

Classification **Confidential**

COMPANY NO: 2023217

Automobile Association Protection and Investment Planning Limited (the "Company")

Circulation date 31 January 2017

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution ("**Resolution**")

1. Purpose of resolution

The purpose of this resolution is to approve the reduction of the Company's capital

2. Special Resolution

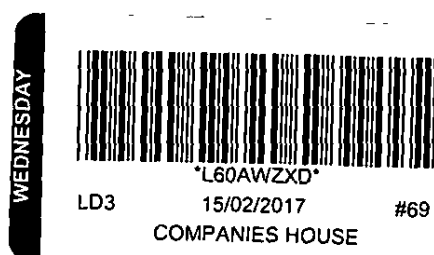
It is RESOLVED THAT

THAT the issued share capital of the Company be reduced from £764,000 to £1 by cancelling and extinguishing 763,999 of the issued Ordinary share of £1 each in the Company, each of which is fully paid up. The total amount by which the share capital is reduced is £763,999 to be transferred to the Company's distributable reserves

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 31 January 2017 hereby irrevocably agrees to the Resolution



Mark Millar

Director

For and on behalf of Automobile
Association Developments
Limited

Date January 2017

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by hand or by post to Mark Millar, Company Secretary, at Fanum House, Basing View, Basingstoke, Hampshire, RG21 4EA
- 1 You may not return the Resolution to the Company by any other method
- 2 If you do not agree to the Resolution, you do not need to do anything You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless by 21 February 2017 sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

