

Company Number: 5149111

**THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
of**

AA plc (the "Company")

Passed on Tuesday 9 June 2015

WEDNESDAY



A07 01/07/2015 #109
COMPANIES HOUSE

At the Annual General Meeting of the Company, which was held on 9 June 2015, the following special resolutions of the Company

- 15 That (subject to the passing of Resolution 14) the directors of the Company be and hereby are authorised pursuant to and in accordance with sections 570 and 573 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) wholly for cash pursuant to the authority conferred by Resolution 14 (set out in this Notice of AGM), as if section 561(1) of the 2006 Act did not apply to any such allotment provided that such power shall be limited to
- (a) the allotment of equity securities in connection with an offer by way of rights, open offer or other pre emptive offer to the holders of equity securities in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings of such securities or in accordance with the rights attached to them but subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, or legal or regulatory or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter, and
 - (a) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to a maximum aggregate nominal value of £27,700

The authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2016 or, if earlier, 15 months from the date of the passing of this Resolution, unless such authority is renewed prior to this time Under the authority hereby conferred the directors of the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares to be granted after such expiry and the directors of the Company may allot shares or grant rights to subscribe for, or convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired

- 16 That pursuant to the authorities contained in its articles of association ("Articles"), the Company be generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of Ordinary Shares on such terms and in such manner as the directors of the Company may think fit provided that

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 55,400,000,
- (b) the minimum price which may be paid for an Ordinary Share is 0 1 pence, such minimum price being exclusive of any advance corporation tax and any expenses,
- (c) the maximum price which may be paid for an Ordinary Share is the higher of (i) an amount equal to 105 per cent of the average of the market value for an Ordinary Share as derived from the London Stock Exchange plc Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased, and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the London Stock Exchange plc at the time the purchase is carried out, such maximum price being exclusive of any advance corporation tax and any expenses, and
- (d) this authority shall expire at the conclusion of the next annual general meeting of the Company to be held in 2016 or, if earlier, 15 months from the date of the passing of this Resolution, unless such authority is renewed prior to this time

Under the authority hereby conferred, the Company may before such expiry make an offer or agreement to purchase Ordinary Shares under this authority which would or might require to be executed wholly or partly after such expiry, and the Company may make a purchase of Ordinary Shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired

- 17 That a general meeting of the Company, other than an annual general meeting, may be called by notice of at least 14 clear days in accordance with the provisions of its Articles, provided that the authority of this Resolution shall expire on the conclusion of the annual general meeting of the Company to be held in 2016

Certified as a true extract



Mark Millar
Company Secretary