

THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014

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**NOTICE OF CONDITIONAL REDEMPTION
TO THE HOLDERS OF AA BOND CO LIMITED**

£280,000,000 6.500% SUB-CLASS B3 FIXED RATE NOTES DUE 2026/2050

ISIN Number: XS2291336167, Common Code: 229133616 (Regulation S)

ISIN Number: XS2291336241, Common Code: 229133624 (Rule 144A)

Dated: 19 July 2024

*THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF
NOTEHOLDERS*

If noteholders are in any doubt about the contents of this notice or the action they should take they should consult a person authorised under the Financial Services and Markets Act 2000 to advise on notes such as their stockbroker, solicitor, tax adviser, accountant or other financial adviser.

- 1** Reference is made to the class B note trust deed dated 2 July 2013 between AA Bond Co Limited as Issuer (the “**Company**”) and Deutsche Trustee Company Limited as Class B Note Trustee, as amended and/or amended and restated and/or supplemented on 13 April 2015 and on 29 January 2021 (the “**Note Trust Deed**”), pursuant to which the Company has issued the £280,000,000 6.500% Sub-Class B3 Fixed Rate Notes due 2026/2050 (the “**Class B3 Notes**”).
- 2** Capitalised terms used herein but not otherwise defined shall have the respective meanings ascribed to them in the Note Trust Deed.
- 3** Pursuant to Condition 5.2(d) of the Class B3 Notes, the Company hereby notifies the Class B3 Noteholders, the Class B Note Trustee, the Class B Registrar and the Class B Principal Paying Agent of the redemption of part of the Class B3 Notes subject as set out herein and provides the following information:

 - (a) Pursuant to clause 7.1(c) (*Optional Prepayment*) of the Class B3 IBLA, the Company has received a conditional notice of prepayment from the Borrower under the Class B3 IBLA of the Borrower’s intention to prepay the Class B3 IBLA Advance in part in accordance with the Class B3 IBLA.
 - (b) Subject to the satisfaction or waiver of the Conditions Precedent (defined below) by the Company, the Company intends to apply the principal funds received from the prepayment by the Borrower of the Class B3 IBLA Advance to redeem in part the Class B3 Notes on 31 July 2024 (such date, the “**Redemption Date**”), with the redemption payment being made to the holders of record of the Class B3 Notes as of the Clearing System Business Day before the Redemption Date (the “**Record Date**”).
 - (c) Assuming satisfaction or waiver of the Conditions Precedent (as defined below), in accordance with Condition 5.2(d) of the Class B3 Notes, the Class B3 Notes will be

redeemed at an amount equal to a proportion of their Principal Amount Outstanding plus accrued and unpaid interest, Deferred Interest Amounts and any accrued but unpaid interest thereon and Additional Amounts, if any (up to but excluding the Redemption Date) (the “**Redemption Amount**”).

- (d) The Redemption Amount for the Class B3 Notes will be £162,870,875, which includes (i) the principal amount of the partial redemption of £155,300,000 at the redemption price of 101.625% and (ii) the accrued but unpaid interest on the Principal Amount Outstanding to be redeemed of £5,047,250. There are no Deferred Interest Amounts or Additional Amounts.
- (e) Pursuant to Condition 4.1 (*Period of accrual*) of the Class B3 Notes, unless, upon due presentation, payment of principal is improperly withheld or refused or default is otherwise made in respect of the payment, in which event interest will continue to accrue, interest will cease to accrue from (and including) the Class B3 Notes on the Redemption Date.
- (f) Pursuant to Condition 5.2(d) of the Class B3 Notes, any redemption of the Class B3 Notes under Condition 5.2(d) may, at the Company’s discretion, be subject to the satisfaction of one or more conditions precedent. The Company’s obligation to redeem any of the Class B3 Notes on the Redemption Date is conditional upon:
 - (i) completion of the acquisition by Stonepeak Partners LP or an affiliate thereof of a minority stake in Basing Topco and the receipt by Basing Topco of an amount of not less than £180,000,000 from Stonepeak Partners LP or an affiliate thereof, in connection with such acquisition (the “**Stonepeak Equity Injection**”); and
 - (ii) the Borrower having received the proceeds of the Stonepeak Equity Injection in the amount of at least £157,823,625,(together, the “**Conditions Precedent**”).
- (g) Pursuant to Condition 5.2(d) of the Class B3 Notes, in the Company’s sole discretion:
 - (i) on a date occurring no later than the Redemption Date, the Redemption Date and the corresponding Record Date may be moved to an earlier date (but in no case shall the Redemption Date be fewer than 10 days following the date of this Notice of Conditional Redemption). In the event that the Redemption Date is moved to an earlier date, the Company shall issue a supplemental notice to this Notice of Conditional Redemption indicating the new redemption date and corresponding new redemption amount and record date (as so moved) with such notice to be issued no later than the new redemption date; and
 - (ii) on a date occurring no later than the Redemption Date, the Redemption Date and the corresponding Record Date may be moved to a later date (but in no case shall the Redemption Date be more than 60 days following the date of this Notice of Conditional Redemption). In the event that the Redemption Date is moved to a later date, the Company shall issue a supplemental notice to this Notice of Conditional Redemption indicating the new redemption date and corresponding new redemption amount and record date (as so moved) with such notice to be issued no later than the Redemption Date.

- (h) None of the Class B3 Notes shall be deemed due and payable on the Redemption Date (or by the redemption date as moved in accordance with the foregoing paragraph (g)) unless and until the Conditions Precedent are satisfied or waived by the Company.
- (i) The Company may, in its sole discretion, revoke this Notice of Conditional Redemption at any time prior to the Redemption Date (or the redemption date as moved in accordance with paragraph (g) above) by issuing a notice of revocation of this Notice of Conditional Redemption (or any supplemental notice to this Notice of Conditional Redemption as the case may be) to the Class B3 Noteholders, the Class B Note Trustee and Class B Principal Paying Agent. If, in the sole discretion of the Company, the Conditions Precedent are not, or will not be, satisfied or waived by the date occurring 60 days after the date of this Notice of Conditional Redemption, the redemption will be revoked and the Company will provide notice to the Class B3 Noteholders, the Class B Note Trustee and Class B Principal Paying Agent of the revocation of this Notice of Conditional Redemption or any supplemental notice to this Notice of Conditional Redemption no later than the 60th day after the date of this Notice of Conditional Redemption.
- (j) Deutsche Bank AG, London Branch is the Class B Principal Paying Agent and has the following address:

Address: 21 Moorfields, London EC2Y 9DB
Attention: TSS (ABS Group – EMEA)
- (k) The method of delivery is at the option and risk of the Class B3 Noteholder. Payment of the Redemption Amount in respect of any Class B3 Notes that are held in book-entry form will be made to the relevant clearing system, which will distribute such payments to participants in accordance with their customary procedures.
- (l) The Common Code and ISIN numbers are included solely for the convenience of the Class B3 Noteholders. The Company is not responsible for the use or selection of these numbers, nor is any representation made as to the correctness or accuracy of such numbers printed on the Class B3 Notes or as listed in this Notice of Conditional Redemption.
- (m) A copy of this Notice of Conditional Redemption is being sent to all holders of record of the Class B3 Notes.

Questions regarding this Notice of Conditional Redemption should be directed to the Company at:

Investors

Tim Allen: investorrelations@theaa.com

Media

Teneo: +44 020 7260 2700

This Notice of Conditional Redemption is given by:

T. Markay

AA BOND CO LIMITED