



A05

06/06/2020

#143

COMPANIES HOUSE

## PUBLIC COMPANY LIMITED BY SHARES

### RESOLUTIONS of

### ASTON MARTIN LAGONDA GLOBAL HOLDINGS PLC (the "Company")

#### Resolutions passed on 3 June 2020

At the Annual General Meeting of the Company duly convened and held at 14 Soho Square, London W1D 3QG on 3 June 2020 at 10.00 a.m., the following resolutions were duly passed resolution 13 as an ordinary resolution and resolutions 14, 15, 16 and 17 as special resolutions, as set out in the Notice of Annual General Meeting 2020 dated 28 April 2020:

#### ORDINARY RESOLUTION

##### Resolution 13 – Directors' authority to allot shares

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.

#### SPECIAL RESOLUTIONS

##### Resolution 14 – Directors' authority to disapply pre-emption rights

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.

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.

#### **Resolution 15 – Additional Directors' authority to disapply pre-emption rights**

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
  - (a) 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

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.

#### **Resolution 16 – Authority to purchase own shares**

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:

- ii. 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;
- iii. the minimum price (excluding stamp duty and expenses) which may be paid for each such share is £0.009039687;
- iv. the maximum price (excluding stamp duty and expenses) which may be paid for each such share is the higher of:
  - (b) 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
  - (c) 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

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.

**Resolution 17 – Notice of General Meetings**

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



**Catherine Sukmonowski**  
Company Secretary

Banbury Road  
Gaydon  
Warwick  
United Kingdom  
CV35 0DB