

ARTICLES OF ASSOCIATION

of

ASTON MARTIN LAGONDA GLOBAL HOLDINGS PLC

public limited company

(Articles adopted on [~~8-October-2018~~] [2023](#))

1. Exclusion of Model Articles

The articles prescribed in any legislation relating to companies do not apply as the articles of the company.

2. Definitions

(A) The following table gives the meaning of certain words and expressions as they are used in these articles. However, the meaning given in the table does not apply if it is not consistent with the context in which a word or expression appears. At the end of these articles there is a Glossary which explains various words and expressions which appear in the text. The Glossary also explains some of the words and expressions used in the memorandum. The Glossary is not part of the memorandum or articles and does not affect their meaning.

“address”	includes a number or address used for sending or receiving documents or information by electronic means;
“amount” (of a share)	this refers to the nominal amount of the share;
“these articles”	means these articles of association, including any changes made to them, and the expression “this article” refers to a particular article in these articles of association;
“auditors”	means the auditor of the company and, where two or more people are appointed to act jointly, any one of them;
“Bank of England base rate”	means the base lending rate most recently set by the Monetary Policy Committee of the Bank of England in connection with its responsibilities under Part 2 of the Bank of England Act 1998;

“certificated share”	means a share which is not a CREST share and is normally held in certificated form;
“chair”	means the chair of the board of directors;
“clear days”	in relation to the period of a notice means that period excluding the day when the notice is served or deemed to be served and the day for which it is given or on which it is to take effect;
“CREST”	means the electronic settlement system for securities traded on a recognised investment exchange and owned by Euroclear UK & Ireland Limited, or any similar system;
“CREST share”	means a share which is noted on the shareholders’ register as being held through CREST in uncertificated form;
“directors”	means the executive and non-executive directors of the company who make up its board of directors (and “director” means any one of them) or, where applicable, the directors present at a meeting of the directors at which a quorum is present;
“electronic facility”	includes (without limitation) website addresses and conference call systems and any device, system, procedure, method or other facility providing an electronic means of attendance at or participation in (or both attendance and participation in) a general meeting decided by the directors under these articles;

<u>“electronic general meeting”</u>	<u>means a general meeting hosted on an electronic facility, whether that general meeting is physically hosted at a specific location simultaneously or not;</u>
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“holder”	in relation to any shares means the person whose name is entered in the register as the holder of those shares;
“legislation”	means every statute (and any orders, regulations or other subordinate legislation made under it) applying to the company;
“the office”	means the company’s registered office;

“ordinary shareholder”	means a holder of ordinary shares;
“ordinary shares”	means the company’s ordinary shares;
“paid up”	means paid up or treated (credited) as paid up;
“pay”	includes any kind of reward or payment for services;
<u>“present”</u>	<u>means, for the purposes of general meetings, present physically and/or through an electronic facility;</u>
“register”	means the company’s register of shareholders and, at any time when the company has shares in issue which are CREST shares, means the Operator register of members (maintained by CREST) and the issuer register of members (maintained by the company);
“seal”	means any common or official seal that the company may be permitted to have under the legislation;
“secretary”	means the secretary, or (if there are joint secretaries) any one of the joint secretaries, of the company and includes an assistant or deputy secretary and any person appointed by the directors to perform any of the duties of the secretary;
“shareholder”	means a holder of the company’s shares;
“uncertificated securities rules”	means any provision in the legislation which relates to CREST shares or to the transfer of CREST shares or how the ownership of CREST shares is evidenced; and
“United Kingdom”	means Great Britain and Northern Ireland.

- (B) References in these articles to a document being “signed” or to “signature” include references to its being executed under hand or under seal or by any other method and, in the case of a communication in electronic form, such references are to its being authenticated as specified by the legislation.
- (C) References in these articles to “writing” and to any form of “written” communication include references to any method of representing or reproducing

words in a legible and non-transitory form whether sent or supplied in electronic form or otherwise.

- (D) Any words or expressions defined in the legislation in force when these articles or any part of these articles are adopted will (if not inconsistent with the subject or context in which they appear) have the same meaning in these articles or that part save the word “company” includes any body corporate.
- (E) References to a meeting:
- (i) means a meeting convened and held in any manner permitted by these articles, including a general meeting at which some (~~but not all~~) or, in the case of electronic general meetings, all of those entitled to be present attend and participate by means of an electronic facility and/or who attend and participate at a satellite meeting, and such persons shall be deemed to be present at that meeting for all purposes of the legislation and these articles and “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” shall be construed accordingly; and
 - (ii) will not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.
- (F) Headings in these articles are only included for convenience. They do not affect the meaning of these articles.
- (G) Where these articles refer to a person who is entitled to a share by law, this means a person who has been noted in the register as being entitled to a share as a result of the death or bankruptcy of a shareholder or some other event which gives rise to the transmission of the share by operation of law.

3. Limited Liability

The liability of the company's members is limited to any unpaid amount on the shares in the company held by them.

4. Change of Name

The company may change its name by resolution of the directors.

5. Rights Attached to Shares

The company can issue shares with any rights or restrictions attached to them as long as this is not restricted by any rights attached to existing shares. These rights or restrictions can be decided either by an ordinary resolution passed by the shareholders or by the directors as long as there is no conflict with any resolution passed by the shareholders. These rights and restrictions will apply to the relevant shares as if they were set out in these articles.

45. Sub-division

Any resolution authorising the company to sub-divide any of its shares can provide that, as between the holders of the divided shares, different rights (including deferred rights) and restrictions of a kind which the company can apply to new shares can apply to different divided shares.

46. Fractions

If any shares are consolidated, consolidated and then divided or divided, the directors have power to deal with any fractions of shares which result. For example, they can decide that fractions are aggregated and sold or deal with fractions in some other way. The directors can arrange for any shares representing fractions to be entered in the register as certificated shares if they consider that this makes it easier to sell them. The directors can sell those shares to anyone, including the company, and can authorise any person to transfer or deliver the shares to the buyer or in accordance with the buyer's instructions. The buyer does not have to take any steps to see how any money he is paying is used and his ownership will not be affected if the sale is irregular or invalid in any way.

47. Convening General Meetings

(A) The directors shall determine whether a general meeting is to be held as a physical general meeting and/or an electronic general meeting. The board may call general meetings whenever and at such times and places, including on electronic facilities, as it shall determine.

(B) The directors shall specify in the notice calling the general meeting whether the meeting will be physical and/or electronic. Such notice shall also specify the time, date and place (including without limitation any satellite meeting place arranged for the purposes of article 50, which shall be identified as such in the notice) and/or electronic facilities (which electronic facilities may vary from time to time and from meeting to meeting as the directors, in their sole discretion, see fit) of the general meeting and the general nature of the business to be dealt with.

48. ~~47.~~ Participation in General Meetings

- (A) The directors can make whatever arrangements they think fit to allow those entitled to do so to attend and participate in any general meeting.
- (B) Unless the notice of meeting says otherwise or the chair of the meeting decides otherwise, a general meeting will be treated as taking place where the chair of the meeting is at the time of the meeting.
- (C) Two or more persons who may not be in the same place as each other attend and participate in a general meeting if they are able to exercise their rights to speak and vote at that meeting. A person is able to exercise the right to speak at a general meeting if that person can communicate to all those attending the meeting while the meeting is taking place. A person is able to exercise the right to vote at a general meeting if that

person can vote on resolutions put to the meeting (or, in relation to a poll, can vote within the required time frame) and that person's vote can be taken into account in deciding whether or not such resolutions are passed at the same time as the votes of others attending the meeting.

- (D) When deciding whether a person is attending or participating in a meeting other than at a physical place, it is immaterial where that person is or how that person is able to communicate with others who are attending and participating.
- (E) Where shareholders can participate at a general meeting by means of an electronic facility, any document required to be on display or available for inspection will be made available for the required period in electronic form to those persons entitled to inspect it and this will satisfy any such requirement.

49. ~~48.~~ **Electronic Facilities and Satellite** General Meetings

- (A) The directors can decide to let persons entitled to attend ~~and participate in an~~ electronic general meeting to do so partly or wholly by simultaneous attendance ~~and participation~~ by means of an electronic facility with no shareholder necessarily in physical attendance at the electronic general meeting. Shareholders present in person or by proxy by means of such electronic facility will be counted in the quorum for, and entitled to ~~participate in~~ vote at, the general meeting, ~~and that meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available throughout the electronic general meeting to ensure that shareholders attending the electronic general meeting who are not present together at the same place may attend and participate in the business for which the meeting has been called.~~
- (A) If it appears to the chair of the meeting that the electronic facilities or security at the electronic general meeting have become inadequate for the purposes referred to in article 49(A), then the chair may, without the consent of the meeting, interrupt or adjourn the general meeting. All business conducted at that general meeting up to the time of that adjournment shall be valid and the provisions of articles 59 and 60 shall apply to that adjournment.
- (B) In relation to an electronic general meeting, the right of a member to participate in the business of any general meeting shall include, without limitation, the right to speak, vote on a poll, be represented by a proxy and have access (including electronic access) to view all documents which are required by the Companies Act 2006 or these articles to be made available at the meeting. A person is able to exercise the right to speak at a general meeting when the chair of the meeting is satisfied that arrangements are in place so as to enable that person to communicate to all those attending the meeting, during the meeting, any questions or opinions which that person has on the business of the meeting.
- (C) Nothing in these articles prevents a general meeting being held both physically and electronically.

50. Satellite Meetings

(A) ~~(B)~~ The directors can also decide to let persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation at a satellite meeting place anywhere in the world (referred to in these articles as a satellite meeting). Shareholders present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to participate in, the general meeting. The satellite meeting will be treated as taking place where the chair of the meeting is at the time of the meeting and the powers of the chair will apply to the satellite meeting.

(B) ~~(C)~~ Any ~~general meeting at which electronic facilities are available and any~~ satellite meeting will be duly constituted and its proceedings valid if the chair is satisfied that facilities are available throughout the meeting to enable all members attending the meeting ~~by whatever means and~~ at all the meeting places to:

- (i) participate in the business for which the meeting has been called;
- (ii) hear all the people who speak at the meeting and at any satellite meeting; and
- (iii) be heard by all other people attending and participating in the meeting.

51. ~~49.~~ Omission or Non-Receipt of Notice

(A) If any notice, document or other information relating to any meeting or other proceeding is accidentally not sent or supplied, or is not received (even if the company becomes aware of such failure to send or supply or non-receipt), the meeting or other proceeding will not be invalid as a result.

(B) A shareholder present in person or by proxy at a shareholders' meeting is treated as having received proper notice of that meeting and, where necessary, of the purpose of that meeting.

52. ~~50.~~ Postponement of General Meetings

If the directors consider that it is impracticable or undesirable to hold a general meeting ~~on the date or at the time or :-~~

(i) on the date or at the time stated in the notice calling the meeting;

(ii) in the case of a physical general meeting, at the place (or places in the case of a satellite meeting) stated in the notice calling the meeting ~~and/or by means of the electronic facilities stated in that notice, ; or~~

(iii) in the case of an electronic general meeting, by means of the electronic facilities stated in the notice calling the meeting.

-they can ~~move~~ change the place and/or electronic facilities and/or postpone the meeting ~~(or do both)~~. If the directors do this, an announcement of the date, time and place (or places in the case of a satellite meeting if applicable) ~~of the rearranged meeting and of the changed~~ and/or electronic facilities if applicable of the rearranged meeting will, if practicable, be published in at least two national newspapers in the United Kingdom. Notice of the business of the meeting does not need to be given again. The directors must take reasonable steps to ensure that any shareholder trying to attend the meeting at the original time and place (or places in the case of a satellite meeting) and/or on the original electronic facilities if applicable is informed of the new arrangements. If a meeting is rearranged in this way, proxy forms are valid if they are received as required by these articles not less than 48 hours before the time of the rearranged meeting. The directors can also move or postpone the rearranged meeting (or do both) under this article.

53. ~~54.~~ Quorum

Before a general meeting starts to do business, there must be a quorum present. Unless these articles say otherwise, a quorum for all purposes is two people who are entitled to vote. They can be shareholders who are personally present or proxies for shareholders or a combination of both. If a quorum is not present, a chair of the meeting can still be chosen and this will not be treated as part of the business of the meeting.

54. ~~52.~~ Procedure if Quorum Not Present

- (A) This article applies if a quorum is not present within five minutes of the time fixed for a general meeting to start or within any longer period not exceeding one hour which the chair of the meeting can decide or if a quorum ceases to be present during a general meeting.
- (B) If the meeting was called by shareholders it will be cancelled. Any other meeting will be adjourned to a day (being not less than ten days later, excluding the day on which the meeting is adjourned and the day for which it is reconvened), time and place or places and/or electronic facilities and with such means of attendance and participation as decided on by the chair of the meeting.
- (C) One shareholder present in person or by proxy and entitled to vote will constitute a quorum at any adjourned meeting and any notice of an adjourned meeting will say this.

55. ~~53.~~ Security Arrangements

- (A) The directors can put in place arrangements, both before and during any general meeting, which they consider to be appropriate for the proper and orderly conduct of the general meeting and the safety of people attending it. This authority includes power to refuse physical or electronic entry to, or remove (physically or electronically) from meetings, people who fail to comply with the arrangements.
- (B) Where a general meeting is held partly or wholly by means of an electronic facility, the directors may make any arrangement and impose any requirement or restriction that is:-
- (i) ~~-~~necessary to ensure the identification of those taking part by this means and the security of the electronic communication-; and
- (ii) proportionate to those objectives.
- In this respect, the Company is able to authorise any voting application, system or facility for electronic general meetings as it sees fit.

56. ~~54.~~ Chair of General Meeting

- (A) The chair will be the chair of the meeting at every general meeting, if he is willing and able to take the chair.
- (B) If the company does not have a chair, or if he is not willing and able to take the chair, a deputy chair will chair the meeting if he is willing and able to take the chair. If more than one deputy chair is present they will agree between themselves who will take the chair and if they cannot agree, the deputy chair who has been a director longest will take the chair.
- (C) If the company does not have a chair or a deputy chair, or if neither the chair nor a deputy chair is willing and able to chair the meeting, after waiting five minutes from the time that a meeting is due to start, the directors who are present will choose one of themselves to act as chair of the meeting. If there is only one director present, he will be the chair of the meeting, if he agrees.
- (D) If there is no director willing and able to be the chair of the meeting, then the persons who are present at the meeting and entitled to vote will decide which one of them is to be the chair of the meeting.
- (E) Nothing in these articles is intended to restrict or exclude any of the powers or rights of a chair of a meeting which are given by law.

57. ~~55.~~ Orderly Conduct

The chair of a meeting can take any action he considers appropriate for proper and orderly conduct at a general meeting. The chair's decision on points of order, matters of

procedure or on matters that arise incidentally from the business of a meeting is final, as is the chair's decision on whether a point or matter is of this nature.

58. ~~56.~~ Entitlement to Attend and Speak

- (A) Each director can attend and speak at any general meeting of the company. The chair of a meeting can also allow anyone to attend and speak where he considers that this will help the business of the meeting.
- (B) All persons seeking to attend and participate in a general meeting by way of electronic facility are responsible for maintaining adequate facilities to enable them to do so. Subject to the requirement for the chair to adjourn a general meeting under these articles, any inability of a person to attend or participate in a general meeting by way of electronic facility shall not invalidate the proceedings of that meeting.

~~(C) Nothing in these articles authorises or allows a general meeting to be held exclusively on an electronic basis.~~

59. ~~57.~~ Adjournments

- (A) The chair of a meeting can adjourn the meeting before or after it has started, and whether or not a quorum is present, if he considers that:-
- (i) there is not enough room for the number of shareholders and proxies who can and wish to attend the meeting;
 - (ii) the behaviour of anyone present prevents, or is likely to prevent, the business of the meeting being carried out in an orderly way;
 - (iii) an adjournment is necessary for any other reason, so that the business of the meeting can be properly carried out; or
 - (iv) the facilities at the place (or places in the case of a satellite meeting) or an electronic facility or security at any general meeting have become inadequate or are otherwise not sufficient to allow the meeting to be conducted as intended.

The chair of the meeting does not need the consent of the meeting to adjourn it for any of these reasons to a time, date and place (or places in the case of a satellite meeting) and/or [electronic facilities](#) and with such means of attendance and participation which he decides. He can also adjourn the meeting to a later time on the same day or indefinitely. If a meeting is adjourned indefinitely, the directors will fix the time, date and place [and/or electronic facilities](#) of the adjourned meeting.

- (B) The chair of a meeting can also adjourn a meeting which has a quorum present if this is agreed by the meeting. This can be to a time, date and place (or places

in the case of a satellite meeting) and [/or electronic facilities and](#) with such means of attendance and participation proposed by the chair of the meeting or the adjournment can be indefinite. The chair of the meeting must adjourn the meeting if the meeting directs him to. In these circumstances the meeting will decide how long the adjournment will be and where it will adjourn to. If a meeting is adjourned indefinitely, the directors will fix the time, date and place (or places in the case of a satellite meeting) and [/or electronic facilities and](#) the means of attendance and participation of the adjourned meeting.

- (C) A reconvened meeting can only deal with business that could have been dealt with at the meeting which was adjourned.
- (D) Meetings can be adjourned more than once.

60. ~~58.~~ Notice of Adjournment

If the continuation of an adjourned meeting is to take place three months or more after it was adjourned or if business is to be considered at an adjourned meeting the general nature of which was not stated in the notice of the original meeting, notice of the adjourned meeting must be given in the same way as was required for the original meeting. Except as provided in this article, there is no need to give notice of the adjourned meeting or of the business to be considered there.

61. ~~59.~~ Amendments to Resolutions

- (A) Amendments can be proposed to any resolution if they are clerical amendments or amendments to correct some other obvious error in the resolution. No other amendments can be proposed to any special resolution.
- (B) Amendments to an ordinary resolution which are within the scope of the resolution can be proposed if:-
 - (i) notice of the proposed amendment has been received by the company at the office at least two working days before the date of the meeting, or adjourned meeting; or
 - (ii) the chair of the meeting decides that the amendment is appropriate for consideration by the meeting.

No other amendment can be proposed to an ordinary resolution. The chair of the meeting can agree to the withdrawal of any proposed amendment before it is put to the vote.

62. ~~60.~~ Amendments Ruled Out of Order

If the chair of a meeting rules that a proposed amendment to any resolution under consideration is out of order, any error in that ruling will not affect the validity of a vote on the original resolution.

63. ~~61.~~ Votes of Members

Shareholders will be entitled to vote at a general meeting, whether on a show of hands or a poll, as provided in the legislation. Where a proxy is given discretion as to how to vote on a show of hands this will be treated as an instruction by the relevant shareholder to vote in the way in which the proxy decides to exercise that discretion. This is subject to any special rights or restrictions as to voting which are given to any shares or upon which any shares may be held at the relevant time and to these articles.

64. ~~62.~~ Method of Voting

A resolution put to the vote at a general meeting held partly or wholly by means of an electronic facility will be decided on a poll, which poll votes may be cast by such electronic means as the directors in their sole discretion decide are appropriate for the purposes of the meeting. Any such poll will be treated as having been validly demanded at the time fixed for the holding of the meeting. Subject to this, a resolution put to the vote at any general meeting will be decided on a show of hands unless a poll is demanded when, or before, the chair of the meeting declares the result of the show of hands. Subject to the legislation, a poll can be demanded by:-

- (i) the chair of the meeting;
- (ii) at least five persons at the meeting who are entitled to vote;
- (iii) one or more shareholders at the meeting who are entitled to vote (or their proxies) and who have between them at least ten per cent. of the total votes of all shareholders who have the right to vote at the meeting;
or
- (iv) one or more shareholders at the meeting who have shares which allow them to vote at the meeting (or their proxies) and on which the total amount which has been paid up is at least ten per cent. of the total sum paid up on all shares which give the right to vote at the meeting.

The chair of the meeting can also demand a poll before a resolution is put to the vote on a show of hands.

A demand for a poll can be withdrawn if the chair of the meeting agrees to this.

If no poll is demanded or a demand for a poll is withdrawn, any declaration by the chair of the meeting of the result of a vote on that resolution by a show of hands will stand as

conclusive evidence of the result without proof of the number or proportion of the votes recorded for or against the resolution.

65. ~~63.~~ Procedure if Poll Demanded

If a poll is demanded in the way allowed by these articles, the chair of the meeting can decide when, where and how it will be taken. The result will be treated as the decision of the meeting at which the poll was demanded, even if the poll is taken after the meeting.

66. ~~64.~~ When Poll to be Taken

If a poll is demanded on a vote to elect the chair of the meeting, or to adjourn a meeting, it must be taken immediately at the meeting. Any other poll demanded can either be taken immediately or within 30 days from the date it was demanded and at a time and place or places and [/or electronic facilities and](#) by means of such attendance and participation decided on by the chair of the meeting. It is not necessary to give notice for a poll which is not taken immediately.

67. ~~65.~~ Continuance of Other Business after Poll Demand

A demand for a poll on a particular matter (other than on the election of the chair of the meeting or on the adjournment of the meeting) will not stop a meeting from continuing to deal with other matters.

68. ~~66.~~ Votes of Joint Holders

If more than one joint shareholder votes (including voting by proxy), the only vote which will count is the vote of the person whose name is listed before the other voters on the register for the share.

69. ~~67.~~ Voting on behalf of Incapable Member

This article applies where a court or official claiming jurisdiction to protect people who are unable to manage their own affairs has made an order about the shareholder. The person appointed to act for that shareholder can vote for him. He can also exercise any other rights of the shareholder relating to meetings. This includes appointing a proxy, voting on a show of hands and voting on a poll. Before the representative does so however, such evidence of his authority as the directors require must be received by the company not later than the latest time at which proxy forms must be received to be valid for use at the relevant meeting or on the holding of the relevant poll.

70. ~~68.~~ No Right to Vote where Sums Overdue on Shares

Unless the directors decide otherwise, a shareholder cannot attend or vote shares at any general meeting of the company or upon a poll or exercise any other right conferred by membership in relation to general meetings or polls if he has not paid all amounts relating to those shares which are due at the time of the meeting.