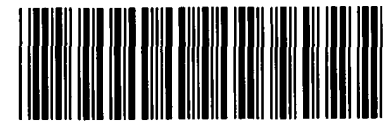


Company Number: 5149111

THE COMPANIES ACT 2006  
PUBLIC COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
of  
AA plc (the "Company")

MONDAY



A08 \*A9WWRML7\* 25/01/2021 #20  
COMPANIES HOUSE

Passed on Thursday 14 January 2021

At the General Meeting of the Company, which was held on 14 January 2021, the following special resolution was passed:

**THAT:**

- (a) for the purpose of giving effect to the scheme of arrangement dated 17 December 2020 between the Company and the Scheme Shareholders (as defined in the said scheme), a print of which has been produced to this meeting and for the purpose of identification signed by the Chair hereof, in its original form or subject to any modification, addition or condition agreed between the Company and Bidco and approved or imposed by the Court (the "**Scheme**"), the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (b) with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new articles 127 and 128:

**"127 SCHEME OF ARRANGEMENT**

127.1 For the purposes of this Article 127 and Article 128:

- "**AA Scheme**" means the scheme of arrangement dated 17 December 2020 under Part 26 of the 2006 Act between the Company and the Scheme Shareholders (as defined in the AA Scheme), in its original form or with or subject to any modification, addition or condition approved or imposed by the High Court of Justice of England and Wales and agreed by the Company and Bidco; and
- "**Bidco**" means Basing Bidco Limited, a private limited company incorporated in Jersey with registered number 132817.

**128 SCHEME OF ARRANGEMENT**

- 128.1 Notwithstanding any other provision of these articles, if the Company issues any shares (other than to Bidco, any holding company or subsidiary of Bidco or any nominee(s) of Bidco) after the adoption of this article and at or prior to the Scheme Record Time (as defined in the AA Scheme), such shares shall be issued subject to the terms of the AA Scheme and the holders of such shares shall be bound by the AA Scheme accordingly.
- 128.2 Notwithstanding any other provision of these articles, subject to the AA Scheme becoming effective, any shares issued to any person (other than to Bidco, any holding company or subsidiary of Bidco or any nominee(s) of Bidco) after the Scheme Record Time (a "**New Member**") (each a "**Post-Scheme Share**") shall be issued on terms that they shall on the Effective Date (as defined in the AA Scheme) or, if later, on issue (but subject to the terms of article 128.3 below), be immediately transferred to Bidco (or as it may direct) (the "**Purchaser**"), who shall be obliged to acquire each Post-Scheme Share in consideration of