

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

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA (THE “UNITED STATES”) OR IN OR INTO ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.**

3 February 2023

Further to the announcements made by AA Senior Co Limited (the “**Borrower**”) on 23 January 2023 (the “**Launch Announcement**”) and 27 January 2023 (the “**Maximum Acceptance Amount Announcement**”, and together with the Launch Announcement, the “**Previous Announcements**”) in relation to the invitation to eligible holders (subject to certain offer and distribution restrictions) of the £550,000,000 4.875% Fixed Rate Sub-Class A7 Notes due 2024/2043 issued by AA Bond Co Limited (the “**Issuer**”) (ISIN: XS1856940462) (of which £550,000,000 in aggregate principal amount is outstanding) (the “**Notes**”) to tender their Notes for purchase by the Borrower for cash in an aggregate principal amount of no more than the Maximum Acceptance Amount (the “**Offer**”), the Borrower today announces i) confirmation of the Maximum Acceptance Amount; ii) the aggregate principal amount of the Priority Notes and the Tender Only Notes validly tendered; iii) the Acceptance Amount; iv) that there will be no Scaling Factor applied; and v) the aggregate principal amount of the Notes that will remain outstanding following completion of the Offer.

The Offer was made on the terms and was subject to the conditions set out in the tender offer memorandum dated 23 January 2023 (the “**Tender Offer Memorandum**”).

Capitalised terms used in this announcement but not otherwise defined have the meanings given to them in the Tender Offer Memorandum.

### **Final Results**

The Expiration Deadline for the receipt of valid Tender Instructions in order for Noteholders to participate in the Offer was 4.00 p.m. (London time) on 2 February 2023. As at the Expiration Deadline, a total of £307,521,000 in aggregate principal amount of Priority Notes and Tender Only Notes was validly tendered for purchase pursuant to the Offer.

As announced in the Maximum Acceptance Amount Announcement, the Borrower confirms that the Maximum Acceptance Amount is £400,000,000. The Borrower has decided to set the Acceptance Amount at £307,521,000 in aggregate principal amount of Notes.

Accordingly, as the aggregate principal amount of Priority Notes and Tender Only Notes validly tendered for purchase does not exceed the Maximum Acceptance Amount, the Borrower has accepted all Notes validly tendered for purchase, subject to the New Financing Condition.

Subject to the New Financing Condition, the expected Settlement Date for the Offer is 7 February 2023. Following settlement of the Offer, £242,479,000 in aggregate principal amount of the Notes will remain outstanding.

### **For Further Information**

A complete description of the terms and conditions of the Offer is set out in the Tender Offer Memorandum. Further details about the transaction can be obtained from:

## DEALER MANAGERS

### **Barclays Bank PLC**

1 Churchill Place  
London E14 5RB

Telephone: +44 20 3134 8515

Attention: Liability Management Group

Email: [eu.lm@barclays.com](mailto:eu.lm@barclays.com)

### **Lloyds Bank Corporate Markets plc**

10 Gresham Street  
London EC2V 7AE

United Kingdom

Telephone: +44 207 158 1726 / 1719

Email: [LBCMLiabilityManagement@lloydsbanking.com](mailto:LBCMLiabilityManagement@lloydsbanking.com)

## TENDER AGENT

### **Kroll Issuer Services Limited**

The Shard

32 London Bridge Street

London SE1 9SG

United Kingdom

Telephone: +44 207 704 0880

Attention: Jacek Kusion

Email: [theaa@is.kroll.com](mailto:theaa@is.kroll.com)

Website: <https://deals.is.kroll.com/theaa>

This announcement is released by the Borrower and contains information that qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (“**MAR**”), encompassing information relating to the Offer described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Thomas Mackay, Director at the Borrower.

## **Disclaimer**

This announcement must be read in conjunction with the Previous Announcements and the Tender Offer Memorandum. The offer period for the Offer has now expired and no further tenders of Notes may be made. No offer or invitation to acquire any securities is being made pursuant to this announcement. The distribution of this announcement, the Previous Announcements and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Previous Announcements and/or the Tender Offer Memorandum comes are required by each of the Borrower, the Issuer, Obligors, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.