



General Meeting of AA plc (AA or the **Company**) to be held at 11.15 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 General Meeting will be conducted. To ensure the safety of all stakeholders, the AA Directors must insist that AA Shareholders do not attend the General Meeting in person. Any AA Shareholders, proxies (other than the Chair of the General Meeting) or corporate representatives who do seek to attend will not be granted access to the meeting in person. Shareholders' right to attend the meeting shall be limited to participation through the conference call facility described further in Note 17.

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AA plc
General Meeting Form of Proxy

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Voting ID

Task ID

Shareholder Reference Number

I/We hereby appoint the Chair of the General 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 via the conference call facility and vote on my/our behalf at the General Meeting to be held at 11.15 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).

Please indicate by placing an 'X' in black ink in the appropriate box below how you wish your vote to be cast on the Special Resolution (see Notes 5 and 7). If you mark more than one of the boxes below, this Form of Proxy will be invalid.

Special Resolution

To give effect to the Scheme, as set out in the Notice of General Meeting, including the amendments to AA plc's Articles of Association.

For Against Withheld

Signature (see Note 8)

Date

Please post this Form of Proxy (no envelope or stamp required if posting from the UK) to Equiniti (see Note 12). Alternatively, you can submit your proxy electronically using the numbers above (see Note 12) or through CREST using the CREST electronic proxy appointment service (see Note 13). To be valid, your Form of Proxy needs to have been received by Equiniti no later than 11.15 a.m. on 12 January 2021.

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

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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 General Meeting, with explanatory notes, are set out in the Notice of General 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 General Meeting at www.theaapl.com/investors by following the link from the home page to the transaction website.
- Only shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. Due to measures implemented by the UK Government to combat the COVID-19 pandemic, shareholders and/or any proxies (other than the Chair of the General Meeting) will not be able to attend the General Meeting in person. Each shareholder is therefore strongly encouraged to appoint the Chair of the General Meeting to exercise all or any of his/her rights to vote on his/her behalf. The Chair of the General Meeting is willing to be your proxy and will vote in accordance with your instructions. The Chair of the General 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 you feel appropriate.
- Please indicate with an 'X' in the boxes how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn), which may come before the General Meeting.
- If you wish to appoint a proxy other than the Chair of the General Meeting, please insert their name in the space provided and delete 'the Chair of the General 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 22. If you appoint a person other than the Chair of the General Meeting as your proxy, you must also make a request for the appointed proxy to attend the General Meeting by telephone to represent you, as described in Note 17.
- The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the resolution.
- 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 17 at the General 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 11.15 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 General 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.shareview.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 11.15 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 General 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 11.15 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.
- 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 11.15 a.m. on 12 January 2021.
- 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.
- The right to appoint a proxy does not extend to a 'Nominated Person', that is, someone to whom the Notice of General 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 General Meeting) and corporate representatives may listen to, and ask questions in relation to, the business of the General Meeting using a conference call facility. Any shareholder, proxy or corporate representative wishing to participate in the General 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 General Meeting. Once your details have been verified, you will be issued with the dial-in details to join the General Meeting, together with a poll card for the General Meeting. If you wish to vote following the General 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 General Meeting as your proxy, regardless of whether you intend to use the conference call facility to participate in the General 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 General 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 General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- The results of the voting at the General Meeting will be announced through a Regulatory Information Service as soon as practicable and will appear on the Company's website, www.theaapl.com/investors.
- The Company reserves the absolute right to refuse entry to the General Meeting to any AA Shareholders who attempt to attend in person.
- 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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