

**Return of Allotment of Shares**

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



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X5JVPIS2

**Shares Allotted (including bonus shares)**

| Date or period during which<br>shares are allotted | From              | To                |
|----------------------------------------------------|-------------------|-------------------|
|                                                    | <b>11/11/2016</b> | <b>11/11/2016</b> |

|                         |                 |                             |               |
|-------------------------|-----------------|-----------------------------|---------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted             | <b>123901</b> |
| <b>Currency:</b>        | <b>GBP</b>      | Nominal value of each share | <b>0.001</b>  |
|                         |                 | Amount paid:                | <b>2.6625</b> |
|                         |                 | Amount unpaid:              | <b>0</b>      |

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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|                         |                      |                                 |                |
|-------------------------|----------------------|---------------------------------|----------------|
| <b>Class of Shares:</b> | <b>MANAGEMENT</b>    | <b>Number allotted</b>          | <b>8000000</b> |
|                         | <b>VALUE</b>         | <b>Aggregate nominal value:</b> | <b>8000</b>    |
|                         | <b>PARTICIPATION</b> |                                 |                |
|                         | <b>SHARES</b>        |                                 |                |
|                         | <b>(A1</b>           |                                 |                |
|                         | <b>SHARES)</b>       |                                 |                |

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.**

|                         |                      |                                 |                 |
|-------------------------|----------------------|---------------------------------|-----------------|
| <b>Class of Shares:</b> | <b>MANAGEMENT</b>    | <b>Number allotted</b>          | <b>12000000</b> |
|                         | <b>VALUE</b>         | <b>Aggregate nominal value:</b> | <b>12000</b>    |
|                         | <b>PARTICIPATION</b> |                                 |                 |
|                         | <b>SHARES</b>        |                                 |                 |
|                         | <b>(A2</b>           |                                 |                 |
|                         | <b>SHARES)</b>       |                                 |                 |

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.**

|                         |                      |                                 |                |
|-------------------------|----------------------|---------------------------------|----------------|
| <b>Class of Shares:</b> | <b>MANAGEMENT</b>    | <b>Number allotted</b>          | <b>8000000</b> |
|                         | <b>VALUE</b>         | <b>Aggregate nominal value:</b> | <b>8000</b>    |
|                         | <b>PARTICIPATION</b> |                                 |                |
|                         | <b>SHARES</b>        |                                 |                |
|                         | <b>(B1</b>           |                                 |                |
|                         | <b>SHARES)</b>       |                                 |                |

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.**

|                         |                      |                          |                 |
|-------------------------|----------------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>MANAGEMENT</b>    | Number allotted          | <b>12000000</b> |
|                         | <b>VALUE</b>         | Aggregate nominal value: | <b>12000</b>    |
|                         | <b>PARTICIPATION</b> |                          |                 |
|                         | <b>SHARES</b>        |                          |                 |
|                         | <b>(B2</b>           |                          |                 |
|                         | <b>SHARES)</b>       |                          |                 |

Currency: **GBP**

Prescribed particulars

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|                         |                      |                          |                |
|-------------------------|----------------------|--------------------------|----------------|
| <b>Class of Shares:</b> | <b>MANAGEMENT</b>    | Number allotted          | <b>8000000</b> |
|                         | <b>VALUE</b>         | Aggregate nominal value: | <b>8000</b>    |
|                         | <b>PARTICIPATION</b> |                          |                |
|                         | <b>SHARES</b>        |                          |                |
|                         | <b>(C1</b>           |                          |                |
|                         | <b>SHARES)</b>       |                          |                |

Currency: **GBP**

Prescribed particulars

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|                         |                      |                          |                 |
|-------------------------|----------------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>MANAGEMENT</b>    | Number allotted          | <b>12000000</b> |
|                         | <b>VALUE</b>         | Aggregate nominal value: | <b>12000</b>    |
|                         | <b>PARTICIPATION</b> |                          |                 |
|                         | <b>SHARES</b>        |                          |                 |
|                         | <b>(C2</b>           |                          |                 |
|                         | <b>SHARES)</b>       |                          |                 |

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.**

|                         |                 |                          |                   |
|-------------------------|-----------------|--------------------------|-------------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>609344197</b>  |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>609344.197</b> |

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.**

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## Statement of Capital (Totals)

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|           |            |                                |                   |
|-----------|------------|--------------------------------|-------------------|
| Currency: | <b>GBP</b> | Total number of shares:        | <b>669344197</b>  |
|           |            | Total aggregate nominal value: | <b>669344.197</b> |
|           |            | Total aggregate amount unpaid: | <b>0</b>          |

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### Authorisation

Authenticated

This form was authorised by one of the following:

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