and investor presentations or other relevant documents which are to be publicly disclosed ('Disclosure Statements').
- 7.3 Review the form and content of Disclosure Statements to ensure that they are true, accurate, not misleading and complete.
- 7.4 Make a recommendation to the Audit & Risk Committee on whether the annual report and financial statements are fair, balanced and understandable.
- 7.5 Approve and authorise on behalf of the Board the timely release of Disclosure Statements to the market.

Nothing in these Terms of Reference will preclude the Board from assuming any of the Committee's duties or responsibilities

## **8. Restricted Disclosure Committee - Inside information**

*For the purposes of these Terms of Reference, "Inside Information" is information which (i) is of a precise nature; (ii) is not generally available; (iii) if made public would be likely to have a significant effect on the price of the Company's shares.*

- 8.1 Any two of the Chief Executive Officer, the Chief Financial Officer, the General Counsel and the Company Secretary (the "Restricted Disclosure Committee") shall be empowered to make decisions regarding the identification, treatment and disclosure of Inside Information on behalf of the Committee. A record of the decision shall be made by the Company Secretary.
- 8.2 The Restricted Disclosure Committee shall:
- monitor, the status of business confidential information (for example, relating to projects or transactions) that could potentially become Inside Information;

- consider and decide whether the existence of Inside Information gives rise to an obligation to make an announcement as soon as possible and, if so, the nature and timing of that announcement or whether the conditions to delay have been met meaning it is permissible to delay the announcement;
- consider the requirement for an announcement in the case of rumours about the Company which might amount to Inside Information or, in the case of a leak of Inside Information, whether a holding statement should be made; and
- take external advice (including from the Company's brokers and external lawyers) where it considers this is appropriate, for example, in relation to establishing whether Inside Information exists, whether the conditions to delay have been (or continue to be) met and the form of any announcement or holding statement.

8.3 When disclosure of Inside Information is delayed, the Company Secretary is required to:

- maintain all Company records;
- maintain Insider Lists of all employees and advisors with access to Inside Information;
- monitor the conditions permitting delay to ensure they continue to be met;
- prepare any notification to the Financial Conduct Authority regarding the delay in disclosure; and
- prepare any explanation to the Financial Conduct Authority of how the conditions for delay were met.

## **9. Reporting procedures**

The Committee shall make available the minutes of the meetings of the Committee to all members of the Board.

## **10. Review**

The Committee shall review these Terms of Reference annually and propose any changes to the Board for its approval