

ASTON MARTIN LAGONDA GLOBAL HOLDINGS PLC

NOTICE OF ANNUAL GENERAL MEETING 2021

Tuesday 25 May 2021 at 9:30am
Banbury Road, Gaydon, Warwick, CV35 0DB

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

2021 ANNUAL GENERAL MEETING

I am pleased to enclose the notice for our third Annual General Meeting (“AGM”), to be held at 9.30 am on Tuesday 25 May 2021 at Banbury Road, Gaydon, Warwick, CV35 0DB.

As set out in detail in our Annual Report, 2020 was an extraordinary year, both globally and for Aston Martin. Despite these challenges, we have made significant progress executing on our plans and positioning the Company for long-term success. We have appointed a world-class leadership team with deep experience, have aggressively and successfully de-stocked our dealer network to rebalance supply to demand, strengthened the financial resilience of the business and taken decisive action on costs. We have also launched, very successfully, the DBX and the Aston Martin Cognizant F1™ branded team. While the world has grappled with the tragic impacts of the COVID-19 pandemic, I have been overwhelmed and give a heartfelt thanks to all of our employees and other colleagues who have risen to the occasion.

Our preference had been to welcome shareholders in person to our 2021 AGM. However, at the time of writing UK Government restrictions remain in place in relation to public gatherings and non-essential travel. We are therefore planning to hold the AGM with the minimum physical attendance required to form a quorum. Shareholders will not be permitted to attend the AGM in person but can be represented at the meeting by the Chair of the AGM acting as their proxy.

We will provide an audio facility for the AGM to allow shareholders to listen to the proceedings remotely and to ask questions. Shareholders can also ask questions ahead of time by sending an email to the Company Secretary at company.secretary@astonmartin.com. Answers to shareholder questions submitted ahead of the meeting will be published on our website prior to the meeting. Further details in relation to these arrangements will be made available on the Group’s website at www.astonmartinlagonda.com prior to the AGM. Please note that during the meeting, shareholders participating through the audio facility will be able to ask questions but will not be able to vote. As such, shareholders are asked to exercise their votes ahead of the meeting by submitting their proxy electronically or by post, as explained below. Shareholders are also encouraged to appoint the Chair of the AGM to vote on their behalf.

Given the constantly evolving nature of the situation the Board will continue to monitor all Coronavirus-related developments and Government guidance. Should circumstances change before the time of the AGM and we consider that it has become possible to enable shareholders to attend within the safety constraints and in accordance with Government guidelines at that time, we will inform shareholders as early as is possible before the date of the AGM via our website and RNS. Shareholders are advised to check our website for updates or to contact our Registrar, Equiniti whose details are on page 10.

This document 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 6 to 8 but I would like to highlight a few matters below.

DIRECTORS

As we announced in January 2021, we have strengthened the membership of the Board with the appointment of new non-executive directors Anne Stevens, Robin Freestone, Richard Parry-Jones, Antony Sheriff and Stephan Unger who have strong automotive and luxury backgrounds to support our future ambitions. With great sadness we announced on 19 April 2021, that Richard Parry-Jones had passed away on 16 April 2021. Peter Espenhahn and Lord Matthew Carrington will step down from the Board at the close of the AGM and I would like to thank them for their significant contributions and support to the Board.

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 3 to 10 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 41 to 43 of the 2020 Annual Report and appear on the Company's website, www.astonmartinlagonda.com.

VOTING AT THE AGM

Given the current restrictions on shareholder attendance at our AGM in person, to ensure that your vote will be counted I encourage all shareholders to vote on the resolutions to be proposed at the AGM by appointing the Chair of the AGM as their proxy, using one of the following ways:

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

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

The deadline for appointing a proxy is 9.30 am on Friday 21 May 2021. 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.

SHAREHOLDER PARTICIPATION

Whilst disappointed we will not be able to welcome our shareholders to attend our AGM in person your engagement is important to us. We invite shareholders to listen to the AGM proceedings remotely and to ask questions through the audio facility. Please note that Shareholders participating through the audio facility will not be able to vote during the meeting and so are encouraged to appoint the Chair of the AGM as their proxy. Shareholders may also submit any questions ahead of the meeting by sending an email to the Company Secretary at company.secretary@astonmartin.com. Answers to shareholder questions submitted ahead of the meeting will be published on our website prior to the meeting. Further details in relation to these arrangements will be made available on our website at www.astonmartinlagonda.com prior to the AGM. We ask that questions be submitted by no later than 9.30 am on Thursday 20 May 2021 and include the shareholder's name and Shareholder Reference Number (as printed on the Proxy Form or available on their online account). We will collate the questions received and will endeavour to publish the answers in advance of the proxy voting deadline at 9.30 am on Friday 21 May 2021.

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 hope that you and your families, friends and colleagues stay safe and healthy, and I would like to take this opportunity to thank you all 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 third Annual General Meeting of the members of Aston Martin Lagonda Global Holdings plc will be held at 9.30 am on Tuesday 25 May 2021 at Banbury Road, Gaydon, Warwick, CV35 0DB, to consider and, if thought fit, to pass the following resolutions:

Resolutions 1 to 14 will be proposed as ordinary resolutions and Resolutions 15, 16, 17 and 18 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 2020 (the "2020 Annual Report").

REMUNERATION REPORT

RESOLUTION 2

To approve the Directors' Remuneration Report for the year ended 31 December 2020, as set out on pages 63 to 78 of the 2020 Annual Report.

DIRECTORS

RESOLUTION 3

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

RESOLUTION 4

To elect Tobias Moers as a Director of the Company.

RESOLUTION 5

To elect Kenneth Gregor as a Director of the Company.

RESOLUTION 6

To elect Robin Freestone as a Director of the Company.

RESOLUTION 7

To elect Antony Sheriff as a Director of the Company.

RESOLUTION 8

To 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 Stephan Unger as a Director of the Company.

AUDITORS

RESOLUTION 11

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 12

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 2021.

POLITICAL DONATIONS

RESOLUTION 13

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 political donations to political parties and/or independent electoral candidates not exceeding £75,000 in total;
- ii. make political 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 2022 (or, if earlier, 24 August 2022). In any event, the aggregate amount of political donations and political expenditure made or incurred under this authority shall not exceed £75,000.

DIRECTORS' AUTHORITY TO ALLOT SHARES

RESOLUTION 14

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 £3,831,000; and
- ii. comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £7,662,000 (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,

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 2022 (or, if earlier, 24 August 2022), 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 15

That, subject to the passing of Resolution 14, 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 14(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 14(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 £574,000, being 4.99% of the Company’s issued share capital as at 16 April 2021 (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 2022 (or, if earlier, 24 August 2022) 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 16

That, subject to the passing of Resolution 14 and in addition to the power granted to them under Resolution 15, 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 14(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 14(i):
 - a. be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £574,000; 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 2022 (or, if earlier, 24 August 2022) 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 17

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 11,490,000, being approximately 10.00% of the Company's issued share capital as at 16 April 2021 (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 purchased; and
 - b. the higher of the price of the last independent trade and the highest current independent purchase bid 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 2022 (or, if earlier, 24 August 2022) (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 18

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

CATHERINE SUKMONOWSKI
COMPANY SECRETARY

21 April 2021

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 2020 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 63 to 78 of the 2020 Annual Report and sets out details of payments made to Directors in the year to 31 December 2020. The Directors must include specific information within the Directors’ Remuneration Report in accordance with applicable regulations and the Directors’ Remuneration Report has been prepared accordingly. The vote on the Directors’ Remuneration Report is advisory in nature. Accordingly, payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that this resolution is not passed.

RESOLUTIONS 3 TO 10 – DIRECTORS

Resolutions 3 to 10 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 page 41 to 43 of the 2020 Annual Report. Biographies also appear on the Company’s website: www.astonmartinlagonda.com.

Additional information is included at page 46 of the 2020 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 11 AND 12 – 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 11 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 12 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 13 – 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 14, 15 AND 16 – AUTHORITIES TO ALLOT SHARES AND DISAPPLY PRE-EMPTION RIGHTS

The first part of Resolution 14 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 £3,831,000 (representing 38,310,000 Ordinary Shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 16 April 2021, being the latest practicable date prior to publication of this Notice.

The second part of Resolution 14 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 £7,662,000 (representing 76,620,000 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 16 April 2021, being the latest practicable date prior to publication of this Notice.

The Directors have no current plans to issue shares other than in connection with employee share schemes and on receipt of notices of the exercise of share warrants. As at 16 April 2021, the Company does not hold any shares in treasury.

Resolution 15 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 £574,000 (representing 5,740,000 Ordinary Shares). This aggregate nominal amount represents approximately 4.99% of the issued ordinary share capital of the Company as at 16 April 2021, 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 Directors note that, in light of the COVID-19 pandemic, the Pre-Emption Group recommended in April 2020 that, on a case-by-case basis, investors should consider supporting share issuances by companies of up to 20% of their issued share capital on a temporary basis where (amongst other things) the share issue is made on a "soft pre-emptive" basis, the impact of the share issue on retail shareholders is considered and company management is involved in the allocation process. The Directors consider that the Company has abided by the principles set out in the Pre-Emption Group's April 2020 statement when carrying out the June 2020 capital raise through a cash box structure which was chosen as it minimised cost, time to completion and use of management time at an important and unprecedented time for the Company. The Company sought input from its major shareholders on the proposed size and structure of the June 2020 capital raise in advance of announcing it to the market. The Company's senior management were involved in the allocation process and the principles of pre-emption were observed in the allocation process. Retail shareholders were also provided with an opportunity to participate in the capital raise

through the separate retail offer made via the PrimaryBid platform. As set out on page 49 of our Annual Report, the Directors consider the June 2020 capital raise to have been in the best interests of the Company and its shareholders. The Company did not issue any shares for cash on a non-pre-emptive basis in the three years preceding the date of the June 2020 capital raise.

The authority granted by Resolution 16 is in addition to the authority granted by Resolution 15. It is limited to the allotment of shares for cash up to an aggregate nominal value of £574,000 (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 16 April 2021, 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 is a standard authority taken by most listed companies each year. The Directors consider that it is in the best interests of the Company and its shareholders generally that they should have the flexibility conferred by the above authorities to make small issues of shares for cash (on a pre-emptive or, where appropriate, a non-pre-emptive basis) as suitable opportunities arise, although they have no present intention of exercising any of these authorities.

If the resolutions are passed, the authorities sought under Resolutions 14, 15 and 16 will expire on the conclusion of the AGM to be held in 2022 (or, if earlier, 24 August 2022).

RESOLUTION 17 – PURCHASE OF OWN SHARES

This resolution seeks shareholder approval for the Company to make market purchases of up to 11,490,000 Ordinary Shares, being approximately 10% of the issued share capital (excluding treasury shares) as at 16 April 2021 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 16 April 2021 (being the latest practicable date prior to the publication of this Notice), was 6,984,915 representing approximately 6.08% of the issued share capital (excluding treasury shares) at that date. If the existing share purchase authority originally given on 2 June 2020 and confirmed on 2 December 2020 (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 7.29% of the issued share capital as at 16 April 2021.

This authority will expire at the conclusion of the AGM to be held in 2022 (or, if earlier, 24 August 2022).

RESOLUTION 18 – 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 2022).

PART IV

EXPLANATORY NOTES

RELATING TO THE NOTICE

OF THE MEETING

ATTENDING AND VOTING

1. The Board takes the wellbeing of the Company's employees and shareholders very seriously. In light of the COVID-19 pandemic, the UK Government has put in place measures which include guidance on social distancing and restrictions on non-essential travel and public gatherings, which affect the manner in which the AGM can be conducted. The Board notes that there is considerable uncertainty around the restrictions that will be in place at the time of the AGM and regrets that to ensure the safety of shareholders, shareholders are not permitted to attend the AGM in person. Any person attempting to attend the AGM in person will be refused admission. In order to comply with relevant requirements, the AGM will be convened with the minimum necessary quorum. This will be facilitated by the Company. Given that shareholders will not be able to attend in person, arrangements will be made to provide an audio facility for the AGM to allow shareholders to listen to the proceedings remotely and to ask questions. Please note that during the AGM, shareholders participating through the audio facility will not be able to vote. Shareholders can also ask questions ahead of the meeting by sending an email to the Company Secretary at company.secretary@astonmartin.com. Answers to shareholder questions submitted ahead of the meeting will be published on our website prior to the meeting as set out in paragraph 4 below. Further details in relation to these arrangements, including any changes following further Government guidance, will be made available on the Group's website at www.astonmartinlagonda.com prior to the AGM.
2. To be entitled to 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 Friday 21 May 2021 (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.
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. As shareholders are not permitted to attend the AGM for their own safety, shareholders will not be able to vote in person and will not be able to vote via the audio facility for the AGM. Accordingly shareholders are strongly encouraged to vote on all resolutions in advance of the AGM by completing the Proxy Form or appointing a proxy electronically if they hold their shares directly, or by submitting an electronic voting instruction using the information supplied in the Voting Instruction Form if they are a participant in the AML Nominee Service. Proxy Forms and Voting Instructions should be lodged as early as possible, and, in any event, by 9.30 am on Friday 21 May 2021 for those holding shares directly or by 9.30 am on Wednesday, 19 May 2021 for participants in the AML Nominee Service. As shareholders are not permitted to attend, shareholders should appoint the Chair of the AGM (and not any named individual as they will not be able to attend the meeting) to act as their proxy, otherwise their votes will be incapable of being cast. As soon as practicable following the AGM, the results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on our website www.astonmartinlagonda.com as soon as possible thereafter.

SHAREHOLDERS' RIGHT TO ASK QUESTIONS

4. In light of the COVID-19 pandemic and the Government's measures, arrangements have been made to provide an audio facility for the AGM to allow shareholders to listen to the proceedings remotely given that they will be unable to attend in person. Please note that during the AGM, shareholders participating through the audio facility will be able to ask questions but will not be able to vote during the meeting. Further details in relation to these arrangements will be made available on our website www.astonmartinlagonda.com prior to the AGM.

5. Shareholders are also invited to submit written questions relating to the business to be conducted at the AGM ahead of the meeting. Shareholders should send their questions to the Company Secretary at company.secretary@astonmartin.com by no later than 9.30 am on Thursday 20 May 2021, stating their name and Shareholder Reference Number (as printed on the Proxy Form or available on their online account). The Company will collate the questions received and will endeavour to provide answers in advance of the proxy voting deadline at 9.30 am on Friday 21 May 2021 on the Company's website at www.astonmartinlagonda.com.
6. The Company will ensure that any question relating to the business being dealt with at the AGM is answered, but in accordance with section 319A of the UK Companies Act 2006, the Company is not required to answer questions if: (i) doing so would interfere unduly with the preparation on the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on the Company's website in the form of an answer to another question; or (iii) if it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

APPOINTMENT OF PROXIES

7. 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. Under normal circumstances, 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. However, given that shareholders are not permitted to attend the AGM, shareholders are strongly encouraged to appoint only the Chair of the AGM as their proxy rather than appointing a named person(s) who will not be permitted to attend the meeting.
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)330 123 0041.
10. Please send completed hard copy proxy forms to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. To lodge a proxy online, please visit www.sharevote.co.uk and follow the instructions provided. To be valid, the Proxy Form or other instrument appointing a proxy must be received by the Company's Registrar, Equiniti, by no later than 9.30am on Friday 21 May 2021.
11. In the case of a member which is a company, a Proxy Form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
12. Any power of attorney or any other authority under which the Proxy Form is signed (or a duly certified copy of such power or authority) must be included with the Proxy Form.
13. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
14. If more than one valid proxy appointment is submitted, the appointment received last before the latest time for the receipt of proxies will take precedence.

APPOINTMENT OF PROXIES THROUGH CREST

15. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

16. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by 9.30 am on Friday 21 May 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
17. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com.
18. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

NOMINATED PERSONS

19. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, pursuant to an agreement between him/her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, pursuant to any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
20. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 7 and 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.
23. Given that current restrictions prohibit attendance at the AGM, corporations should consider appointing the Chair of the AGM as a proxy to ensure that their votes can be cast in accordance with their wishes.

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.

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

ISSUED SHARE CAPITAL AND TOTAL VOTING RIGHTS

25. As at 16 April 2021 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital (excluding treasury shares) consists of 114,933,587 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 16 April 2021 are 114,933,587.

DOCUMENTS AVAILABLE FOR INSPECTION

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

28. Shareholders may at any time choose to receive all shareholder documentation in electronic form via the internet, rather than through the post in paper format. Shareholders who decide to register for this option will receive an email each time a statutory document is published on the internet. Shareholders who wish to receive documentation in electronic form should contact the Company's Registrar, Equiniti, or visit www.shareview.co.uk and register for the electronic communications service. Any electronic address provided either in this Notice or any related documents (including the Proxy Form) may not be used to communicate with the Company for any purposes other than those expressly stated.
29. A copy of this notice, and other information required by s311A of the UK Companies Act 2006, can be found at www.astonmartinlagonda.com.

PART V

ADDITIONAL INFORMATION

DIRECTORS' INTERESTS

In accordance with Listing Rule 9.8.6(1), as at 16 April 2021 (being the latest practicable date prior to the date of this document), the interests of the Directors standing for election or re-election, their immediate families and persons connected with them, in ordinary shares were as follows:

Director	Ordinary Shares
Lawrence Stroll ¹	24,799,964
Tobias Moers	4,315
Kenneth Gregor	0
Michael de Picciotto ^{1,2}	819,285
Robin Freestone	8,841
Richard Parry Jones	0
Antony Sheriff	0
Anne Stevens	0
Stephan Unger	0

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

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 25 February 2021 to 16 April 2021 (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 ¹	% of total voting rights
Lawrence Stroll	24,799,964 ²	21.58%
Yew Tree Overseas Ltd	19,375,559	16.86%
Mercedes-Benz AG	13,615,299	11.85%
Adeem/Primewagon Shareholder Group	8,398,767 ³	7.31%
Invesco Limited	5,215,730	4.54%
Permian Investment Partners, LP	3,454,018	3.01%

1. Where the disclosure was made prior to 14 December 2020 (the effective date of the Share Consolidation), the Company has recalculated the number of shares to reflect the disclosed interest in ordinary shares of £0.10 each.

2. Includes 19,375,559 shares also disclosed by Yew Tree Overseas Ltd.

3. As per the Combined Prospectus and Circular dated 18 November 2020.



L A G O N D A



By Appointment to
His Royal Highness the Prince of Wales
Motor Car Manufacturer and Repairer