

Company Number: 5149111

**THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
of
AA plc (the "Company")**

Passed on Thursday 8 June 2017



At the Annual General Meeting of the Company, which was held on 8 June 2017, the following resolutions of the Company were duly passed as ordinary and special resolutions of the Company:

ORDINARY RESOLUTIONS

Resolution 14 – Authority to Allot Shares

That, in substitution for any existing authority, the directors of the Company (the 'Directors') be and hereby are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the '2006 Act') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

(a) up to an aggregate nominal amount of £203,229; and

(b) comprising equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £406,458 (such amount to be reduced by the nominal amount of any relevant securities allotted under paragraph (a) above): (A) in connection with an offer by way of a rights issue, to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practical) to their existing holdings; and (B) to holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, and so that the Directors may impose any limits or restrictions and make any arrangements which they 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.

The authority conferred by this Resolution 14 shall expire at the conclusion of the annual general meeting of the Company to be held in 2018 or, if earlier, at the close of business on 8 September 2018, unless such authority is renewed prior to this time. Under the authority conferred by this Resolution 14, the Directors 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 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.

SPECIAL RESOLUTIONS

Resolutions 15 – Disapplication of Pre-emption Rights

15. That (subject to the passing of Resolution 14) and in substitution for any existing authority the directors of the Company (the 'Directors') 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 Companies Act 2006 (the '2006 Act')) wholly for cash pursuant to the authority conferred by Resolution 14 and/or sell shares held by the Company as treasury shares for cash, as if section 561(1) of the 2006 Act did not apply to any such allotment or sale provided that such power shall be limited to:

(a) the allotment of equity securities (but, in the case of the authority granted under Resolution 14(b), by way of a rights issue only) 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 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/or

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to a maximum aggregate nominal value of £30,484 pursuant to the authority granted under Resolution 14(a).

The authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2018 or, if earlier, at the close of business on 8 September 2018, unless such authority is renewed prior to this time. Under the authority conferred by this Resolution 15 the Directors 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 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.

Resolution 17 – Company's Authority to Purchase its own Shares

That 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 Companies Act 2006 (the '2006 Act')) of ordinary shares in the capital of the Company ('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 60,968,826;

(b) the minimum price which may be paid for an Ordinary Share is 0.1 pence, such minimum price being exclusive of 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 expenses; and

(d) this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2018 or, if earlier, at the close of business on 8 September 2018, unless such authority is renewed prior to this time.