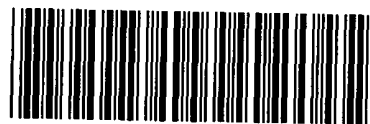


AA SENIOR CO LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2020

Registered number: 05663655

TUESDAY



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AA SENIOR CO LIMITED
FOR THE YEAR ENDED 31 JANUARY 2020

STRATEGIC REPORT

The directors present their report and audited financial statements of AA Senior Co Limited ("the Company") for the year ended 31 January 2020.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The Company is a wholly owned subsidiary of AA Acquisition Co Limited.

The principal activity of the Company is that of a financing company.

The outbreak of COVID-19 has resulted in a pandemic causing significant disruption across the globe. The impact on society is reflected in business closures, restrictions on movement, home working and cancellations of sporting and other events. This is expected to lead to an economic downturn.

The recent volatility in financial markets is being monitored by management who have assessed that the Company remains in a robust position to continue to perform its primary activity. The impact of COVID-19 is continuing to evolve at a fast pace but we do not expect there to be any material financial impact on the Company at the time of writing.

As shown in the Company's Income statement, the Company incurred finance costs of £144.3m (2019: £155.5m) in the year to 31 January 2020 and made a profit for the year of £11.7m (2019: £3.1m), due to income from subsidiary undertakings and an income tax credit receivable for the year.

The statement of financial position shows the Company's financial position at the year end. The Company has net assets of £429.4m (2019: £417.7m).

Management deem these figures to be the key performance indicators of the Company.

There are currently no plans to alter the principal activity of the Company going forward and the Company expects to continue to be a financing company.

The directors have had regard to the matters set out in section 172(1) (a) to (f) when performing their duty under section 172 of the Companies Act 2006. For details of how this is accomplished across the AA plc group, refer to page 25 of AA plc's Annual Report, with whom the Company shares common directorship and management structure.

RISK MANAGEMENT FRAMEWORK

The Company is part of the AA plc group which has developed an embedded enterprise risk management process that facilitates the identification, assessment, escalation and mitigation of the Company's risk exposure across every aspect and activity of the business. This framework enables the business to manage risk using predefined assessment criteria to ensure residual risk levels are in line with the Board's agreed risk appetite.

The AA plc group has put in place rigorous procedures and controls designed to prevent significant risks to the business occurring or to mitigate their effects if they should occur. These controls are monitored by the Risk, Compliance and Internal Audit functions to ensure they are working effectively

The principal risks and uncertainties facing the Company are considered to be:

Financial Risk

Financial risks are managed centrally by the group treasury team taking into account the Company's position as part of the group with due consideration being given to the impact of transactions with other group entities.

AA SENIOR CO LIMITED
FOR THE YEAR ENDED 31 JANUARY 2020

STRATEGIC REPORT (continued)

RISK MANAGEMENT FRAMEWORK (continued)

The Company is an obligor of the financial indebtedness of the AA Intermediate Co Limited group which ringfences its debt within a whole business securitisation (WBS) structure. AA Intermediate Co Limited is a parent undertaking of the Company and part of the AA plc group. The viability and financial success of the Company is therefore tied to the viability and financial success of the AA Intermediate Co Limited group. No material uncertainties have been identified that would cast doubt over the financial success of the AA Intermediate Co Limited group. For more detail see the AA plc group's viability statement on page 37 of its annual report which discusses the assumptions which underpin this assessment.

ON BEHALF OF THE BOARD



M NEVILLE
DIRECTOR
12 June 2020

Registered Office: Fanum House, Basing View, Basingstoke, Hampshire RG21 4EA
Registered number: 05663655

AA SENIOR CO LIMITED
FOR THE YEAR ENDED 31 JANUARY 2020
DIRECTORS' REPORT

DIRECTORS

The directors who held office during the year and up to the date of signing the financial statements were as follows:

| | |
|-----------------|----------------------------|
| M A Clarke | (Resigned 29 April 2019) |
| G Pritchard | (Resigned 2 August 2019) |
| M W Strickland | (Resigned 6 January 2020) |
| M Neville | (Appointed 2 August 2019) |
| K J Dangerfield | (Appointed 6 January 2020) |

COMPANY SECRETARY

N Hoosen

DIRECTORS' INDEMNITY

The Company maintains directors' and officers' liability insurance, which gives appropriate cover for any legal action brought against its directors and officers. The Company has also granted indemnities to its directors and officers against all losses and liabilities incurred in the discharge of their duties, to the extent permitted by law. This is a qualifying third-party indemnity provision and was in force throughout the financial year and at the date of approval of the financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

AA SENIOR CO LIMITED

FOR THE YEAR ENDED 31 JANUARY 2020

DIRECTORS' REPORT (continued)

DIRECTORS' CONFIRMATIONS

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

GOING CONCERN

The Company's business activities and its exposure to financial risks are described in the business review and risk management framework sections on pages 1 and 2.

The directors believe that the Company has adequate financial resources due to the available cash resources of the AA plc group and more specifically, the AA Intermediate Co Limited group, which can be drawn upon.

For the AA plc group's longer-term viability, it remains a key assumption of its directors that the AA plc group continues to have ready access to both public debt and equity markets to enable its borrowings to be refinanced in due course. The AA plc group directors have reviewed projected cash flows, which have been updated for the potential impact of COVID-19, for a period of one year from the date of signing these financial statements and have concluded that the AA plc group has sufficient funds to continue trading for this period and the foreseeable future. For more detail see the AA plc group's viability statement on page 37 of its annual report. This assessment has been reviewed by the directors of the Company in the context of its status as an obligor of the WBS and as a result, the directors believe that the Company is well placed to manage its business risks successfully using the risk management framework described in the Strategic Report and that the residual risks being taken by the Company are commensurate with its financial resources.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

DIVIDENDS

The Company has not paid a dividend in the year (2019: £nil) and the directors do not propose the payment of a final dividend (2019: £nil). The Company received dividends of £129.5m (2019: £129.4m) from subsidiary undertakings.

INDEPENDENT AUDITORS

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and PricewaterhouseCoopers LLP will therefore continue in office.

ON BEHALF OF THE BOARD



M NEVILLE
DIRECTOR

12 June 2020

Registered Office: Fanum House, Basing View, Basingstoke, Hampshire RG21 4EA
Registered number: 05663655

Independent auditors' report to the members of AA Senior Co Limited

Report on the audit of the financial statements

Opinion

In our opinion, AA Senior Co Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 January 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: Statement of financial position as at 31 January; the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' report for the year ended 31 January 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements set out on page 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Stuart Newman

Stuart Newman (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
12 June 2020

AA SENIOR CO LIMITED

**INCOME STATEMENT
FOR THE YEAR ENDED 31 JANUARY**

| | Notes | 2020 £m | 2019 £m |
|--|--------------|--------------------|--------------------|
| OPERATING COSTS | | | |
| Administrative expenses | | <u>(0.4)</u> | <u>(0.1)</u> |
| OPERATING LOSS | | <u>(0.4)</u> | <u>(0.1)</u> |
| Income from shares in group undertakings | 7 | 129.5 | 129.4 |
| Finance costs | 8 | <u>(144.3)</u> | <u>(155.5)</u> |
| LOSS BEFORE TAX | | <u>(15.2)</u> | <u>(26.2)</u> |
| Income tax on loss | 5 | 26.9 | 29.3 |
| PROFIT FOR THE FINANCIAL YEAR | | <u>11.7</u> | <u>3.1</u> |

The accompanying notes are an integral part of this income statement.

AA SENIOR CO LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 JANUARY**

| | 2020 £m | 2019 £m |
|---|-------------|--------------|
| PROFIT FOR THE FINANCIAL YEAR | 11.7 | 3.1 |
| Effective portion of changes in fair value of cash flow hedges | - | (7.1) |
| Tax credit | - | 1.3 |
| | <hr/> | <hr/> |
| TOTAL COMPREHENSIVE INCOME/(EXPENSE) FOR THE YEAR | 11.7 | (2.7) |

The accompanying notes are an integral part of this statement of comprehensive income.

AA SENIOR CO LIMITED

STATEMENT OF FINANCIAL POSITION AS AT 31 JANUARY

| | Notes | 2020 £m | 2019 £m |
|----------------------------------|-------|------------|------------|
| NON-CURRENT ASSETS | | | |
| Investments in subsidiaries | 9 | 3,436.5 | 3,436.5 |
| CURRENT ASSETS | | | |
| Other receivables | 10 | 2,962.4 | 2,962.4 |
| Cash and cash equivalents | 11 | 31.8 | |
| Derivative financial instruments | 12 | - | 0.3 |
| | | 2,994.2 | 2,962.7 |
| TOTAL ASSETS | | 6,430.7 | 6,399.2 |
| CURRENT LIABILITIES | | | |
| Other payables | 13 | (3,464.4) | (3,256.3) |
| Deferred tax liabilities | 6 | (1.4) | (1.6) |
| | | (3,465.8) | (3,257.9) |
| NON-CURRENT LIABILITIES | | | |
| Other payables | 13 | (2,534.7) | (2,723.6) |
| Derivative financial instruments | 12 | (0.8) | - |
| | | (2,535.5) | (2,723.6) |
| TOTAL LIABILITIES | | (6,001.3) | (5,981.5) |
| NET ASSETS | | 429.4 | 417.7 |
| EQUITY | | | |
| Share premium | | 20.0 | 20.0 |
| Retained earnings | | (1,251.7) | (1,263.4) |
| Capital contribution reserve | | 1,661.1 | 1,661.1 |
| TOTAL EQUITY | | 429.4 | 417.7 |

These financial statements were approved by the board of directors and signed on its behalf by:



M NEVILLE
DIRECTOR

12 June 2020

The accompanying notes are an integral part of this statement of financial position.

AA SENIOR CO LIMITED

STATEMENT OF CHANGES IN EQUITY

| | Share premium | Retained earnings | Cash flow hedge reserve | Capital contribution reserve | Total |
|--|------------------|----------------------|-------------------------------|------------------------------------|--------------|
| | £m | £m | £m | £m | £m |
| At 1 February 2018 | 20.0 | (1,276.9) | 5.8 | 1,661.1 | 410.0 |
| Profit for the year | - | 3.1 | - | - | 3.1 |
| Other comprehensive expense for the year | - | - | (5.8) | - | (5.8) |
| Total comprehensive expense | - | 3.1 | (5.8) | - | (2.7) |
| IFRS 9 conversion gain on external borrowings | - | 2.4 | - | - | 2.4 |
| IFRS 9 conversion gain on intercompany balances | - | 10.2 | - | - | 10.2 |
| IFRS 9 conversion deferred tax impact | - | (2.2) | - | - | (2.2) |
| At 31 January 2019 | 20.0 | (1,263.4) | - | 1,661.1 | 417.7 |
| Profit for the year | - | 11.7 | - | - | 11.7 |
| At 31 January 2020 | 20.0 | (1,251.7) | - | 1,661.1 | 429.4 |

The accompanying notes are an integral part of this statement of changes in equity.

AA SENIOR CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1 Presentation of financial statements

AA Senior Co Limited is a private company limited by shares, incorporated and domiciled in the UK.

The financial statements are prepared on a going concern basis.

The financial statements are prepared in Sterling and are rounded to the nearest £0.1m.

2 Accounting policies

2.1 Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101") and the Companies Act 2006 as applicable to companies using FRS 101. The financial statements are prepared under the historical cost convention.

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- IAS 1 paragraphs 10(d) and 10(f),
- IAS 1 paragraph 16 (statement of compliance with all IFRS),
- IAS 1 paragraph 38A (requirement for minimum of two primary statements, including cash flow statements),
- IAS 1 paragraph 111 (cash flow statement information),
- IAS 1 paragraphs 134-136 (capital management disclosures),
- IAS 7 'Statement of cash flows',
- IFRS 7 'Financial Instrument Disclosures',
- IAS 8 paragraphs 30 and 31 (new accounting standards that have been issued but are not yet effective),
- IFRS 13 paragraphs 91 – 99 'Fair Value measurement',
- The requirements in IAS 24, 'Related party disclosures' to disclose all related party transactions entered into between two or more members of a group,
- IAS 24 'Related party disclosures' (key management compensation).

The Company did not identify any new accounting standards coming into effect in the current year with a material impact on the financial statements.

A number of new accounting standards, amendments and interpretations have been issued and will be effective for years beginning after 1 February 2020, however the Company has not identified any with an expected material effect on the financial statements.

2.2 Critical accounting estimates and judgements

Estimates are evaluated continually and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Company makes estimates and assumptions about the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

Management have exercised judgement in applying the Company's accounting policies and in making critical estimates. The underlying assumptions on which these judgements are based, are reviewed on an on-going basis.

The principal estimates and assumptions that have a risk of causing an adjustment to the carrying amounts of assets and liabilities within the next financial period are discussed below.

Intercompany receivables

The assessment of credit loss allowances for intercompany receivables requires judgement to assess the collectability of intercompany balances.

AA SENIOR CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2.2 Critical accounting estimates and judgements (continued)

Investments

The Group tests the investment balances for impairment annually. The recoverable amounts of the investments have been determined based on value in use calculations which require the use of estimates. Management has prepared discounted cash flow forecasts based on the latest strategic plan.

In performing its impairment testing on its investment in subsidiaries, the Company prepared a traditional value in use model as described in IAS 36 which was also used in prior years. This comprises an enterprise value model which deducts net debt as at 31 January 2020 and discounts estimates of future cash flows at a pre-tax rate reflecting the time value of money and the risk specific to these cash flows. IAS 36 considers that the appropriate discount rate for a value in use calculation should take into account weighted average cost of capital, incremental borrowing rate and other market borrowing rates in making such an estimate and the Company uses a discount rate calculated on this basis. Estimates of future cash flows do not include cash inflows or outflows from financing activities or income tax receipts or payments as these are already taken into account in the discount rate.

This differs from the AA plc company financial statements in which it was considered that applying an alternative 'dividend distribution model' would best reflect an investor's assessment of the return required given the specific industry and macroeconomic conditions and risks in existence at the year end and up to the date of approval of the AA plc financial statements. In that alternative value in use model, estimates of future cash flows were discounted at a 5-year average cost of equity of 17.0%. Cash flows included income tax receipts and payments and cash inflows and outflows from financing activities, reflecting an assessment of future refinancing and interest costs that the Group expects to arise as its existing debt is refinanced over the next 5 years. The use of this alternative value in use model was a departure from the traditional value in use model described in IAS 36 which was used by AA plc in prior years.

As the Company is a holding company within the WBS ringfence, it and its subsidiary investments do not experience the same risks as experienced at the level of AA plc's investment in AA Mid Co Limited, in particular the risks of refinancing the Group's Class B2 notes, for which the Company sits inside the security ringfence. The alternative value in use valuation approach used at an AA plc level is therefore not considered to be an appropriate valuation methodology for the Company to use in its own investment impairment testing.

On this basis, the Company has made the critical accounting judgement to continue to perform impairment testing of its investment in subsidiaries using the traditional enterprise value model which deducts net debt, as outlined above.

Management has performed sensitivity analysis as part of its impairment assessment on the Company's investments in subsidiaries (see note 9 for details).

AA SENIOR CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2.3 Accounting policies

a) Investments in group undertakings

Investments are held at cost less impairment.

The carrying amounts of the Company's investments are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the fixed asset may not be recoverable. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset or its income-generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement unless they arise on a previously revalued fixed asset.

The recoverable amount of investments is the greater of their fair value less costs to sell and value in use. In assessing value in use, the expected future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the rate of return expected on an investment of equal risk.

b) Taxation

Tax on the profit or loss for the year comprises current and deferred tax.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years. Group relief is paid at the value of the tax saving.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. The carrying amount of deferred tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

c) Financial instruments

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument. They are classified according to the substance of the contractual arrangements entered into. The Company recognises loss allowances for expected credit losses (ECLs) on relevant financial assets.

Other receivables and other payables

Other receivables are generally due for settlement within 30 days and are therefore all classified as current. They are recognised at fair value and are subsequently held at amortised cost. The Company applies the IFRS 9 simplified approach to measuring ECLs which uses a lifetime expected loss allowance for all other receivables. Other payables are not interest bearing and are recognised at fair value and are subsequently held at amortised cost.

Derivative financial instruments

The Company's capital structure exposes it to the financial risk of changes in interest rates. The Company uses interest rate swap contracts to hedge this exposure.

Derivative financial instruments are recorded in the statement of financial position at fair value. The fair value of derivative financial instruments is determined by reference to market values for similar financial instruments. The gain or loss on remeasurement to fair value is recognised immediately in the income statement unless they qualify for hedge accounting as described below.

AA SENIOR CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2.3 Accounting policies (continued)

Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in the cash flow hedge reserve. Any ineffective portion of the hedge is recognised immediately in the income statement.

In the same period or periods during which the hedged expected future cash flows affects profit or loss, the associated cumulative gain or loss on the hedged forecast transaction is removed from equity and recognised in the income statement.

When the hedging instrument is sold, expires, is terminated or exercised, or the entity revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised in the income statement immediately.

Debt instruments

Debt is initially recognised in the statement of financial position at fair value less transaction costs incurred directly in connection with the issue of the instrument and subsequently measured at amortised cost. Debt issue fees in respect of the instrument, including premiums and discounts on issue, are capitalised at inception and charged to the income statement over the term of the instrument using the effective interest method. Remaining issue costs on debt are written-off to the income statement when the debt is extinguished.

3 AUDITORS' REMUNERATION

Auditors' remuneration in respect of the audit of the Company's financial statements for the year ended 31 January 2020 amounted to £26k (2019: £18k). The Company's auditors provided no services to the Company other than the annual audit during either of the years under review.

4 DIRECTORS' REMUNERATION

| | 2020 £m | 2019 £m |
|---|------------|------------|
| Aggregate remuneration in respect of qualifying services | 0.7 | 1.4 |
| Money purchase scheme contributions | - | 0.1 |
| Total | 0.7 | 1.5 |
| The amounts paid in respect of the highest paid director were as follows: | | |
| Remuneration | 0.4 | 0.9 |
| Money purchase scheme contributions | - | 0.1 |
| | 0.4 | 1.0 |

All directors of the Company are also directors of the ultimate parent undertaking (AA plc) and/or fellow subsidiaries. As the directors do not believe that it is practicable to apportion this amount between their services as directors of the Company and their services as directors of the ultimate parent undertaking and fellow subsidiary companies, their full remuneration has been reflected in the disclosure above.

Retirement benefits are accruing for 1 (2019: 2) director under a money purchase scheme and 1 (2019: 1) director under a defined benefit scheme. There was no compensation to directors for loss of office in the year (2019: £nil).

The Company had no employees throughout the year (2019: nil).

AA SENIOR CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

5 INCOME TAX ON LOSS

The income tax on loss is made up as follows:

| | 2020 £m | 2019 £m |
|---|------------|------------|
| Current tax: | | |
| - Group relief receivable | (26.7) | (31.8) |
| Deferred tax: | | |
| - Origination and reversal of temporary differences | (0.2) | 2.5 |
| Total tax credit in the income statement | (26.9) | (29.3) |

The difference between the total current corporation tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows:

| | 2020 £m | 2019 £m |
|--|------------|------------|
| Loss before tax | (15.2) | (26.2) |
| Tax at rate of 19.00% (2019: 19.00%) | (2.9) | (5.0) |
| Effects of: | | |
| Corporate interest restriction | 0.6 | 0.3 |
| Dividend income | (24.6) | (24.6) |
| Tax credit reported in the income statement | (26.9) | (29.3) |

6 DEFERRED TAX LIABILITIES

| | Statement of financial position | | Income statement | |
|---|---------------------------------|------------|------------------|------------|
| | 2020 £m | 2019 £m | 2020 £m | 2019 £m |
| Short term temporary differences | (1.4) | (1.6) | (0.2) | (0.6) |
| Fair value on interest rate swap | - | - | - | 3.1 |
| Deferred tax liabilities | (1.4) | (1.6) | (0.2) | 2.5 |
| | | | 2020 £m | 2019 £m |
| Deferred tax liabilities as at 1 February | | | (1.6) | 1.8 |
| Credit/(charge) to the income statement | | | 0.2 | (2.5) |
| Tax credit recognised in other comprehensive income | | | - | 1.3 |
| Deferred tax recognised directly in equity | | | - | (2.2) |
| Deferred tax liabilities as at 31 January | | | (1.4) | (1.6) |

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

The UK corporation tax rate was expected to reduce from 19% to 17% on 1 April 2020. These rates had been substantively enacted at the statement of financial position date and have therefore been included in the deferred tax calculations. The March 2020 budget announced that the reduction in tax rate would be cancelled and the 19% rate retained after 1 April 2020.

AA SENIOR CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

6 DEFERRED TAXATION (CONTINUED)

Deferred tax has been recognised at an overall rate of 17.0% at 31 January 2020 (2019: 17.2%). The rate has been adjusted to reflect the expected reversal profile of the Company's temporary differences. Recalculating the deferred tax liability on the basis that the tax rate remained at 19% would increase the liability by £0.2m.

7 INCOME FROM SHARES IN GROUP UNDERTAKINGS

| | 2020 £m | 2019 £m |
|--|--------------|--------------|
| Dividends from subsidiary undertakings | 129.5 | 129.4 |
| | 129.5 | 129.4 |

8 FINANCE COSTS

| | 2020 £m | 2019 £m |
|---|--------------|--------------|
| Bank loans and overdrafts | 4.5 | 6.6 |
| Transfer from cash flow hedge reserve for extinguishment of cash flow hedge | - | (9.9) |
| Amortisation of issue fees | - | 7.0 |
| Interest on swaps | - | 4.2 |
| Fair value movement on interest rate swaps | 1.1 | - |
| Other financing interest payable | 138.7 | 147.6 |
| | 144.3 | 155.5 |

During the prior year, the Company repaid its £250m Senior Term Facility resulting in a non-cash adjustment to the cash flow hedge reserve of £9.9m.

AA SENIOR CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

9 INVESTMENTS IN SUBSIDIARIES

| | 2020 £m | 2019 £m |
|--|------------|------------|
| Investments in subsidiary undertakings at cost At 1 February and 31 January | 3,436.5 | 3,436.5 |

All subsidiaries are wholly owned (except where stated) and incorporated and registered where stated below.

The principal subsidiary undertakings of the Company at 31 January 2020 are:

| Name | Country of Incorporation / Registered Office Key | Class of shares held |
|---|--|----------------------|
| AA Corporation Limited ² | United Kingdom / A | Ordinary |
| AA Financial Services Limited | United Kingdom / A | Ordinary |
| A A The Driving School Agency Limited | United Kingdom / A | Ordinary |
| Automobile Association Developments Limited | United Kingdom / A | Ordinary |
| Automobile Association Insurance Services Limited | United Kingdom / A | Ordinary |
| Drivetech (UK) Limited | United Kingdom / A | Ordinary |
| Prestige Fleet Servicing Limited ⁷ | United Kingdom / A | Ordinary |
| Used Car Sites Limited | United Kingdom / A | Ordinary |

The other subsidiary undertakings of the Company at 31 January 2020 are:

| Name | Country of Incorporation / Registered Office Key | Class of shares held |
|--|--|--|
| A.A. Pensions Trustees Limited | United Kingdom / A | Ordinary |
| AA Brand Management Limited | United Kingdom / A | Ordinary |
| AA Garage Services Limited | United Kingdom / A | Ordinary |
| AA Ireland Pension Trustees DAC | Ireland / C | Ordinary |
| AA New Co Limited ⁹ | United Kingdom / A | Ordinary |
| AA Pension Funding GP Limited | United Kingdom / D | Ordinary |
| AA Pension Funding LP ⁸ | United Kingdom / D | Membership Interest |
| AA Underwriting Limited | United Kingdom / A | Ordinary |
| Automobile Association Holdings Limited | United Kingdom / A | Ordinary and Deferred redeemable non-voting special dividend |
| Automobile Association Insurance Services Holdings Limited | United Kingdom / A | Ordinary |
| Automobile Association Services Limited | United Kingdom / A | Limited by guarantee |
| Automobile Association Underwriting Services Limited | United Kingdom / A | Ordinary |
| Accident Assistance Services Limited ⁵ | United Kingdom / A | Ordinary |
| Breakdown Hero Limited ⁶ | United Kingdom / E | Ordinary |
| Drakefield Holdings Limited | United Kingdom / A | A and B Ordinary Shares |
| Intelligent Data Systems (UK) Limited | United Kingdom / A | Ordinary |
| Personal Insurance Mortgages and Savings Limited | United Kingdom / A | Ordinary |
| Automobile Association Protection and Investment Planning Limited ⁴ | United Kingdom / A | Ordinary |
| Prestige Car Servicing Limited ⁷ | United Kingdom / A | Ordinary |
| Prestige Motor Care Holdings Limited ⁷ | United Kingdom / A | Ordinary |
| The Automobile Association Limited ¹ | Jersey / B | Ordinary |

AA SENIOR CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

9 INVESTMENTS IN SUBSIDIARY UNDERTAKINGS (CONTINUED)

- ¹ This Company also has a UK branch establishment.
² Directly owned by AA Senior Co Limited; all other subsidiaries are indirectly held.
³ AA New Co Limited was incorporated on 23 October 2019.
⁴ Automobile Association Protection and Investment Planning Limited was dissolved on 3 March 2020.
⁵ Breakdown Assistance Services Limited changed its name to Accident Assistance Services Limited on 30 August 2019.
⁶ Breakdown Hero Limited was dissolved on 7 April 2020.
⁷ The AA acquired the Prestige Group on 1 February 2019.
⁸ This partnership is fully consolidated into the Group financial statements and the Group has taken advantage of the exemption (as confirmed by regulation 7 of the Partnerships (Accounts) Regulations 2008) not to prepare or file separate financial statements for this entity.

Registered Office Key

| Registered Office | Key |
|---|-----|
| Fanum House, Basing View, Basingstoke, Hampshire, RG21 4EA, England | A |
| 22 Greenville Street, St Helier, Jersey, JE4 8PX | B |
| 6th Floor, South Bank House, Barrow Street, Dublin 4, Ireland | C |
| 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ, Scotland | D |
| 90 Long Acre, London, WC2E 9RA, England | E |

The Company has performed impairment testing at 31 January 2020 to compare the recoverable amount of the investments in subsidiaries to their carrying value.

The impairment test was principally performed on the directly held subsidiary which is supported by cash flow projections of the underlying AA Corporation Limited group. The recoverable amount of the investment was determined based on a value in use calculation using cash flow projections from the Group's three-year plan. For the year ended 31 January 2020, the Company used the three-year plan covering the three years up to 31 January 2023 and a 2.0% expectation of growth in the subsequent year. The three-year plan was adjusted to reflect estimates of certain downside risks in existence at the date of approval of the financial statements that were not reflected when the plan was approved, including the potential financial impact of COVID-19. This primarily relates to the forecast trading impacts in the year to 31 January 2021 and the consequential effects on subsequent years. For the purposes of the impairment test, terminal values have been calculated using a 2.0% (2019: 2.0%) inflationary growth assumption in perpetuity based on the IMF's UK long-term growth rate.

Using an enterprise value model which deducts net debt as at 31 January 2020, cash flows were discounted at a pre-tax rate reflecting the time value of money and the risk specific to these cash flows. This was determined as a pre-tax rate of 8.9% (2019: 9.9%). The use of this value in use calculation and the determination of its inputs were consistent with the impairment test performed in the prior year. The result of this impairment test was that there was a significant amount of headroom and therefore no indicators of impairment in the value of investments in subsidiaries were identified (2019: no indicators of impairment).

AA SENIOR CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

10 OTHER RECEIVABLES

| | 2020 £m | 2019 £m |
|------------------------------------|------------|------------|
| Amounts owed by group undertakings | 2,962.4 | 2,962.4 |
| | 2,962.4 | 2,962.4 |

Amounts owed by group undertakings are unsecured, have no repayment terms and bear no interest.

11 CASH AND CASH EQUIVALENTS

| | 2020 £m | 2019 £m |
|---------------------------------------|------------|------------|
| Cash at bank and in hand - restricted | 31.8 | - |
| | 31.8 | - |

Restricted cash consists of £31.8m (2019: £nil) held in a separate bank account due to a requirement under the terms of the AA Intermediate Co Limited group's debt documents. The requirement is to deposit a calculated amount of 'excess cash' at the year end when within an 'accumulation period' (the 12 months before which any borrowings become due). This applies to the Class A3 notes which are due on 31 July 2020 (see note 13). On 23 April 2020, the AA plc group announced that it had drawn down in full its £200m Senior Term Facility ahead of the planned refinancing of the AA plc group's remaining £200m Class A3 notes (see note 18). Therefore, if not required, the excess cash will be returned to available cash on 31 July 2020.

12 DERIVATIVE FINANCIAL INSTRUMENTS

| | 2020 £m | 2019 £m |
|---|------------|------------|
| Interest rate swap (liabilities)/assets | (0.8) | 0.3 |
| | (0.8) | 0.3 |

Interest rate swaps are held as financial assets and liabilities at fair value through profit or loss.

AA SENIOR CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

13 OTHER PAYABLES

| | 2020 £m | 2019 £m |
|------------------------------------|----------------|----------------|
| Current | | |
| Amounts owed to group undertakings | 3,464.0 | 3,255.9 |
| Accruals | 0.4 | 0.4 |
| | 3,464.4 | 3,256.3 |
| Non-current | | |
| Amounts owed to group undertakings | 2,534.7 | 2,723.6 |
| | 2,534.7 | 2,723.6 |

Current amounts owed to group undertakings are unsecured, have no repayment terms and bear no interest.

On 8 February 2019, the Company drew down £15m of its working capital facility. This was repaid on 22 March 2019.

During the year ended 31 January 2013, the Company entered into an Issuer / Borrower Loan Agreement (IBLA). As a result of this agreement, the proceeds from loan notes issued by AA Bond Co Limited are loaned to the Company and the terms of this intercompany loan reflect the terms of the loan notes held by AA Bond Co Limited. Amounts owed to group undertakings which relate to the IBLA are as follows:

| Intercompany balance relating to: | Expected maturity date | Interest rate | Principal £m | Issue costs £m | Amortised issue costs £m | Total at 31 January 2020 £m | Total at 31 January 2019 £m |
|-----------------------------------|------------------------|---------------|----------------|----------------|--------------------------|-----------------------------|-----------------------------|
| Class A2 notes | 31 July 2025 | 6.27% | 500.0 | (0.8) | 0.5 | 499.7 | 499.6 |
| Class A3 notes | 31 July 2020 | 4.25% | 200.0 | (1.1) | 1.0 | 199.9 | 199.7 |
| Class A5 notes | 31 January 2022 | 2.88% | 697.2 | (47.3) | 27.8 | 677.7 | 670.6 |
| Class A6 notes | 31 July 2023 | 2.75% | 250.0 | (3.8) | 1.6 | 247.8 | 247.2 |
| Class A7 notes | 31 July 2024 | 4.88% | 550.0 | (8.1) | 2.0 | 543.9 | 542.6 |
| Class B2 notes | 31 July 2022 | 5.50% | 569.8 | (16.0) | 11.8 | 565.6 | 563.9 |
| | | | 2,767.0 | (77.1) | 44.7 | 2,734.6 | 2,723.6 |

Amounts owed to group undertakings which relate to the IBLA are included in current and non-current liabilities as below:

| | 2020 £m | 2019 £m |
|-------------------------|----------------|----------------|
| Current liabilities | 199.9 | - |
| Non-current liabilities | 2,534.7 | 2,723.6 |
| | 2,734.6 | 2,723.6 |

The current borrowing of £200m relates to the Class A3 notes for which the expected maturity date is 31 July 2020. This repayment of borrowings can be fully funded by the Company by a committed forward starting Senior Term Facility of £200m, which was undrawn at 31 January 2020 and has a maturity date of 31 July 2023.

AA SENIOR CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

14 CALLED UP SHARE CAPITAL

| | 2020 | 2019 |
|------------------------------------|------|------|
| | £ | £ |
| Allotted, called up and fully paid | | |
| 1 (2019: 1) ordinary share of £1 | 1 | 1 |

The voting rights of the holders of all ordinary shares are the same and all ordinary shares rank pari passu on a winding up.

As at 31 January 2020, the company had distributable reserves of £409.4m (2019: £389.4m). The Company did not pay any dividends in the year (2019: £nil).

15 GUARANTEES AND COMMITMENTS

The Company, together with others in the Group, is guarantor to the bank loans and bond debt of the AA Intermediate Co Limited group. At 31 January 2020, the principal outstanding on the AA Intermediate Co Limited group debt was £2,767.0m (2019: £2,769.8m).

The covenants governing the bank loans and bond debt of the AA Intermediate Co Limited group place restrictions on the group's ability to distribute cash from the key trading companies to pay external dividends and finance activities unconstrained by the restrictions embedded in the debts.

16 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise borrowings and other payables. The main purpose of these financial liabilities is to finance the AA plc group's operations. The Company's principal financial assets are intercompany receivables.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks, supported by the AA plc group ('the Group') treasury function. The Group treasury function ensures that the group's financial risks are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activities are for risk management purposes and are carried out by the Group Treasury function. It is the Group's policy not to trade in derivatives for speculative purposes.

The Directors review and agree policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in prices set by the market. The key market risk that the Group is exposed to is interest rate risk. The Group has policies and limits approved by the Board for managing the interest rate risk exposure. The Group's policy is to fully hedge all of its exposure to variable interest rates. The Group has therefore taken out interest rate swaps to the value of its variable rate instruments.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk in relation to its financial assets, mainly the outstanding derivatives. Credit risk in relation to deposits and derivative counterparties is managed by the Group Treasury function in accordance with the Group's policy.

The Company's maximum exposure to credit risk for the components of the statement of financial position at each reporting date is the carrying amount except for derivative financial instruments. The Company's maximum exposure for financial derivative instruments is noted under market risk.

Liquidity risk

Liquidity risk is the risk that the Company either does not have available sufficient financial resources to enable it to meet its obligations as they fall due or can secure them only at excessive cost. The Company's approach to managing liquidity risk is to evaluate current and expected liquidity requirements to ensure that it notifies the Group Treasury function of cash requirements.

AA SENIOR CO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

17 ULTIMATE PARENT UNDERTAKING AND ULTIMATE CONTROLLING PARTY

The Company is a wholly owned subsidiary of AA Acquisition Co Limited, a company registered in the UK.

The parent of the smallest group to consolidate these financial statements is AA Intermediate Co Limited whose registered office is Fanum House, Basing View, Basingstoke, RG21 4EA. The ultimate controlling party and parent undertaking, which is also the parent of the largest group to consolidate these financial statements, is AA plc whose registered office is at Fanum House, Basing View, Basingstoke, RG21 4EA.

Copies of the consolidated AA plc and AA Intermediate Co Limited financial statements are available from the website www.theaapl.com/investors.

18 EVENTS AFTER THE REPORTING PERIOD

On 23 April 2020, consistent with the AA plc group's proactive approach to debt management, the AA plc group announced that it had drawn down in full the Company's £200m Senior Term Facility early to de-risk ahead of the planned refinancing of the AA plc group's remaining £200m Class A3 notes which are due on 31 July 2020.