



In the High Court of Justice
No. CR-2020-004289
Business and Property Courts of England and Wales
Companies Court (ChD)
In the matter of AA plc
and in the matter of the Companies Act 2006

Court Meeting of AA plc (**AA** or the **Company**) to be convened at 11.00 a.m. on 14 January 2021.

Please read the Notes on the reverse of the Attendance Card before completing this Form of Proxy in black ink.

In light of the ongoing COVID-19 outbreak, it has been necessary to make some important changes to the way in which the Court Meeting will be conducted. To ensure the safety of all stakeholders, the AA Directors must insist that AA Shareholders do not attend the Court Meeting in person. Any holders of Scheme Shares, proxies (other than the Chair of the Court Meeting) or corporate representatives who do seek to attend will not be granted access to be meeting in person. Shareholders' right to attend the meeting shall be limited to participation through the conference call facility described further in Note 16.



AA plc
Court Meeting Form of Proxy



Voting ID

Task ID

Shareholder Reference Number

I/We hereby appoint the Chair of the Court Meeting; or

NB: Leave 'name of proxy' box blank to appoint the Chair as your proxy. Leave 'number of shares proxy appointed over' box blank to vote all of your shares.

Name of proxy

Number of shares proxy appointed over

to be my/our proxy to exercise all or any of my/our rights to speak and vote on my/our behalf at the Court Meeting of AA plc, to be held at 11.00 a.m. on 14 January 2021 and at any adjournment thereof. I/We appoint my/our proxy to vote in the manner indicated below (see Notes 4, 5 and 6).

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 6).

If you wish to vote for the Scheme, sign in the box marked 'FOR', or if you wish to vote against the Scheme, sign in the box marked 'AGAINST'.

PLEASE SIGN IN ONLY ONE OF THE BOXES BELOW. THIS FORM MUST BE SIGNED IN ORDER TO BE VALID. HOWEVER, IF YOU SIGN MORE THAN ONE BOX THIS FORM OF PROXY WILL BE INVALID (see Note 5).

FOR the said Scheme

AGAINST the said Scheme

Date

Please post this Form of Proxy (no envelope or stamp required if posting from the UK) to Equiniti so as to be received by Equiniti no later than 11.00 a.m. on 12 January 2021 (see Note 11). Alternatively, you can submit your proxy electronically using the numbers above (see Note 11) or through CREST using the CREST electronic proxy appointment service (see Note 12).

Please sign and return this Form of Proxy whether or not you plan to use the conference call facility to participate in the Court Meeting.



Notes to Form of Proxy

- All capitalised but undefined terms in the Form of Proxy and these Notes shall have the same meaning as set out in the Scheme Document made available to shareholders on or around 17 December 2020.
- Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting. Before completing the Form of Proxy, please also read the sections entitled 'Action to be Taken' in the Scheme Document. You can access the Scheme Document and Notice of Court Meeting at www.theapl.com/investors by following the link from the home page to the transaction website.
- Only holders of Scheme Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A member so entitled may appoint one or more proxies, who need not be members. Due to measures implemented by the UK Government to combat the COVID-19 pandemic, holders of Scheme Shares and/or proxies (other than the Chair of the Court Meeting) will not be able to attend the Court Meeting in person. A holder of Scheme Shares is therefore strongly encouraged to appoint the Chair of the Court Meeting to exercise all or any of his/her rights to vote on his/her behalf. The Chair of the Court Meeting is willing to be your proxy. The Chair of the Court Meeting may only be appointed as proxy using the procedures set out on the Form of Proxy and in these notes.
- The Form of Proxy gives your proxy(ies) full rights to speak via the conference call facility and vote. If you wish to restrict the rights of your proxy(ies), please cross out either or both of the words 'speak via the conference call facility' or 'vote' as appropriate.
- Please sign in one of the boxes to show how you wish your vote to be cast. The form must be signed in order to be valid. However, if you sign more than one box, the Form of Proxy will be invalid. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to any other business (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
- If you wish to appoint a proxy other than the Chair of the Court Meeting, please insert their name in the space provided and delete 'the Chair of the Court Meeting'. To appoint more than one proxy, you should either photocopy the Form of Proxy or request additional Form(s) of Proxy and indicate next to each proxy's name the number of shares in relation to which you authorise them to act as your proxy. If you have appointed multiple proxies please also mark the box where indicated. To obtain additional Forms of Proxy, please contact Equiniti as described in Note 20. If you appoint a person other than the Chair of the Court Meeting, as your proxy, you must also make a request for the appointed proxy to attend the Court Meeting by telephone to represent you, as described in Note 16.
- If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. In the case of a joint holding, only the senior holder may sign. If the shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- Any alterations to the Form of Proxy should be initialled.
- Completion and return of the Form of Proxy will not prevent you from participating via the conference call facility or voting using the poll card method described in Note 16 at the Court Meeting or any adjournment thereof.
- In the case of joint holders, only the vote of the senior holder, whether in person or by proxy, will be accepted. For this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- The Form of Proxy may be posted to Equiniti Limited at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. To be valid, the Form of Proxy should be received by Equiniti no later than 11.00 a.m. on 12 January 2021. A stamp is not required if posted in the UK. Alternatively, electronic proxy appointment ('EPA') is available for the Court Meeting whereby you can lodge your votes electronically. If you have not registered with the Equiniti online portfolio service, Shareview, and would prefer to use the EPA system, please visit www.sharevote.co.uk where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on the Form of Proxy will be required to complete the procedure. If you have already registered with Shareview, you may complete the EPA via your portfolio at www.shareview.co.uk. EPA will not be valid if received after 11.00 a.m. on 12 January 2021 and will not be accepted if found to contain a computer virus.
- The CREST electronic proxy appointment service is available for the Court Meeting. To use this service, CREST members should transmit a CREST proxy instruction using the procedures described in the CREST Manual, so as to reach AA's registrar, Equiniti (CREST participant ID RA 19), by no later than 11.00 a.m. on 12 January 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Equiniti is able to retrieve the message. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual can be viewed at www.euroclear.com.
- You can change your proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time has passed will be disregarded. Where two or more Forms of Proxy are delivered for use in respect of the same shares, the one which has been delivered last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which Form of Proxy was delivered last, none of the forms shall be treated as valid.
- An electronic proxy appointment may be revoked completely by sending an authenticated CREST message or by accessing your account at www.shareview.co.uk and instructing the removal of your proxy vote. In the case of written proxy instructions submitted on a Proxy Form, you will need to inform the Company by sending a signed written statement, clearly stating your intention to revoke your proxy appointment to Equiniti at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or by lodging proxy votes electronically through CREST or at www.sharevote.co.uk. Any revocation notice must be received by Equiniti no later than 11.00 a.m. on 12 January 2021.
- The right to appoint a proxy does not extend to a 'Nominated Person', that is, someone to whom the Notice of Court Meeting is sent because they have been nominated to enjoy information rights, under section 146 of the Companies Act 2006.
- Shareholders, proxies (other than the Chair of the Court Meeting) and corporate representatives may listen to, and ask questions in relation to, the business of the Court Meeting using a conference call facility. Any shareholder, proxy or corporate representative wishing to participate in the Court Meeting by telephone (or to enable their proxy or corporate representative to do so) should contact proxyvotes@equiniti.com, including their full name and Shareholder Reference Number, by no later than 6.30 p.m. on 12 January 2021 to receive the invitation to access the Court Meeting. Once your details have been verified, you will be issued with the dial-in details to join the Court Meeting, together with a poll card for the Court Meeting. If you wish to vote following the Court Meeting, you must return the relevant poll card by email to proxyvotes@equiniti.com within 30 minutes of the conclusion of the General Meeting in accordance with the instructions that will be set out on the poll cards. Please note that you are still strongly encouraged to sign and return your Form of Proxy designating the Chair of the Court Meeting as your proxy, regardless of whether you intend to use the conference call facility to participate in the Court Meeting.
- Pursuant to the Company's Articles of Association, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.30 p.m. on the day which is two days (excluding non-working days) before the date of the Court Meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- You may not use any electronic address provided either on the Form of Proxy, in these Notes, in the Notice of Court Meeting or in any related documents to communicate with AA plc for any purposes other than those expressly stated.
- The results of the voting at the Court Meeting will be announced through a Regulatory Information Service as soon as practicable and will appear on AA's website, www.theapl.com/investors.
- If you have any questions relating to the Form of Proxy, please telephone 0333 207 6536 from within the UK or on +44 333 207 6536 if calling from outside the UK between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday (except public holidays in England and Wales). Please note that the Shareholder Helpline cannot provide advice on the merits of the Acquisition or the Scheme nor give any financial, legal or tax advice.

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