

Notice of General Meeting

Aston Martin Lagonda Global Holdings plc
(registered in England and Wales with registered number 11488166)

Notice is hereby given that a General Meeting of the Company will be held at 9.30 a.m. on 4 December 2020 at Banbury Road, Gaydon, Warwick, CV35 0DB to consider and, if thought fit, to pass the following resolutions.

Capitalised terms have the meanings ascribed to them in *Part 16—Definitions and Glossary*.

ORDINARY RESOLUTION

Authority to implement the Strategic Cooperation and allot the Consideration Shares

1. **THAT:**

- (a) the proposed Strategic Cooperation, substantially on the terms and subject to the conditions contained in the Strategic Cooperation Agreement between the Company and MBAG, be and is hereby approved, subject to such amendments, variations or waivers (provided such amendments, variations or waivers are not of a material nature) of the terms and conditions thereof as the Directors, shall, in their absolute discretion, think fit and subject to the foregoing, that the Directors be and are hereby authorised to take all necessary steps and to execute all documents and deeds as they may consider to be necessary, desirable or expedient to conclude, implement and give effect to the Strategic Cooperation or in connection therewith;
- (b) the Directors be generally and unconditionally authorised pursuant to section 551 of the UK Companies Act 2006 to exercise all of the powers of the Company to allot Ordinary Shares in the Company up to a maximum of 458,942,744 Consideration Shares (with an aggregate nominal amount of circa £4,148,698.76), if issued prior to completion of the Capital Reorganisation, or 22,947,138 Consideration Shares (with an aggregate nominal amount of circa £2,294,713.80), if issued following such completion, pursuant to or in connection with the Strategic Cooperation, for a period expiring (unless renewed, varied or revoked by the Company in general meeting) five years from the date on which this resolution is passed; and
- (c) the Directors be generally and unconditionally authorised pursuant to section 551 of the UK Companies Act 2006 to make an offer or agreement in connection with the Strategic Cooperation which would or might require Consideration Shares to be allotted after expiry of this authority and the Directors may allot Consideration Shares in pursuance of that offer or agreement as if this authority had not expired.

ORDINARY RESOLUTION

Authority to allot the Placing Shares

2. **THAT** the Directors be generally and unconditionally authorised pursuant to section 551 of the UK Companies Act 2006 to:
- (a) exercise all of the powers of the Company to allot and issue Ordinary Shares in the Company, up to a maximum of 250,000,000 Existing Ordinary Shares (being an aggregate nominal amount of circa £2,259,921.75) pursuant to or in connection with the Placing, for a period expiring (unless renewed, varied or revoked by the Company in general meeting) at the end of the next AGM of the Company after the date on which this resolution is passed; and
 - (b) make an offer or agreement in connection with the Placing which would or might require Ordinary Shares to be allotted, or rights to subscribe for or convert any security into Ordinary Shares to be granted, after expiry of this authority and the Directors may allot Ordinary Shares and grant rights in pursuance of that offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

Authority to disapply pre-emption rights in connection with the Placing

3. **THAT**, subject to and conditional upon Resolution 2 being passed, the Directors be empowered pursuant to sections 571 of the UK Companies Act 2006 to allot equity securities (as defined in section 560 of the UK Companies Act 2006) of the Company pursuant to the authority conferred by Resolution 2 for cash as if section 561 of the UK Companies Act 2006 did not apply to any such allotment, such power to be limited to the allotment of equity securities pursuant to the authority conferred by Resolution 2 up to an aggregate nominal amount of £2,259,921.75, such power to apply until the conclusion of the next AGM of the Company, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted after the power given by this resolution has expired.

ORDINARY RESOLUTION

Related party transaction

4. **THAT**, subject to and conditional upon Resolutions 2 and 3 being passed, the subscription by Yew Tree of 40,000,000 Ordinary Shares pursuant to the Placing, which constitutes a related party transaction pursuant to the Listing Rules by reason of Yew Tree being a related party because it is a substantial shareholder in the Company (being a party which is entitled to exercise 10 per cent. or more of the Company's votes able to be cast on all or substantially all of the matters at general meetings of the Company), be and is hereby approved.

ORDINARY RESOLUTION

Authority to allot in respect of the Warrants Issue

5. **THAT** the Directors be generally and unconditionally authorised pursuant to section 551 of the UK Companies Act 2006 to:
 - (a) exercise all of the powers of the Company to issue warrants to subscribe for Ordinary Shares in the Company, up to a maximum of 126,647,852 Existing Ordinary Shares if issued prior to completion of the Capital Reorganisation, or 6,332,393 Consolidated Shares, if issued following such completion (being in each case an aggregate nominal amount of circa £1,144,856.94) pursuant to or in connection with the Warrants Issue, for a period expiring (unless renewed, varied or revoked by the Company in general meeting) at the end of the next AGM of the Company after the date on which this resolution is passed; and
 - (b) make an offer or agreement in connection with the Warrants Issue which would or might require Ordinary Shares to be allotted, or rights to subscribe for or convert any security into Ordinary Shares to be granted, after expiry of this authority and the Directors may allot Ordinary Shares and grant rights in pursuance of that offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

Authority to disapply pre-emption rights in connection with the Warrants Issue

6. **THAT**, subject to and conditional upon Resolution 5 being passed, the Directors be empowered pursuant to sections 571 of the UK Companies Act 2006 to allot equity securities (as defined in section 560 of the UK Companies Act 2006) of the Company pursuant to the authority conferred by Resolution 5 for cash as if section 561 of the UK Companies Act 2006 did not apply to any such allotment, such power to be limited to the allotment of equity securities pursuant to the authority conferred by Resolution 5 up to an aggregate nominal amount of £1,144,856.94, such power to apply until the conclusion of the next AGM of the Company, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted after the power given by this resolution has expired.

ORDINARY RESOLUTION

Subdivision and consolidation of shares

7. **THAT**, subject to and conditional on the admission of the Consolidated Shares to listing on the premium listing segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange becoming effective:
- (a) in accordance with section 618 of the UK Companies Act 2006, every Existing Ordinary Share in issue at the Record Time shall be subdivided and re-designated, and then consolidated, as follows:
 - i. each Existing Ordinary Share in the issued share capital of the Company at the Record Time is subdivided and re-designated into one ordinary share of £0.005 (each such share an "Interim Share") and a deferred share of £0.004039687 (each such share a "Deferred Share"), where (A) the rights attaching to the Interim Shares (including voting and dividend rights and rights on a return of capital) will be identical in all respects to those of the Existing Ordinary Shares, and (B) the Deferred Shares will have the following rights and restrictions:
 - 1. On a winding-up or other return of capital, the Deferred Shares shall entitle the holders of the shares to receive an amount equal to their nominal value in priority to any further distributions on the Ordinary Shares once the sum of £1,000,000 has been distributed on each Ordinary Share.
 - 2. The Deferred Shares shall not entitle the holders of such shares to receive any dividend or other distribution (other than pursuant to 1 above) or to receive notice of, or to attend, speak or vote at, any general meeting of the Company.
 - 3. No Deferred Share shall:
 - a. save as provided below, be transferable other than with the prior written consent of the Directors and the Directors shall have the right to refuse to register any transfer undertaken without their prior written consent; or
 - b. entitle its holder to receive a share certificate in respect of such shareholding, save as required by law.
 - 4. The Company shall have an irrevocable authority from each holder of Deferred Shares at any time to do all or any of the following without obtaining the sanction of the holder or holders of the Deferred Shares:
 - a. to appoint any person to execute on behalf of any holder of Deferred Shares a transfer of all or any of those shares and/or an agreement to transfer the same (without making any payment for them) to such person or persons as the Company may determine and to execute any other documents which such person may consider necessary or desirable to effect such transfer, in each case without obtaining the sanction of the holder(s) and without any payment being made in respect of such acquisition;
 - b. to purchase all or any of the shares without obtaining the consent of the holders of those shares in consideration for an amount not exceeding £1.00 in respect of all of the Deferred Shares then being purchased, and:
 - i. for the purposes of any such purchase, to appoint any person to execute an instrument of transfer in respect of such shares to the Company on behalf of any holder of Deferred Shares; and
 - ii. to cancel all or any of the Deferred Shares purchased.
 - 5. The reduction of capital paid up on the Deferred Shares and/or the creation or issue of further shares in the capital of the Company ranking in priority

for payment of a dividend or in respect of capital or which confer on the holders voting rights more favourable than those conferred by the Deferred Shares shall be deemed not to vary or abrogate the rights attaching to the Deferred Shares.

- ii. every 20 Interim Shares shall then immediately be consolidated into one Consolidated Share of £0.10 in accordance with the Consolidation Ratio of 20 to one, where the rights attaching to the Consolidated Shares (including voting and dividend rights and rights on a return of capital) will be identical in all respects to those of the Existing Ordinary Shares,

provided that, where such subdivision, re-designation and consolidation results in any shareholder being entitled to a fraction of a Consolidated Share, such fraction shall, so far as possible, be aggregated with the fractions of a Consolidated Share to which other Shareholders may be entitled;

- (b) the Directors be and are hereby authorised in accordance with the Company's articles of association (Article 46) to deal with such fractions as they shall decide, to sell (or appoint any other person to sell), on behalf of all the relevant shareholders, all the Consolidated Shares representing such fractions at the best price reasonably obtainable to any person, and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant Shareholders entitled thereto (save that any fraction of a penny shall be rounded up or down in accordance with the usual practice of the registrar of the Company and save that the proceeds of any fractional entitlement of less than £5 will be retained by the Company);
- (c) the Directors be and are hereby authorised to determine at their absolute discretion the Record Date and Record Time by reference to which any such consolidation shall take place; and
- (d) any Director (or any person appointed by the Directors) shall be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant shareholders and to do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares.

ORDINARY RESOLUTION

Authority to allot shares

8. **THAT**, subject to and conditional upon Resolution 7 being passed and the Capital Reorganisation completing, the Directors be hereby generally and unconditionally authorised pursuant to section 551 of the UK Companies Act 2006 to allot Ordinary Shares of £0.10 each in the Company and to grant rights to subscribe for or to convert any security into Ordinary Shares of £0.10 each in the Company:

- (a) up to an aggregate nominal amount of £1,010,000.19; and
- (b) comprising equity securities (as defined in the UK Companies Act 2006) up to an aggregate nominal amount of £3,480,000 (including within such limit any shares issued or rights granted under paragraph 8(a) above) in connection with an offer by way of a rights issue to:
 - i. holders of Ordinary Shares of £0.10 each in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. 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 2021 (or, if earlier, 2 September 2021), 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.

SPECIAL RESOLUTION

Authority to disapply pre-emption rights

9. **THAT**, subject to and conditional upon Resolutions 7 and 8 being passed and the Capital Reorganisation completing, the Directors be hereby generally empowered pursuant to sections 570 and 573 of the UK Companies Act 2006 to allot equity securities (within the meaning of the UK Companies Act 2006) for cash under the authority given by Resolution 8 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the UK Companies Act 2006 did not apply to any such allotment or sale, provided that the power shall be limited to:

- (a) 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 8(b), by way of a rights issue only) to:
 - i. holders of Consolidated Shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. 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

- (b) in the case of the authority granted under Resolution 8(a), the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares for cash up to an aggregate nominal amount of £327,228.09, being just under 3.59 per cent. of the Company's issued share capital as the Latest Practicable Date.

Such power shall apply until the conclusion of the AGM to be held in 2021 (or, if earlier, 2 September 2021) 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.

SPECIAL RESOLUTION

Additional authority to disapply pre-emption rights

10. **THAT**, subject to and conditional upon Resolutions 7 and 8 being passed and the Capital Reorganisation, and in addition to the power granted to them under Resolution 9, the Directors be hereby generally empowered pursuant to sections 570 and 573 of the UK Companies Act 2006 to allot equity securities (within the meaning of the UK Companies Act 2006) for cash, pursuant to the authority conferred by Resolution 8(a) as if section 561 of the UK Companies Act 2006 did not apply to the allotment, provided that the power shall:

- (a) be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £379,999.88; 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 PEG Principles; and

- (c) apply until the conclusion of the AGM to be held in 2021 (or, if earlier, 2 September 2021) 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.

SPECIAL RESOLUTION

Authority to purchase own shares

11. **THAT**, subject to and conditional upon Resolution 7 being passed and the Capital Reorganisation completing, the Company be hereby generally and unconditionally authorised pursuant to section 701 of the UK Companies Act 2006 to make market purchases (as defined in section 693(4) of the UK Companies Act 2006) of Ordinary Shares of £0.10 each provided that:
- (a) the maximum number of Ordinary Shares which may be purchased is 7,600,000.00, being approximately 8.33 per cent. of the Company's issued share capital as at the Latest Practicable Date;
 - (b) the minimum price (excluding stamp duty and expenses) which may be paid for each such share is £0.10;
 - (c) the maximum price (excluding stamp duty and expenses) which may be paid for each such share is the higher of:
 - i. an amount equal to 5 per cent. above the average of the middle market quotations for a 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
 - ii. 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
 - (d) the authority hereby conferred shall apply until the conclusion of the Company's AGM to be held in 2021 (or, if earlier, 2 September 2021) (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.

By Order of the Board

Catherine Sukmonowski
Company Secretary

18 November 2020
Aston Martin Lagonda Global Holdings plc
Registered office:
Banbury Road
Gaydon
Warwick
CV35 0DB
United Kingdom

Registered in England and Wales
Registered Number: 11488166

Explanatory Notes Relating to the Notice of the General Meeting

ATTENDING AND VOTING

1. In light of the COVID-19 outbreak, the Board takes the wellbeing of the Company's employees and Shareholders very seriously. The Government has introduced measures to deal with the coronavirus crisis which include guidance on social distancing and restrictions on non-essential travel and public gatherings, which affect the manner in which the General Meeting can be conducted. The Board regrets that to ensure the safety of Shareholders, Shareholders are not permitted to attend the General Meeting in person. Any person attempting to attend the General Meeting in person will be refused admission. In order to comply with relevant requirements, the General Meeting will be convened with the minimum necessary quorum. This will be facilitated by the Company. Arrangements are expected to be made to provide a listen-only audio facility for the General Meeting to allow Shareholders to listen to the proceedings remotely given that they will be unable to attend in person. Please note that during the General Meeting, Shareholders participating through the audio facility will not be able to ask questions or vote. Further details in relation to these arrangements will be made available on the Group's website at www.astonmartinlagonda.com prior to the General Meeting.
2. To be entitled to vote at the General Meeting (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 p.m. on 2 December 2020 (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 vote at the General Meeting.
3. In accordance with LR 11.1.7 of the Listing Rules, neither Yew Tree nor any of its associates (as defined in the Listing Rules) will be entitled to vote on Resolution 4.
4. All resolutions at the General Meeting 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 Ordinary Shares held and all votes tendered are taken into account. As Shareholders are not permitted to attend the General Meeting for their own safety, Shareholders will not be able to vote in person and Shareholders are strongly encouraged to vote on all Resolutions in advance of the General Meeting by completing the Form of Proxy 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, in each case as early as possible, and, in any event, in advance of the General Meeting. As Shareholders are not permitted to attend, Shareholders should appoint the Chair of the General Meeting (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 General Meeting, the results of the voting at the General Meeting will be announced through a Regulatory Information Service and will appear on our [website www.astonmartinlagonda.com](http://www.astonmartinlagonda.com) as soon as possible thereafter.

SHAREHOLDERS' RIGHT TO ASK QUESTIONS

5. In light of the COVID-19 outbreak and the Government's measures, arrangements have been made to provide a listen-only audio facility for the General Meeting to allow Shareholders to listen to the proceedings remotely given that they will be unable to attend in person. Please note that during the General Meeting, Shareholders participating through the audio facility will not be able to ask questions or vote. Further details in relation to these arrangements will be made available on our website www.astonmartinlagonda.com prior to the General Meeting.

6. The Company has set up a dedicated electronic mailbox for Shareholders to ask written questions of the Board relating to the business to be conducted at the General Meeting. Shareholders should send their questions to company.secretary@astonmartin.com by no later than 9.30 a.m. on 1 December 2020, stating their name and Shareholder Reference Number (as printed on the Form of Proxy). The Company will collate the questions received and will endeavour to provide answers in advance of the proxy voting deadline at 9.30 a.m. on 2 December 2020 on the Company's website at www.astonmartinlagonda.com. The Company will ensure that any question relating to the business being dealt with at the General Meeting 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 General Meeting 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 General Meeting that 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 vote on their behalf at the General Meeting.
8. Under normal circumstances, a Shareholder may appoint more than one proxy in relation to the General Meeting 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 General Meeting, Shareholders are encouraged to appoint only the Chair of the General Meeting as their proxy rather than appointing a named person(s) who will not be permitted to attend the meeting.
9. When appointed as proxy, the Chair of the General Meeting 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 General Meeting) may vote as he 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 Form or Proxy 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

10. 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 123 0041. Lines are open 9.00am to 5.00pm, Monday to Friday (excluding public holidays in England and Wales). The Equiniti overseas helpline number is +44 (0)330 123 0041.
11. Please send the completed proxy form to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. To lodge a proxy online, please visit www.sharevote.co.uk and follow the instructions provided. To be valid, the Proxy Form or other instrument appointing a proxy must be received by the Company's Registrar, Equiniti, by no later than 9.30 a.m. on 2 December 2020.
12. 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.
13. 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.
14. 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).

15. 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

16. 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.
17. 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 a.m. on 2 December 2020. 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.
18. 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.

19. 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

20. Any person to whom this Notice is sent who is a person nominated under section 146 of the UK Companies Act 2006 to enjoy information rights (a **Nominated Person**) may, pursuant to an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. 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 7 and 8 on the previous page 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 UK Companies Act 2006, 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 UK Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to:
 - i. the audit of the Company's accounts (including the Auditors' report and the conduct of the audit) that are to be laid before the General Meeting; or
 - ii. any circumstance connected with the Auditors ceasing to hold office since the previous meeting at which annual reports and accounts were laid in accordance with section 437 of the UK Companies Act 2006.

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 UK Companies Act 2006. Where the Company is required to place a statement on a website pursuant to section 527 of the UK Companies Act 2006, 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 General Meeting for the relevant financial year includes any statement that the Company has been required pursuant to section 527 of the UK Companies Act 2006 to publish on a website.

ISSUED SHARE CAPITAL AND TOTAL VOTING RIGHTS

25. As at the Latest Practicable Date, the Company's issued share capital (excluding treasury shares) consists of 1,824,014,450 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at the Latest Practicable Date are 1,824,014,450.

ELECTRONIC COMMUNICATION

26. 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.
27. A copy of this notice, and other information required by s311A of the UK Companies Act 2006, can be found at www.astonmartinlagonda.com.