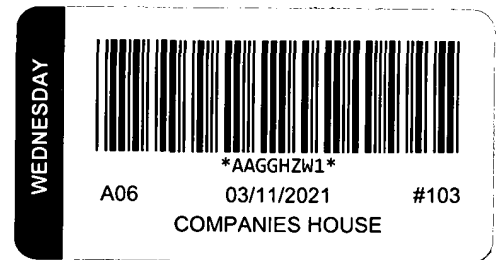


Company No: 05149111

**AA LIMITED**  
**(the "Company")**



**Written Resolutions of the Members of the Company**

**Circulation date:** 27 October 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the Directors propose that the following resolutions are passed (the "**Resolutions**"). Resolution 1 is proposed as an ordinary resolution. Resolution 2 is proposed as a special resolution.

**ORDINARY RESOLUTION**

- 1** That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £500,000,000, such authority to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire on 1 November 2022 but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this Resolution has expired.

**SPECIAL RESOLUTION**

- 2** That, subject to the passing of resolution 1, the Directors be authorised pursuant to and in accordance with Sections 570 and 573 of the Act to allot equity securities (as defined in Section 560 of the Act) wholly for cash pursuant to the authority conferred by Resolution 1 up to an aggregate amount of £500,000,000, as if Section 561(1) of the Act did not apply to such allotment. The authority conferred by this resolution shall expire on 1 November 2022, unless the authority is renewed prior to this date. Under the authority conferred by this Resolution, the Directors may, before the authority expires, make an offer or enter into an 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 in pursuance of such offer or agreement as if the relevant authority conferred in this resolution had not expired.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being persons entitled to vote on the Resolutions on 27 October 2021, hereby irrevocably agree to the Resolutions:

Signed by **Basing Bidco Limited**

DocuSigned by:  
*James D'Gara*  
628AC726A03A489.....

Date

27 October 2021  
.....

**NOTES:**

- 1** If you agree with the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to cosec@TheAA.com. Please enter "Written resolutions dated 27 October 2021" in the e-mail subject box.
- 2** If you have received the Resolutions by e-mail you may also indicate your agreement by replying to the original e-mail containing the Resolutions. For your agreement to be valid you must state your name and that you irrevocably agree to the Resolutions.
- 3** If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4** Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5** Unless, by midnight on 23 November 2021, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.