

ASTON MARTIN LAGONDA GLOBAL HOLDINGS PLC

NOTICE OF ANNUAL GENERAL MEETING 2020

Wednesday 3 June 2020 at 10.00 am
14 Soho Square, Soho, London W1D 3QG

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 CHAIR



LAWRENCE STROLL
EXECUTIVE CHAIR

Dear Shareholder

ANNUAL GENERAL MEETING

The Company's 2020 Annual General Meeting ('AGM') is my first as Executive Chair.

Aston Martin Lagonda's ambition and vision to be the great British car company that creates the most beautiful and accomplished automotive art in the world remains as strong as ever. However, the past two years have proven to be a turbulent time for the Company with disappointing performance and external headwinds and now with the coronavirus pandemic we face an unprecedented set of additional challenges.

The successful completion of our rights issue raising (together with the recent share placing) a total of £536m, marks an important first step in providing the Company with the necessary stability to pave the way forward to a stronger future, to reset the business and to deliver on our long-term potential. With this new funding, the Company is in a stronger financial position and has sufficient liquidity to get through this current uncertainty and of course this will be kept under review.

I, along with my consortium colleagues who have invested in the Company, believe passionately in the future of Aston Martin Lagonda – as most clearly demonstrated by our investment of £262m. Whilst the immediate outlook looks challenging and uncertain, I believe that with our new launches, firstly DBX this year and then the start of our mid-engined range with Valhalla and supported by a stronger relationship with F1™ with our own works team next season, we will be better able to operate as a world-class luxury car brand.

I have spent the past few weeks getting to know the business and meeting new colleagues and have been impressed with their passion, dedication and craftsmanship in making our beautiful cars. I am also impressed by and hugely appreciative of the significant efforts being made by everyone at Aston Martin Lagonda to support the business as we manage this uncertain time, including our proud contribution to supporting the NHS through the development and manufacture of much needed personal protective equipment (PPE).

I am delighted to be here and am looking forward to working with the management team to implement our revised plans.

The present coronavirus pandemic presents challenges as we publish this Notice of our AGM today. The UK Government 'Stay at Home Measures' will clearly impact the ability of our shareholders to attend our AGM and so, of necessity, our AGM will follow a different format this year. In normal circumstances the Board values greatly the opportunity to meet shareholders in person, and I was looking forward to the opportunity to do that as incoming Executive Chair. However, the Board supports fully the Government measures which prohibit public gatherings of more than two people and so we are required to inform shareholders that they are not permitted to attend the AGM in person and any shareholders seeking to attend will be refused entry. I note that this aligns with the best practice approach being followed by other companies.

Consequently, our AGM will be purely functional in format in compliance with our Articles of Association, and all valid proxy votes will be included in the poll to be taken at the meeting. As shareholders are not permitted to attend this year's AGM, shareholders are asked to exercise their votes by submitting their proxy electronically or by post, as explained below. They are also encouraged to appoint the chair of the meeting (who will be a Director who is able to attend the AGM) to vote on their behalf.

In addition, should a shareholder have a question that they would have raised at the meeting, we ask that they send it by email to company.secretary@astonmartin.com. Answers to questions will be published on our website www.astonmartinlagonda.com/investors/shareholder-information following the AGM. Your engagement is important to us.

Given the rapidly evolving nature of events, the Board will continue closely to monitor all Coronavirus-related developments and Government guidance. If any further changes to our AGM arrangements are required as a result, we will update shareholders on our website above. 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 7 to 9 but I would like to highlight a few matters below.

DIRECTORATE CHANGES

EXECUTIVE CHAIR

As originally announced on 31 January 2020, I joined the Board as Executive Chair with effect from 20 April 2020 and Penny Hughes stepped down as a Director and Chair. I will be standing for election at the AGM. I would like to take this opportunity to thank Penny for her significant efforts in leading the Board particularly during recent months and through our recent capital raise.

SHAREHOLDER GROUPS – REPRESENTATION

As at the date of this Notice of AGM, the Company has three Significant Shareholder Groups:

- the Yew Tree Consortium;
- the Prestige/SEIG Shareholder Group; and
- the Adeem/Primewagon Shareholder Group.

Under the terms of the Relationship Agreements between the Company and each of the above Significant Shareholder Groups, each of the Significant Shareholder Groups currently has the right to appoint two Directors to the Board.

Michael de Picciotto and I are proposed for election as directors representing the Yew Tree Consortium.

Amr Ali Abdallah AbouelSeoud and Mahmoud Samy Mohamed Aly El Sayed are proposed for re-election as directors representing the Adeem/Primewagon Shareholder Group.

As we announced on 20 April 2020 Dante Razzano, a director representing the Prestige/SEIG Shareholder Group, has stepped down from the Board. This means that there are currently two vacancies in respect of directors representing the Prestige/SEIG Shareholder Group and it is expected that these will be filled in due course.

My biography and that of Michael de Picciotto are set out in Part V below. The biographies of our other current Directors can be found on pages 72 to 74 in our 2019 Annual Report.

EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr Andy Palmer, President and Group Chief Executive Officer, Lord Matthew Carrington, Independent Non-Executive Director and Peter Espenhahn, Independent Non-Executive Director will also be proposed for re-election at the AGM.

As originally announced on 27 February 2020, and subsequently confirmed on 8 April 2020, Mark Wilson will be stepping down as Chief Financial Officer and as an Executive Director by no later than 30 April 2020. The Nomination Committee has initiated a process to appoint a CFO and a further update will be provided in due course. As announced on 8 April 2020, Vikram Bhatia has been appointed as Interim CFO and will continue in this role until this search process has been completed. As an interim appointment Vikram will not be joining the Board.

In addition, and as also announced on 27 February 2020, Richard Solomons, Imelda Walsh and Tensie Whelan have advised that they will not seek re-election at the AGM and will cease to be directors at the conclusion of the AGM.

I would like to thank Mark, Richard, Imelda, Tensie and Dante for their important contribution to the work of the Board, particularly through the recent difficult period for the Company.

As a result of these directorate changes, the composition of the Board following the AGM will not be compliant with the provisions of the UK Corporate Governance Code.

The Board is committed to applying significant focus and effort to Board composition in the coming months. The Nomination Committee has commenced a process to recruit additional independent non-executive directors and we will confirm the post-AGM composition of the Board committees, including the relevant chairs, and name the senior independent director and additional directors, in due course.

VOTING AT THE AGM

As mentioned, I encourage all shareholders to vote on the resolutions to be proposed at the AGM by proxy, which you will be able to do in 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 he or she has 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.

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.

During these difficult times 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 the Company.

Yours sincerely

LAWRENCE STROLL
EXECUTIVE CHAIR

28 April 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

PART II

NOTICE OF GENERAL MEETING

Notice is hereby given that the second Annual General Meeting of the members of Aston Martin Lagonda Global Holdings plc will be held on Wednesday 3 June 2020 at 10:00 am at our offices at 14 Soho Square, Soho, London W1D 3QG, to consider and, if thought fit, to pass the following resolutions:

Resolutions 1 to 13 will be proposed as ordinary resolutions and Resolutions 14, 15, 16 and 17 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 2019 (the "2019 Annual Report").

REMUNERATION REPORT

RESOLUTION 2

To approve the Directors' Remuneration Report for the year ended 31 December 2019, as set out on pages 96 to 107 of the 2019 Annual Report.

DIRECTORS

RESOLUTION 3 – To elect Lawrence Stroll as a Director of the Company.

RESOLUTION 4 – To re-elect Dr. Andy Palmer as a Director of the Company.

RESOLUTION 5 – To re-elect Lord Matthew Carrington as a Director of the Company.

RESOLUTION 6 – To re-elect Peter Espenhahn as a Director of the Company.

RESOLUTION 7 – To elect Michael de Picciotto as a Director of the Company.

RESOLUTION 8 – To re-elect Amr Ali Abdallah AbouelSeoud as a Director of the Company.

RESOLUTION 9 – To re-elect Mahmoud Samy Mohamed Aly El Sayed as a Director of the Company.

AUDITORS

RESOLUTION 10

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 11

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 2020.

POLITICAL DONATIONS

RESOLUTION 12

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 2021 (or, if earlier, 2 September 2021). 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 13

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 £4,574,082; and
- ii. comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £9,039,687 (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 £0.00904 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 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.

DIRECTORS' AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

RESOLUTION 14

That, subject to the passing of Resolution 13, 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 13(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 13(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 £687,016, being just under 5% of the Company's issued share capital as at 21 April 2020 (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 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.

ADDITIONAL DIRECTORS' AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

RESOLUTION 15

That, subject to the passing of Resolution 13, and in addition to the power granted to them under 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, pursuant to the authority conferred by Resolution 13 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 13(i):
 - a. be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £687,016; 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 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.

AUTHORITY TO PURCHASE OWN SHARES

RESOLUTION 16

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 152,000,000, being approximately 10% of the Company's issued share capital as at 21 April 2020 (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 £0.009039687;
- 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 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.

NOTICE OF GENERAL MEETINGS

RESOLUTION 17

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

28 April 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

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 2019 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 96 to 107 of the 2019 Annual Report and sets out details of payments made to Directors in the year to 31 December 2019. 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 9 – DIRECTORS

Resolutions 3 to 9 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 are set out on page 13 of this document. Biographies also appear on the Company’s website: www.astonmartinlagonda.com.

Additional information is included at page 78 of the 2019 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 10 AND 11 – 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 10 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 11 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 (“CMA”) Audit Order.

RESOLUTION 12 – 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 13, 14 AND 15 – AUTHORITIES TO ALLOT SHARES AND DISAPPLY PRE-EMPTION RIGHTS

The first part of Resolution 13 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 £4,574,082 (representing approximately 506,000,000 Ordinary Shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 21 April 2020, being the latest practicable date prior to publication of this Notice.

The second part of Resolution 13 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 £9,039,687 (representing approximately 1,000,000,000 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 21 April 2020, 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. As at 21 April 2020, the Company does not hold any shares in treasury.

Resolution 14 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 £687,016 (representing approximately 76,000,000 Ordinary Shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 21 April 2020, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the PEG Principles regarding cumulative usage of pre-emption disapplication authorities within a rolling three-year period where the PEG Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the Company should not take place without prior consultation with shareholders.

The authority granted by Resolution 15 is in addition to the authority granted by Resolution 14. It is limited to the allotment of shares for cash up to an aggregate nominal value of £687,016 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately a further 5% of the issued ordinary share capital of the Company as at 21 April 2020, 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 13, 14 and 15 will expire on the conclusion of the AGM to be held in 2021 (or, if earlier, 2 September 2021).

RESOLUTION 16 – PURCHASE OF OWN SHARES

This resolution seeks shareholder approval for the Company to make market purchases of up to 152,000,000 Ordinary Shares, being approximately 10% of the issued share capital (excluding treasury shares) as at 21 April 2020 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 awards and options to subscribe for Ordinary Shares outstanding as at 21 April 2020 (being the latest practicable date prior to the publication of this Notice), was 707,210 representing approximately 0.047% of the issued share capital (excluding treasury shares) at that date. If the existing share purchase authority given on 25 June 2019 (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 awards and options would represent approximately 0.053% of the issued share capital as at 21 April 2020.

No warrants over Ordinary Shares in the capital of the Company are in existence as at 21 April 2020, being the latest practicable date prior to the publication of this Notice.

This authority will expire at the conclusion of the AGM to be held in 2021 (or, if earlier, 2 September 2021).

RESOLUTION 17 – 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, 2 September 2021).

PART IV EXPLANATORY NOTES RELATING TO THE NOTICE OF THE MEETING

ATTENDING AND VOTING

1. 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 Monday 1 June 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 attend, speak and vote at the AGM.
2. In light of the recent COVID-19 (Coronavirus) pandemic, and as explained in more detail in the Chair's letter in Part I of this Notice, shareholders may not attend the AGM in person and should submit their votes by proxy. Unless notified otherwise after the publication of this Notice, any shareholders attempting to attend the AGM in person will be denied entry, as part of the security arrangements being put in place by the Company to comply with the Stay at Home measures introduced by the UK Government. Should a shareholder have a question that they would have raised at the meeting, we ask that they send it by email to company.secretary@astonmartin.com. Answers will be published on our website following 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.
4. Subject to note 2 above, any shareholder attending the AGM has the right to ask questions. The Chair will ensure that any question relating to the business being dealt with at the AGM receives a response, but in accordance with section 319A of the Act, no response need be given if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on the Company's website, www.astonmartinlagonda.com, in the form of an answer to a question; or (iii) the Chair determines that it is undesirable in the interests of the Company or the good order of the AGM that the question be answered. The Chair may determine the order in which questions raised by shareholders are taken, having due regard for shareholders present at the AGM.

APPOINTMENT OF PROXIES

5. Any shareholder of the Company is entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. In light of note 2 above, and as explained in more detail in the Chair's letter in Part I of this Notice, all shareholders are strongly encouraged to appoint the Chair of the AGM as proxy to vote on their behalf.
6. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A Proxy Form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a Proxy Form and believe that you should have one, or if you require additional forms, please contact Equiniti on 0333 207 5973. Lines are open 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales). The Equiniti overseas helpline number is +44 (0)121 415 0920.
7. 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 10.00am on Monday, 1 June 2020.

COMPLETION OF A PROXY FORM

8. 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.
9. 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.
10. Unless voting instructions are indicated on the Proxy Form, a proxy may vote or withhold his 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 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.

11. 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).
12. 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

13. 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.
14. 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 10.00 am on Monday, 1 June 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.
15. 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.

16. 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

17. 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/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.
18. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 5 and 6 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
19. 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

20. 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

21. 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.

Under sections 338 and 338A of the Act, members meeting the threshold requirements in those sections have the right to require the company:

- to give to members of the company entitled to receive notice of the AGM notice of a resolution which may properly be moved and is intended to be moved at that meeting; and/or
- to include in the business to be dealt with at that meeting any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless:

- (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise);
- it is defamatory of any person; or
- it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must have been received by the Company no later than 18 April 2020, being the date six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

ISSUED SHARE CAPITAL AND TOTAL VOTING RIGHTS

22. As at 21 April 2020 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital (excluding treasury shares) consists of 1,520,014,450 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 21 April 2020 are 1,520,014,450.

DOCUMENTS AVAILABLE FOR INSPECTION

23. 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.

ELECTRONIC COMMUNICATION

24. 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.

PART V

ADDITIONAL INFORMATION, DIRECTOR BIOGRAPHIES

MR. LAWRENCE STROLL, EXECUTIVE CHAIR

Mr. Stroll began his career over 30 years ago when his family acquired the Pierre Cardin children's wear licence for Canada. Shortly thereafter, he acquired the licence for Polo Ralph Lauren children's wear in Canada. Almost immediately following he launched Polo Ralph Lauren men's, women's and children's apparel throughout Europe under the company Poloco S.A.

In 1989, Mr. Stroll and Mr. Chou formed Sportswear Holdings Limited to acquire Tommy Hilfiger Corporation, where Mr. Stroll served on the board of directors from 1992 to 2002 and was the company's Co-Chairman from 1998 to 2002. Sportswear Holdings also acquired Pepe Jeans London Corporation in 1991, of which Mr. Stroll was Group Chief Executive Officer from 1993 through 1998. Mr. Stroll also served as the Co-Chairman of Hackett Ltd., a major men's clothing retailer and a subsidiary of Pepe, from 2007 until 2012.

In 2003, Sportswear Holdings acquired a majority interest in Michael Kors Holdings Limited, where Mr. Stroll served as Co-Chairman from 2003 to 2011, when Mr. Stroll and Mr. Chou led Michael Kors' successful IPO and continued as a director until 2014.

Mr. Stroll has diversified into different asset classes, including the luxury automotive and motorsport sectors in which he has, for many years, been an active investor historically including the Ferrari dealership in Quebec and the Circuit Mont-Tremblant racing circuit in Quebec, Canada. In 2018, Mr. Stroll led a consortium to acquire the F1™ team currently known as BWT Racing Point F1™ team, of which Mr. Stroll is Chairman.

MR. MICHAEL DE PICCIOTTO, NON-EXECUTIVE DIRECTOR

Mr de Picciotto is Vice-Chairman of the Supervisory Board of Engel & Völkers AG, a Hamburg-based real estate group founded in 1977, a position he has held since March 2016, having been an important shareholder in the firm since 2014.

Mr de Picciotto started his career at RBC Dominion Securities, a global investment bank, in 1982 where he held several finance, treasury and investment roles in Paris and London and was co-head of the Capital Markets department from 1986 to 1988.

Mr de Picciotto then joined Union Bancaire Privée (UBP), a family owned Swiss private bank in London and Geneva where he worked for 27 years until 2015. During that time, he held several senior leadership positions including being responsible for UBP's global financial activities as well as treasury and trading and its London operations from 1990. He also served as a long-standing member of the Executive Board of Union Bancaire Privée and remains a shareholder in the bank. Mr de Picciotto studied at the Ecole des Hautes Etudes Commerciales at the University of Lausanne.



L A G O N D A



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