

AA ACQUISITION CO LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2017



Registered number: 05018987

AA ACQUISITION CO LIMITED
FOR THE YEAR ENDED 31 JANUARY 2017

STRATEGIC REPORT

The directors present their annual report and financial statements of AA Acquisition Co Limited ("the Company") for the year ended 31 January 2017.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The Company is a wholly owned subsidiary of AA Intermediate Co Limited.

The principal activity of the Company is that of a financing company. The Company did not trade during the year.

DIVIDENDS

During the year, the Company paid a dividend of £60m (2016: £60m).

RISK MANAGEMENT FRAMEWORK

The Company is part of the AA plc Group which has developed an embedded enterprise risk management process that facilitates the identification, assessment, escalation and mitigation of the Company's risk exposure across every aspect and activity of the business. This framework enables the business to manage risk using predefined assessment criteria to ensure residual risk levels are in line with the Board's agreed risk appetite.

The principal risks have been grouped into the following categories:

Financial Risk

Financial risks are managed centrally by the group treasury team taking into account the Company's position as part of the group with due consideration being given to the impact of transactions with other group entities.

The Company is an obligor of the financial indebtedness of the AA Intermediate Co Limited group, a parent undertaking of the Company and part of the AA plc group. Its viability and financial success is therefore tied to the viability and financial success of the AA Intermediate Co Limited group. No material uncertainties have been identified that would cast doubt over the financial success of the AA Intermediate Co Limited group.

Brand Risk

The Company recognises that the AA Brand is a key differentiator and source of competitive advantage, and brand damage from low quality products or services could have an adverse impact on the Company. The Company has in place policies and procedures to protect the brand at all times.

BY ORDER OF THE BOARD



G PRITCHARD
DIRECTOR

16 JUNE 2017

Registered Office:
Fanum House
Basing View
Basingstoke
Hampshire
RG21 4EA

AA ACQUISITION CO LIMITED
FOR THE YEAR ENDED 31 JANUARY 2017

DIRECTORS' REPORT

DIRECTORS

The directors who held office during the year were as follows:

R J H Scott	(Resigned 30 April 2016)
C E Norman	
M A Clarke	
M Millar	
G Pritchard	(Appointed 30 April 2016)

COMPANY SECRETARY

M Millar

DIRECTORS' INDEMNITY

The Company maintains directors' and officers' liability insurance, which gives appropriate cover for any legal action brought against its directors and officers. The Company has also granted indemnities to its directors and officers against losses and liabilities incurred in the discharge of their duties, to the extent of the assets of the Company and as permitted by law.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and Finance Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable laws and United Kingdom Accounting Standards (United Kingdom Generally accepted Accounting Policies) including FRS101 "Reduced Disclosure Framework". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

GOING CONCERN

The Company's business activities and its exposure to financial risk are described in the strategic report on page 1.

The directors believe that the Company has adequate financial resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

RE-APPOINTMENT OF AUDITOR

In accordance with section 487(2) of the Companies Act 2006, the auditor Ernst & Young LLP is deemed re-appointed.

AA ACQUISITION CO LIMITED
FOR THE YEAR ENDED 31 JANUARY 2017

DIRECTORS' REPORT (continued)

DISCLOSURE OF INFORMATION TO AUDITOR

Each director has made enquiries of their fellow director and the Company's auditor and taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Relevant audit information is that information needed by the auditor in connection with preparing its report. So far as each director approving this report is aware, and based on the above steps, there is no relevant audit information of which the auditor is unaware.

BY ORDER OF THE BOARD



G PRITCHARD
DIRECTOR
16 JUNE 2017

Registered Office:
Fanum House
Basing View
Basingstoke
Hampshire
RG21 4EA

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AA ACQUISITION CO LIMITED

We have audited the financial statements of AA Acquisition Co Limited for the year ended 31 January 2017 which comprise the Income Statement, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities as set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report and Financial Statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 January 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have identified no material misstatements in the Strategic Report or Directors' Report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Ernst & Young LLP

Kathryn Barrow (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP
London

16 June 2017

AA ACQUISITION CO LIMITED

INCOME STATEMENT FOR THE YEAR ENDED 31 JANUARY

	Notes	2017 £m	2016 £m
Income from shares from group undertakings		<u>60.0</u>	<u>60.0</u>
Profit before tax		60.0	60.0
Tax expense	5	(3.7)	(4.7)
PROFIT FOR THE FINANCIAL YEAR		<u>56.3</u>	<u>55.3</u>

There are no gains and losses other than those passing through the income statement, therefore no separate statement of comprehensive income is presented.

The accompanying notes are an integral part of these financial statements.

AA ACQUISITION CO LIMITED

STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 31 JANUARY

	Notes	2017 £m	2016 £m
NON-CURRENT ASSETS			
Deferred tax asset	6	13.6	17.3
Investments in group undertakings	7	<u>320.0</u>	<u>320.0</u>
		333.6	337.3
CURRENT ASSETS			
Trade and other receivables	8	<u>787.0</u>	<u>787.0</u>
TOTAL ASSETS		<u>1,120.6</u>	<u>1,124.3</u>
CURRENT LIABILITIES			
Trade and other payables	9	<u>(232.7)</u>	<u>(232.7)</u>
NET ASSETS		<u>887.9</u>	<u>891.6</u>
EQUITY			
Called up share capital	10	-	-
Retained earnings		<u>887.9</u>	<u>891.6</u>
TOTAL EQUITY ATTRIBUTABLE TO EQUITY HOLDERS		<u>887.9</u>	<u>891.6</u>

Signed for and on behalf of the board by



G PRITCHARD
DIRECTOR

16 JUNE 2017

The accompanying notes are an integral part of these financial statements.

AA ACQUISITION CO LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 JANUARY

	Share capital £m	Retained earnings £m	Total £m
At 1 February 2015	-	896.3	896.3
Profit for the year	-	55.3	55.3
Dividends		(60.0)	(60.0)
At 31 January 2016	-	891.6	891.6
Profit for the year	-	56.3	56.3
Dividends		(60.0)	(60.0)
At 31 January 2017	-	887.9	887.9

The accompanying notes are an integral part of these financial statements.

AA ACQUISITION CO LIMITED
NOTES TO THE FINANCIAL STATEMENTS

1 Presentation of financial statements

AA Acquisition Co Limited is incorporated and domiciled in United Kingdom and Wales.

The financial statements are prepared on a going concern basis.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS101"). The financial statements are prepared under the historical cost convention.

The financial statements are prepared in Sterling and are rounded to the nearest £100,000.

2 Accounting policies

2.1 Basis of preparation

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 January 2017.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- IAS 1 paragraphs 10(d) and 10(f),
- IAS 1 paragraph 16 (statement of compliance with all IFRS),
- IAS 1 paragraph 38A (requirement for minimum of two primary statements, including cash flow statements),
- IAS 1 paragraph 111 (cash flow statement information),
- IAS 1 paragraphs 134-136 (capital management disclosures),
- IAS 7 'Statement of cash flows',
- IFRS 7 'Financial Instruments Disclosures',
- IAS 8 paragraphs 30 and 31,
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group,
- IAS 24 'Related party disclosures' (key management compensation),
- IFRS 13 'Fair value measurement'.

2.2 Critical accounting estimates and judgements

The Company did not trade in the year and there are no critical accounting estimates or judgements to be made by management in respect of these financial statements.

2.3 Significant accounting policies

a) Taxation

Tax on the profit or loss for the year comprises current and deferred tax.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

AA ACQUISITION CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2.3 Significant accounting policies (continued)

b) Investments

Investments are valued individually at the lower of cost less any provision for impairment or net realisable value. Income from investments is recognised in the Income Statement when it is receivable.

c) Trade receivables and trade payables

Trade receivables and trade payables are not interest bearing and are recognised initially at fair value. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

3 AUDITOR'S REMUNERATION

The Company's auditor provided no services to the Company other than the annual audit during either the current or prior year. Audit fees of £10,000 (2016: £10,000) were borne by another group company.

4 DIRECTORS' EMOLUMENTS

	2017 £m	2016 £m
Aggregate remuneration in respect of qualifying services	1.5	2.2
Compensation for loss of office	0.1	-
Money purchase scheme	0.1	0.1
	<u>1.7</u>	<u>2.3</u>
The amounts paid in respect of the highest paid director were as follows:		
Remuneration	0.9	1.4
Money purchase scheme	0.1	0.1
	<u>1.0</u>	<u>1.5</u>

All directors of the Company are also directors of the ultimate parent undertaking (AA plc) and/or fellow subsidiaries. These directors are remunerated by another company that is part of the AA plc group. As the directors do not believe that it is practicable to apportion this amount between their services as directors of the Company and their services as directors of the ultimate parent undertaking and fellow subsidiary companies, their full remuneration have been reflected in the disclosure above.

Retirement benefits are accruing for 3 (2016: 3) directors under a defined benefit scheme and 1 (2016: 1) under a money purchase scheme.

The Company had no employees throughout the year (2016: nil).

AA ACQUISITION CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

5 TAX EXPENSE

The tax charge is made up as follows:

	2017 £m	2016 £m
Deferred tax:		
Origination and reversal of temporary differences	2.8	3.4
Rate change differences	0.9	1.3
Total deferred tax charge	3.7	4.7
Total tax expense	3.7	4.7

Reconciliation of tax expense to profit before tax multiplied by UK's corporation tax rate

	2017 £m	2016 £m
Profit before tax	60.0	60.0
Tax at rate of 20.00% (2016: 20.16%)	12.0	12.1
Effects of:		
Non-taxable dividend income	(12.0)	(12.1)
Losses utilised	3.2	3.6
Rate change	0.5	1.1
Income tax expense reported in the income statement	3.7	4.7

6 DEFERRED TAXATION

	Statement of financial position		Income statement	
	2017 £m	2016 £m	2017 £m	2016 £m
Tax losses carried forward	13.6	17.3	3.7	4.7
Deferred tax asset	13.6	17.3	3.7	4.7
			2017 £m	2016 £m
Deferred tax assets comprise:				
Tax losses carried forward			13.6	17.3
				£m
Deferred tax asset as at 1 February 2016				17.3
Charge to the profit and loss account				(3.7)
Deferred tax asset as at 31 January 2017				13.6

The Company has recognised a deferred tax asset on the basis of future taxable profits from imputed interest on intercompany balances.

At the balance sheet date the UK corporation tax rate was set to reduce from 20% to 19% on 1 April 2017 and then to 17% (2016: 18%) on 1 April 2020. These rates have been enacted at the balance sheet date and used to calculate the deferred tax asset.

AA ACQUISITION CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

7 INVESTMENTS IN GROUP UNDERTAKINGS

At 31 January 2016 and 2017 **£m**
320.0

All subsidiaries are wholly owned and incorporated and registered where stated below.

Name	Country
A.A Pensions Trustees Limited ¹	United Kingdom
AA Assistance Limited ¹	United Kingdom
AA Brand Management Limited ¹	United Kingdom
AA Corporation Limited ¹	United Kingdom
AA Financial Services Limited ¹	United Kingdom
AA Ireland Pension Trustees Limited ²	Ireland
AA Media Limited ¹	United Kingdom
AA Pension Funding GP Limited ³	Scotland
AA Pension Funding LP ³	Scotland
AA Road Services Limited ¹	United Kingdom
AA Senior Co Limited ¹	United Kingdom
AA The Driving School Agency Limited ¹	United Kingdom
AA Underwriting Limited ¹	United Kingdom
AA Insurance Holdings Limited ¹	United Kingdom
Automobile Association Developments Limited ¹	United Kingdom
Automobile Association Holdings Limited ¹	United Kingdom
Automobile Association Insurance Services Holdings Limited ¹	United Kingdom
Automobile Association Insurance Services Limited ¹	United Kingdom
Automobile Association Protection and Investment Planning Limited ¹	United Kingdom
Automobile Association Services Limited ¹	United Kingdom
Automobile Association Travel Services Limited ¹	United Kingdom
Automobile Association Underwriting Services Limited ¹	United Kingdom
Breakdown Assistance Services Limited ⁴	United Kingdom
Breakdown Hero Limited ⁴	United Kingdom
Drakefield Group Limited ¹	United Kingdom
Drakefield Holdings Limited ¹	United Kingdom
Drakefield Insurance Services Limited ¹	United Kingdom
Drakefield Services Limited ¹	United Kingdom
DriveTech (UK) Limited ¹	United Kingdom
Intelligent Data Systems (UK) Limited ¹	United Kingdom
Nationwide 4x4 Limited ¹	United Kingdom
Peak Performance Management Limited ¹	United Kingdom
Personal Insurance Mortgages and Savings Limited ¹	United Kingdom
The Automobile Association Limited ⁵	Jersey

All subsidiary undertakings are indirectly held by the Company, except for AA Senior Co Limited, which is a direct subsidiary undertaking.

¹ Company registered office: Fanum House, Basing View, Basingstoke, Hampshire, RG21 4EA, England.

² Company registered office: 61a South William Street, Dublin 2, Ireland.

³ Company registered office: 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ, Scotland.

⁴ Company registered office: 90 Long Acre, London, WC2E 9RA.

⁵ Company registered office: 22 Greenville Street, St Helier, Jersey, JE4 8PX.

AA ACQUISITION CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

8 TRADE AND OTHER RECEIVABLES

	2017 £m	2016 £m
Amounts receivable within one year		
Amounts owed by group undertakings	787.0	787.0

Amounts owed by group undertakings are unsecured, have no repayment terms and bear no interest.

9 TRADE AND OTHER PAYABLES

	2017 £m	2016 £m
Amounts owed to subsidiary undertakings	117.8	117.8
Amounts owed to parent company	114.9	114.9
	<u>232.7</u>	<u>232.7</u>

Amounts owed to group undertakings are unsecured, have no repayment terms and bear no interest.

10 CALLED UP SHARE CAPITAL

	2017 £	2016 £
Allotted, called up and fully paid		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

The voting rights of the holders of all ordinary shares are the same and all ordinary shares rank pari passu on a winding up.

The Company has a distributable reserve of £874.3m (2016: £874.3m).

11 GUARANTEES AND COMMITMENTS

The Company is an obligor to the bank loans and bond debt of the AA Intermediate Co Limited group. At 31 January 2017, the principal outstanding on the AA Intermediate Co Limited group debt was £2,848.0m (2016: £2,914.0m).

The covenants governing the bank loans and bond debt of the AA Intermediate Co Limited group place restrictions on the group's ability to distribute cash from the key trading companies to pay external dividends and finance activities unconstrained by the restrictions embedded in the debts.

12 ULTIMATE PARENT UNDERTAKING AND ULTIMATE CONTROLLING PARTY

The Company is a wholly owned subsidiary of AA Intermediate Co Limited, a company registered in United Kingdom and Wales.

The parent of the smallest group to consolidate these financial statements is AA Intermediate Co Limited whose registered office is Fanum House, Basing View, Basingstoke, RG21 4EA. The ultimate parent undertaking and controlling party, which is also the parent of the largest group to consolidate these financial statements, is AA plc whose registered office is at Fanum House, Basing View, Basingstoke, RG21 4EA.

Copies of the consolidated parent financial statements are available from the website www.theaapl.com/investors.