

Print of resolutions

Company No. 05149111

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

Special and Ordinary Resolutions of AA PLC

At a General Meeting of the Company duly convened and held via video conference on 10 March 2021 at 09:00 a.m. the following Resolutions were duly passed as Special Resolutions:

Special Resolutions

- 1** That the Company be re-registered as a private limited company under the Companies Act 2006 under the name of AA Limited.
- 2** That with effect from the Company's re-registration as a private company, the regulations contained in the document produced to the meeting be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company.
- 3** That, subject to the passing of resolution 5, the Directors be authorised pursuant to and in accordance with Sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) wholly for cash pursuant to the authority conferred by resolution 5 up to an aggregate nominal amount of £10,000,000, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment.

The authority conferred by this resolution shall expire on 10 March 2022, unless the authority is renewed prior to this time.

Under the authority conferred by this resolution, the Directors may, before the authority expires, make an offer or enter into an agreement which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or convert any security into, shares in pursuance of such an offer or agreement as if the relevant authority conferred in this resolution had not expired.



The following resolutions were duly passed as Ordinary Resolutions:

Ordinary Resolutions

- 4** That, with effect from the Company's re-registration as a private company, the Directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of Section 175 of the Companies Act 2006.
- 5** That the Directors shall have the general and unconditional authority given by Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company, up to an aggregate nominal amount of £10,000,000. This authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 80 of the Companies Act 1985 or Section 551 of the Companies Act 2006.

The authority conferred by this resolution shall expire on 10 March 2022, unless the authority is renewed prior to this time.

Under the authority conferred by this resolution, the Directors may, before the authority expires, make an offer or enter into an agreement which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or convert any security into, shares in pursuance of such an offer or agreement as if the relevant authority conferred in this resolution had not expired.