

This document is important and requires your immediate attention. If you are in any doubt about what action to take, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in Cambria Automobiles plc please pass this document together with the accompanying Annual Report and Financial Statements and Proxy Form to the person who arranged the sale or transfer for passing on to the purchaser or transferee.

Cambria Automobiles plc

AGM 4 January 2019

Chairman's Letter

and

Notice of AGM

CHAIRMAN'S LETTER

Cambria Automobiles plc

Registered in England and Wales (Company No: 05754547)

Registered Office:
Swindon Motor Park
Dorcan Way
Swindon
Wiltshire
SN3 3RA

To Ordinary Shareholders

11 December 2018

Dear Shareholder

Annual General Meeting 4 January 2019

The Annual General Meeting (the "AGM") of Cambria Automobiles plc (the "Company") is to be held at 10 a.m. on 4 January 2019 in the showroom of Grange Aston Martin, Great North Road, Welwyn Garden City, Hertfordshire AL8 7TQ. The notice convening the AGM is set out at the end of this letter.

Authority to allot shares and power to disapply statutory pre-emption rights

Article 4.4 of the Articles of Association (the "Articles") of the Company authorises the Directors to allot shares and empowers them to issue shares for cash other than on a pre-emptive basis, in accordance with Section 551 and Section 561 respectively of the Companies Act 2006. Each authority and power is limited by an amount and time period, as set out in Article 4, with these amounts and time periods being defined by reference to shareholder resolutions, which have the effect of renewing the Section 551 and Section 561 power and authority. Accordingly, resolutions 9 and 10, detailed in the attached Notice of AGM, prescribe the relevant amounts and time periods by which the section 551 authority and the section 561 power respectively will be renewed, as required by Article 4.4. It is proposed that the Section 551 amount will be £3,300,000 (representing approximately 33% of the Company's issued ordinary share capital as at 11 December 2018) and the Section 551 prescribed period will be 18 months from the date of the passing of the resolution. The Section 561 amount is proposed to be £500,000 (representing approximately 5% of the Company's issued ordinary share capital as at 11 December 2018) and the Section 561 prescribed period is proposed to be 18 months from the date of the passing of the resolution or, if earlier, the conclusion of the AGM of the Company held in 2020.

Both of these resolutions comply with the relevant guidance issued by the Pre-Emption Group and the Association of British Insurers.

Action to be taken by shareholders

Enclosed with this letter is a Proxy Form for use at the AGM.


Shareholders are urged to complete the Proxy Form and return it to the Company's Registrar, Link Asset Services, PXS 1, 34 BECKENHAM Road, Beckenham, Kent, BR3 4ZF so as to arrive not later than 48 hours before the time fixed for the Meeting.

The return of the Proxy Form will not prevent a shareholder from attending the Meeting and voting in person if he/she is entitled to do so and so wishes.

Recommendation

The Directors of the Company recommend that you vote in favour of the resolutions set out in the Notice of AGM, as they intend to do in respect of their own holdings of ordinary shares in the Company.

Yours sincerely



Philip Swatman
Chairman

Inspection of documents

The following documents will be available for inspection at the offices of Cambria Automobiles plc, Swindon Motor Park, Dorcan Way, Swindon, Wiltshire SN3 3RA from 11 December 2018 until the time of the AGM and at Grange Aston Martin, Great North Road, Welwyn Garden City, Hertfordshire AL8 7TQ from 15 minutes before the AGM until it ends:

- (a) a copy of the Articles of the Company;
- (b) copies of the executive directors' service contracts; and
- (c) copies of letters of appointment of the non-executive directors.

NOTICE OF ANNUAL GENERAL MEETING

Cambria Automobiles plc

Registered in England and Wales (Company No: 05754547)

Notice is hereby given that the Annual General Meeting (the “AGM”) of Cambria Automobiles plc (the “Company”) will be held at the showroom of Grange Aston Martin, Great North Road, Welwyn Garden City, Hertfordshire AL8 7TQ on 4 January 2019 at 10 a.m. for the following purposes:

As ordinary business to consider and, if thought fit, pass Resolutions 1 to 6 inclusive each of which will be proposed as an ordinary resolution. For ease of reference the formal resolutions are in bold black text.

1. **To receive and approve the Annual Report and Financial Statements for the year ended 31 August 2018.**
2. **To re-elect Mark Lavery as a Director.**
3. **To re-elect Tim Duckers as a Director.**
4. **To re-appoint KPMG LLP as Auditors to hold office from the conclusion of the AGM to the conclusion of the next meeting at which accounts are laid before the Company.**
5. **To authorise the Directors to determine the Auditors’ remuneration.**
6. **To declare a final dividend of 0.75 pence per ordinary share in respect of the year ended 31 August 2018.** If Resolution 8 is approved by shareholders, the final dividend for year ended 31 August 2018 will be paid on 21 January 2019 to the holders of ordinary shares on 28 December 2018.

As special business to consider and, if thought fit, pass Resolution 7 as an ordinary resolution and Resolution 8 as a special resolution.

Ordinary Resolution

Directors’ authority to allot shares

7. **That for the purposes of Article 4.4 of the Articles of Association of the Company, the Section 551 prescribed period shall be a period of 18 months from the date of the passing of this resolution and the Section 551 amount shall be limited to a maximum nominal amount of £3,300,000.**

Special Resolution

General authority to disapply pre-emption rights

8. **That for the purposes of Article 4.4 of the Articles of Association of the Company the Section 561 prescribed period shall be a period of 18 months from the date of the passing of this resolution, or, if earlier, the conclusion of the Annual General Meeting of the Company held in 2020 and the Section 561 amount shall be limited to an aggregate nominal amount of £500,000.**

By order of the Board



James Mullins
Secretary

Registered office:

Swindon Motor Park
Dorcan Way
Swindon
Wiltshire
SN3 3RA

11 December 2018

Notes:

- (a) Only those shareholders entered on the relevant register of members (the “**Register**”) for certificated or uncertificated shares of the Company (as the case may be) at close of business on 2 January 2019 (the “**Specified Time**”) will be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in the notice.
- (b) Any member may appoint a proxy to attend, speak and vote on his/her behalf. A member 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 of the member, but must attend the meeting in person. A proxy need not be a member. Proxy Forms should be lodged with the Company’s Registrar not later than 48 hours before the time for which the AGM is convened. Completion of the appropriate Proxy Form does not prevent a member from attending and voting in person if he/she is entitled to do so and so wishes.
- (c) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournments of it by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their sponsors or voting service providers, who will be able to take the appropriate action on their behalf.

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’s specifications and must contain the information required for those instructions as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy, must, to be valid, be transmitted so as to be received by the Company’s agent (RA10) by the latest time for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK does not make available special procedures in CREST for any particular messages. 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 voting service providers, to procure that its CREST sponsors or voting service providers take) 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

- (d) Any corporation which is a member can appoint one or more corporate representatives 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.
- (e) Except as provided in this Notice, members who wish to communicate with the Company in relation to the AGM should contact the Company Secretary, James Mullins, on 01707 280851. No other methods of communication will be accepted.

