

THE COMPANIES ACT 2006

THURSDAY



LD1

19/06/2014

#59

COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AA LIMITED

We, the undersigned, being the sole shareholder of the Company RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006 (the "Act"), to pass the following resolutions

ORDINARY RESOLUTION

THAT

- (a) each share of £0 10 in the issued share capital of the Company be subdivided into 100 shares of £0 001 each in the issued share capital of the Company, and
- (b) the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot equity securities up to an aggregate nominal amount of i) £380,000 ordinary shares of £0 001 each (i.e. 380,000,000 ordinary shares), ii) £8,000 A1 Shares of £0 001 each (i.e. 8,000,000 A1 Shares), iii) £12,000 A2 Shares of £0 001 each (i.e. 12,000,000 A2 Shares), iv) £8,000 B1 Shares of £0 001 each (i.e. 8,000,000 B1 Shares), v) £12,000 B2 Shares of £0 001 each (i.e. 12,000,000 B2 Shares), vi) £8,000 C1 Shares of £0.001 each (i.e. 8,000,000 C1 Shares) and vii) £12,000 C2 Shares of £0 001 each (i.e. 12,000,000 C2 Shares), such authority to expire on the earlier of the end of the next annual general meeting of the Company and 31 July 2015 (save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement as if this authority has not expired)

SPECIAL RESOLUTIONS

THAT

- (c) the directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities within the meaning of section 560 of the Companies Act 2006 for cash, pursuant to the authority referred to in paragraph (b) above as if sub-section (1) of section 561 of the Companies Act 2006 did not apply to any such allotment, such power to expire on the earlier of the end of the next annual general meeting of the Company and 31 July 2015 (save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after

the expiry of this power and the directors may allot equity securities pursuant to such offer or agreement as if this power had not expired)

- (d) the name of the Company be changed to AA plc,
- (e) pursuant to section 90(1)(a) of the Act, the Company be re-registered as a public company,
- (f) the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Act are to be treated as provisions of the Company's articles of association,
- (g) pursuant to section 90(3)(b) of the Act, the articles of association in the form attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association, and

Signed



For and on behalf of Actomas Bid Co Limited

Dated 19<sup>th</sup> June 2014



### NOTES:

- 1 The Circulation date of these resolutions is 17 June 2014. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
- 2 An eligible member can signify its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to the company secretary by hand or by sending a copy of the signed resolutions in hard copy form by post to Rob Scott at AA Limited, Fanum House, Basing View, Basingstoke, Hampshire RG21 4EA or by email to [rob.scott@theaa.com](mailto:rob.scott@theaa.com). An eligible member can also signify its agreement to the resolutions by sending an email from its email address held by the Company for such purposes to Rob Scott at [rob.scott@theaa.com](mailto:rob.scott@theaa.com) identifying the resolutions and indicating its agreement to such resolutions.
- 3 These resolutions must be passed within 28 days following the circulation date. If the resolutions are not passed by this date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
- 4 A copy of these resolutions has been sent to the auditors.

