

**Return of Allotment of Shares**

Company Name: **AA plc**
Company Number: **05149111**



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X51GZ7RF

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	22/12/2015	22/12/2015

Class of Shares:	MANAGEMENT	Number allotted	12000000
	VALUE	Nominal value of each share	0.001
	PARTICIPATION	Amount paid:	0.001
	SHARES (C2	Amount unpaid:	0
	SHARES)		

Currency: **GBP**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	MANAGEMENT	Number allotted	8000000
	VALUE	Aggregate nominal value:	8000
	PARTICIPATION	Amount paid per share	0.001
	SHARES	Amount unpaid per share	0
	(A1		
	SHARES)		

Currency: **GBP**

Prescribed particulars

THESE SHARES HAVE NO VOTING RIGHTS BUT ENTITLE THE HOLDERS TO PARTICIPATE IN THE TOTAL SHAREHOLDER RETURN SUBJECT TO SATISFACTION OF A PERFORMANCE CONDITION (THE SHARES WILL BE CONVERTED INTO ORDINARY SHARES OR REDEEMED FOR CASH) IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Class of Shares:	MANAGEMENT	Number allotted	8000000
	VALUE	Aggregate nominal value:	8000
	PARTICIPATION	Amount paid per share	0.001
	SHARES	Amount unpaid per share	0
	(B1		
	SHARES)		

Currency: **GBP**

Prescribed particulars

THESE SHARES HAVE NO VOTING RIGHTS BUT ENTITLE THE HOLDERS TO PARTICIPATE IN THE TOTAL SHAREHOLDER RETURN SUBJECT TO SATISFACTION OF A PERFORMANCE CONDITION (THE SHARES WILL BE CONVERTED INTO ORDINARY SHARES OR REDEEMED FOR CASH) IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Class of Shares:	MANAGEMENT	Number allotted	8000000
	VALUE	Aggregate nominal value:	8000
	PARTICIPATION	Amount paid per share	0.001
	SHARES	Amount unpaid per share	0

**(C1
SHARES)**

Currency: **GBP**

Prescribed particulars

THESE SHARES HAVE NO VOTING RIGHTS BUT ENTITLE THE HOLDERS TO PARTICIPATE IN THE TOTAL SHAREHOLDER RETURN SUBJECT TO SATISFACTION OF A PERFORMANCE CONDITION (THE SHARES WILL BE CONVERTED INTO ORDINARY SHARES OR REDEEMED FOR CASH) IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Class of Shares:	MANAGEMENT	Number allotted	12000000
	VALUE	Aggregate nominal value:	12000
	PARTICIPATION	Amount paid per share	0.001
	SHARES	Amount unpaid per share	0

**(C2
SHARES)**

Currency: **GBP**

Prescribed particulars

THESE SHARES HAVE NO VOTING RIGHTS BUT ENTITLE THE HOLDERS TO RECEIVE ORDINARY SHARES OR CASH SUBJECT TO SATISFACTION OF A 12% COMPOUND TOTAL SHAREHOLDER RETURN PERFORMANCE CONDITION.

Class of Shares:	ORDINARY	Number allotted	608070268
Currency:	GBP	Aggregate nominal value:	608070.268
		Amount paid per share	0.001
		Amount unpaid per share	0

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	644070268
		Total aggregate nominal value:	644070.268

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.