

# Supplement to the Base Prospectus dated 24 June 2022

## AA Bond Co Limited

*(a public limited company incorporated in Jersey with registered no. 112992)*

**£5,000,000,000**

### **Multicurrency Programme for the Issuance of Class A Notes**

This Supplement (the “**Supplement**”) is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 24 June 2022, as supplemented by a supplementary prospectus on 12 January 2023 (the “**Base Prospectus**”), prepared by AA Bond Co Limited (the “**Issuer**”) in connection with its multicurrency programme for the issuance of a single class of Class A Notes designated as the Class A Notes (the “**Programme**”) in an amount up to £5,000,000,000 in aggregate principal amount of notes (the “**Notes**”). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the “**Central Bank**”), as competent authority under Regulation (EU) 2017/1129 as supplementary Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 (the “**Prospectus Regulation**”). The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer nor as an endorsement of the quality of the Notes that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes. This Supplement comprises a supplement for the purposes of Article 23 of the Prospectus Regulation.

## **IMPORTANT NOTICES**

The Issuer accepts responsibility for the information contained in this Supplement and declares that the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement or in the document incorporated by reference in, and forming part of, this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

## AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

### 1 Documents Incorporated by Reference

The following documents which have previously been published, and have been filed with the Central Bank of Ireland, are incorporated by reference in and form a part of this Supplement:

- (A) The audited financial statements of the Issuer as at and for the year ended 31 January 2023. A link to these financial statements is available at <https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202306/5ca53e3d-5fab-4821-a620-b16cdd921cd2.pdf>
- (B) The audited consolidated financial statements and strategic review of Holdco as at and for the year ended 31 January 2023 contained in the Annual Report and Financial Statements of Holdco for the year ended 31 January 2023. A link to the Annual Report and Financial Statements of Holdco for the year ended 31 January 2023 is available at <https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202306/81c2fff4-a801-4398-b0c1-56d7fb4ba248.pdf>
- (C) The audited financial statements of the Borrower as at and for the year ended 31 January 2023. A link to these financial statements is available at <https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202306/787e1430-198a-4f8d-becc-ce6a70e2e270.pdf>
- (D) The audited financial statements of AADL as at and for the year ended 31 January 2023. A link to these financial statements is available at <https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202306/a7d47f76-f079-4ec4-ae11-261010b7f300.pdf>
- (E) The audited financial statements of AAISL as at and for the year ended 31 January 2023. A link to these financial statements is available at <https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202306/4deca2e5-9ddd-4dbb-8028-e9ae943cab22.pdf>

### 2 Significant or Material Change

- (F) Save as disclosed in this Supplement, there has been (a) no material adverse change in the financial position or prospects; (b) no significant change in the financial position; and (c) no significant change in the financial performance, of the Issuer since 31 January 2023.
- (G) Save as disclosed in this Supplement, there has been (a) no material adverse change in the prospects; (b) no significant change in the financial position; and (c) no significant change in the financial performance, of the Borrower since 31 January 2023.
- (H) Save as disclosed in this Supplement, there has been (a) no material adverse change in the prospects; (b) no significant change in the financial position; and (c) no significant change in the financial performance, of Holdco since 31 January 2023.
- (I) There has been (a) no material adverse change in the prospects; (b) no significant change in the financial position; and (c) no significant change in the financial performance, of AADL since 31 January 2023.
- (J) There has been (a) no material adverse change in the prospects; (b) no significant change in the financial position; and (c) no significant change in the financial performance, of AAISL since 31 January 2023.

### 3 Amendment to the Base Prospectus

The following text shall be deemed to be incorporated in, and to form a part of, the Base Prospectus, and to replace the text and the heading in the Base Prospectus under “Risk Factors—Risks Relating to Our Business and Industry—We may make acquisitions or disposals in the future, which transactions may not achieve the

expected results or may expose us to contingent or other liabilities and may have a material adverse effect on our business, prospects, financial condition and results of operations.”:

**“We or our shareholders may undertake strategic transactions, such as acquisitions, disposals, capital raises or share transfers, and such transactions may not achieve the expected results, may expose us to contingent or other liabilities, may change our capital or governance structures and may have a material adverse effect on our business, prospects, financial condition and results of operations.**

We and our shareholders have from time to time considered, are now considering and intend to continue to consider opportunistic strategic transactions, which could involve acquisitions or disposals of businesses or assets that could result in shifts in the current mix of our product and services offerings or which could involve capital raises or other transactions impacting our ownership that could change our capital or governance structures.

For any acquisitions which we identify, we will need to conduct appropriate due diligence, including, as appropriate, an assessment of the adequacy of claims reserves, an assessment of the recoverability of reinsurance and other balances, enquiries with regard to outstanding litigation and consideration of local regulatory and taxation matters. Consideration will also need to be given to potential costs, risks and issues in relation to the integration of any proposed acquisitions with our existing operations. However, the due diligence undertaken may not be accurate or complete, and such due diligence may not identify or mitigate all material risks to which the entity being acquired is exposed, including contingent or unanticipated liabilities. In addition, the integration of any proposed acquisition may not be successful or in line with our expectations and may pose a disruption to our ongoing business. We also may not obtain appropriate or adequate contractual representations, warranties and indemnities in connection with any acquisition. We may also provide representations, warranties and indemnities to counterparties on any disposal, which have in the past and may in the future result in claims being asserted against us by the applicable counterparties. Any acquisitions or dispositions of businesses or assets and shifts in the current mix of our product and services offerings may divert managerial attention and resources from our business objectives.

Any other strategic transactions undertaken by our shareholders, including capital raises or share transfers, may be undertaken for reasons in the interests of the shareholders and not necessarily in the sole interest of the AA Group. Such transactions could result in a change in our capital or governance structures, new shareholders with interests which may be different to those of our existing shareholder or the holders of our Notes, or changes of control. Even if such transactions are initiated by certain of our shareholders, such transactions may consume management time.

If we enter into strategic transactions in the future, related accounting charges may affect our business, financial condition and results of operations, particularly in the case of any acquisitions. Any acquisition, disposal, capital raise or share transfer may result in changes to our capital structure, including the incurrence of additional indebtedness or the refinancing or repayment of our outstanding indebtedness, as applicable. There can be no guarantee that we will be able to identify appropriate acquisition targets or opportunities for disposals or sources of additional capital in the future and, even if we identify an attractive opportunity, we or our shareholders may not be able to complete the acquisition or disposal or capital raise successfully based on limited financial resources, onerous regulatory requirements or lack of sources of capital. Losses resulting from acquisitions or

disposals could damage our brand and reputation and could have a material adverse effect on our business, prospects, financial condition and results of operations.”

#### **4 Documents Available**

For so long as the Programme remains in effect or any Class A Notes shall be outstanding, physical copies of the documents incorporated by reference in this Supplement may be inspected during normal business hours at the specified offices of the Issuer at 3<sup>rd</sup> Floor 44 Esplanade, St Helier, Jersey, JE4 9WG and at the offices of the Class A Principal Paying Agent during usual business hours.