



The information contained herein may only be released, published or distributed in the United Kingdom, the Isle of Man, Jersey and the Bailiwick of Guernsey in accordance with applicable regulatory requirements

## **INFORMATION BOOKLET**

**7 October 2021**

**AMR GP FINANCE PLC**

**7.00 PER CENT. BONDS DUE 2026 (the “BONDS”)**

**GUARANTEED BY AMR GP LIMITED (the “GUARANTOR”)**

**Lead Manager**  
Peel Hunt LLP

**This Information Booklet is an advertisement and not a prospectus.**

**Any decision to purchase the Bonds should be made solely on the basis of a careful review of the Prospectus (the “Prospectus”) dated 7 October 2021, available from the Group’s website, at <https://www.astonmartinf1.com/investor-relations>. The “Group” refers to the Guarantor and its subsidiaries taken as a whole.**

## IMPORTANT INFORMATION

This Information Booklet is an advertisement for the purposes of Prospectus Regulation Rule 3.3 and Article 22 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”) (the “UK Prospectus Regulation”) and is not a prospectus for the purposes of the UK Prospectus Regulation and/or Part VI of the Financial Services and Markets Act 2000 (the “FSMA”).

This Information Booklet is not an offer for the subscription or sale of the Bonds (as defined in the following paragraph).

This Information Booklet relates to a proposed offer of 7.00 per cent. Bonds due 2026 (the “Bonds”). A prospectus dated 7 October 2021 (the “Prospectus”), which comprises a prospectus for the purposes of the UK Prospectus Regulation, has been prepared and made available to the public in accordance with the UK Prospectus Regulation. Copies of the Prospectus are available from the website of the London Stock Exchange plc (<https://www.londonstockexchange.com/live-markets/new-issues>) and the Group’s website (<https://www.astonmartinf1.com/investor-relations>). Your Authorised Offeror will provide you with a copy of the Prospectus.

This Information Booklet should not be relied on for making any investment decision in relation to the purchase of the Bonds. Any investment decision should be made solely on the basis of a careful review of the Prospectus. Please therefore read the Prospectus carefully before you invest. You should ensure that you understand and accept the risks and rewards relating to an investment in the Bonds before making such an investment. You should seek your own professional investment, accounting, legal and tax advice as to whether an investment in the Bonds is suitable for you.

The Prospectus has been approved by the Financial Conduct Authority (the “FCA”). The FCA only approves the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of either the Issuer or the Guarantor or the quality of the Bonds that are the subject of the Prospectus and investors should make their own assessment as to the suitability of investing in the Bonds.

This Information Booklet is a financial promotion approved, for the purposes of section 21 (2)(b) of the FSMA, by Peel Hunt LLP (the “Lead Manager”) and made by AMR GP Finance PLC (the “Issuer”) and AMR GP Limited (the “Guarantor”). Peel Hunt LLP (incorporated in England and Wales with registered number OC357088), whose registered office is 100 Liverpool Street, London EC2M 2AT, is authorised and regulated by the FCA.

## UK MIFIR product governance

Solely for the purposes of the product governance requirements contained within the FCA Handbook Product Intervention and Product Governance Sourcebook (the “UK Product Governance Rules”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any ‘manufacturer’ (for the purposes of the UK Product Governance Rules) may otherwise have with respect thereto, the Bonds have been subject to a product approval process, which has determined that the Bonds are: (i) compatible with an end target market of retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the EUWA, eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“COBS”) and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA (“UK MiFIR”); and (ii) all channels for distribution of the Bonds are appropriate, subject to the distributor’s suitability and appropriateness obligations under COBS, as

applicable. Any person subsequently offering, selling or recommending the Bonds (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the UK Product Governance Rules is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels, subject to the distributor’s suitability and appropriateness obligations under COBS, as applicable.

### UK PRIIPs Regulation

The Bonds have a fixed rate of interest and the redemption amount of the Bonds is fixed as described in the Prospectus. No key information document pursuant to Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) is required for the purposes of offering the Bonds, and accordingly no key information document has been prepared.

No reliance may be placed on the Lead Manager for advice or recommendations of any sort. The Lead Manager makes no representation or warranty to you with regard to the information contained in the Prospectus. This Information Booklet contains information derived from the Prospectus and is believed to be reliable but, in so far as it may do so under applicable law, the Lead Manager does not warrant or make any representation as to its completeness, reliability or accuracy.

AMR GP Finance PLC is the legal entity that will issue the Bonds (the meaning of that term is explained below) and AMR GP Limited is the legal entity that will provide a guarantee of the Bonds.

No offer for the subscription, sale or exchange of any of the Bonds has or may be circulated in Jersey unless such offer is circulated in Jersey by a person or persons authorised to conduct the appropriate category of financial services business under the Financial Services (Jersey) Law 1998, as amended and (a) such offer does not for the purposes of Article 8 of the Control of Borrowing (Jersey) Order 1958 (the “**COBO Order**”), as amended, constitute an offer to the public; or (b) an identical offer is for the time being circulated in the United Kingdom without contravening the FSMA and is, *mutatis mutandis*, circulated in Jersey only to persons similar to those to whom, and in a manner similar to that in which, it is for the time being circulated in the United Kingdom. Consent under the COBO Order has not been obtained for the circulation of this offer and it must be distinctly understood that the Jersey Financial Services Commission does not accept any responsibility for the financial soundness of or any representations made in connection with the Bonds. By accepting this offer each prospective investor in Jersey represents and warrants that he or she is in possession of sufficient information to be able to make a reasonable evaluation of the offer.

The Bonds may only be sold in or from within or to persons resident in the Bailiwick of Guernsey in compliance with the requirements of the Protection of Investors (Bailiwick of Guernsey) Law 1987, as amended, as modified or re-enacted (including, with effect from 1 November 2021, The Protection of Investors (Bailiwick of Guernsey) Law, 2020) (the “**POI Law**”), and the regulations enacted thereunder, or any exemption therefrom, and no offer for subscription or sale of any of the Bonds may be distributed or circulated, directly or indirectly, to any persons in the Bailiwick of Guernsey other than: (1) by a person licensed to do so under the terms of the POI Law; (2) by non-Guernsey bodies who (AA) carry on such promotion in a manner in which they are permitted to carry on promotion in or from within, and under the law of, certain designated countries or territories which, in the opinion of Guernsey Financial Services Commission, afford adequate protection to investors and (BB) meet the criteria specified in section 29(1)(c) (prior to 1 November 2021) or section 44(1)(c) (from 1 November 2021 onwards) of the POI Law; or (3) to those persons regulated by the Guernsey Financial Services Commission as licensees under the POI Law, the Banking Supervision (Bailiwick of Guernsey) Law 1994, (or, with effect from 1 November 2021, The Banking Supervision (Bailiwick of Guernsey) Law, 2020), the Insurance Business (Bailiwick of Guernsey) Law 2002, as amended, the

Insurance Managers and Insurance Intermediaries (Bailiwick of Guernsey) Law, 2002, as amended, or the Regulation of Fiduciaries, Administration Business and Company Directors etc. (Bailiwick of Guernsey) Law 2000 (or, with effect from 1 November 2021, The Regulation of Fiduciaries, Administration Businesses and Company Directors, etc (Bailiwick of Guernsey) Law, 2020) by non-Guernsey bodies who (I) carry on such promotion in a manner in which they are permitted to carry on promotion in or from within, and under the law of certain designated countries or territories which, in the opinion of the Guernsey Financial Services Commission, afford adequate protection to investors and (II) meet the criteria specified in section 29(1)(cc) (prior to 1 November 2021) or 44(1)(d) (from 1 November 2021 onwards) of the POI Law; or (4) as otherwise permitted by the Guernsey Financial Services Commission.

The Bonds may not be marketed, offered or sold in, or to persons in, the Isle of Man, other than in compliance with the licensing requirements of the Isle of Man Financial Services Act 2008 or in accordance with any relevant exclusion contained in the Isle of Man Regulated Activities Order 2011 (as amended) or in accordance with any relevant exemption contained in the Isle of Man Financial Services (Exemptions) Regulations 2011 (as amended).

This Information Booklet is not for distribution in the United States of America or to US persons. The Bonds have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and the Bonds, which are in bearer form, are subject to certain US tax law requirements. The Bonds may not be offered, sold or delivered within the United States of America or to, or for the account or benefit of, US persons.

No action has been or will be taken by the Issuer, the Guarantor or the Lead Manager in any jurisdiction other than the United Kingdom that would, or is intended to, permit a public offer of the Bonds in any country or jurisdiction where any such action for that purpose is required. Accordingly, the Lead Manager agrees, to the best of its knowledge and belief, to comply in all material respects with all applicable laws and regulations in each jurisdiction in which it acquires, offers, sells or delivers Bonds or has in its possession or distributes the Prospectus or any amendment or supplement thereto or any other offering material, in all cases at its own expense. Potential investors are advised to review in full the “*Subscription and Sale*” section on page 85 onwards of the Prospectus for further information.

## OFFER OF 7.00 PER CENT. BONDS DUE 2026

The AMR GP Finance PLC 7.00 per cent. Bonds due 8 November 2026 pay interest of 7.00 per cent. per annum on the face value of £100 per Bond.

The only way to purchase Bonds during the offer period is through a stockbroker or other financial intermediary which has been granted consent by AMR GP Finance PLC (the “**Issuer**”) and AMR GP Limited (the “**Guarantor**”) to use the Prospectus (an “**Authorised Offeror**”) for the purposes of making offers of the Bonds. Contact your stockbroker or other financial intermediary, or any of those listed in the “**Authorised Offerors**” section of this Information Booklet on page 22 if you wish to purchase these Bonds. The Bonds will be available for purchase from the date of this Information Booklet until 12 noon London time on 1 November 2021 or such earlier time and date as may be announced by the Issuer and/or the Guarantor during the Offer Period.

The minimum initial amount of Bonds you can buy is £1,000. Purchases of greater than £1,000 must be in whole multiples of £100. After the initial purchase of Bonds during the Offer Period, the Bonds can be bought and sold in whole multiples of £100. Your Authorised Offeror will provide you with a copy of the Prospectus (on request). You should read the “**Important Information**” section of this Information Booklet on page 2.

## INTEREST ON THE BONDS

Interest will be paid in two equal instalments each year on 8 May and 8 November every year (with the first payment being made on 8 May 2022) up to and including 8 November 2026 (the “**Maturity Date**”), unless the Bonds have previously been redeemed or purchased and cancelled. On the Maturity Date (i.e. 8 November 2026), the Issuer is required to repay an amount equal to the face value of the Bonds (i.e. £100 for each Bond) unless the Bonds have previously been redeemed or purchased and cancelled. **If AMR GP Finance PLC and/or AMR GP Limited go out of business or become insolvent before the Maturity Date, you may lose some or all of your investment.** Please see the “**Key Features of the Bonds**” and “**Key Risks of Investing in the Bonds**” and sections of this Information Booklet on pages 7 and 10.

## REDEMPTION OF THE Bonds ON THE MATURITY DATE

Provided that AMR GP Finance PLC and AMR GP Limited do not go out of business or become insolvent, and provided that the Bonds have not previously been redeemed or purchased or cancelled, the Bonds will be redeemed at 100% of their face value (i.e. £100) on the Maturity Date (i.e. 8 November 2026).

## EARLY REDEMPTION DUE TO CHANGE IN RELEVANT TAXATION LAWS

In the event of any change in, amendment to, or any change in the interpretation of taxation law in the UK that would result in AMR GP Finance PLC being required to pay additional amounts in respect of the Bonds, the Bonds may be redeemed early (in whole but not in part) in certain circumstances at AMR GP Finance PLC’s option at 100% of their face value (i.e. £100) plus accrued interest as set out in “**Redemption for Taxation Reasons**” in the “**Terms and Conditions of the Bonds**” at page 63 of the Prospectus.

## EARLY REDEMPTION DUE TO A CHANGE OF CONTROL EVENT

If a “Change of Control Event” occurs, i.e. if Lawrence Stroll no longer has the right to control more than 50 per cent. of votes that may ordinarily be cast on a poll at a general meeting of the Guarantor or to appoint and/or remove all or a majority of the members of the board of directors of the Guarantor, all of the Bonds will be redeemed early at 100 per cent. of their face value (i.e. £100) plus accrued interest as set out in “**Redemption upon Change of Control Event**” in the “**Terms and Conditions of the Bonds**” at page 64 of the Prospectus.

## KEY FEATURES OF THE BONDS

- **Issuer:** AMR GP Finance PLC
- **Guarantor:** The Bonds will be unconditionally and irrevocably guaranteed by AMR GP Limited (the “**Guarantor**”).
- **Interest rate:** 7.00 per cent. per annum. Your actual return will depend on the price at which you acquire the Bonds (if different from the face value) and, if you do not hold the Bonds until maturity, the price at which you sell your Bonds.
- **Interest payments:** Interest will be paid in two equal instalments on 8 May and 8 November in each year, starting on 8 May 2022 up to and including the Maturity Date (i.e. 8 November 2026).
- **Offer Period:** The Bonds are available for purchase through your stockbroker or other financial intermediary in the period from the date of this Information Booklet until 12 noon on 1 November 2021 (London time) or such earlier time and date as specified by AMR GP Finance PLC and announced by AMR GP Finance PLC via a Regulatory Information Service (which is expected to be the Regulatory News Service operated by the London Stock Exchange) (the “**End of Offer Date**”).
- **Authorised Offerors:** A number of authorised offerors (listed on page 22 of this Information Booklet) have been given consent by AMR GP Finance PLC and AMR GP Limited to provide this Information Booklet and the Prospectus to potential investors in the Bonds until the End of Offer Date.

AMR GP Finance PLC and AMR GP Limited have also granted their consent for other financial intermediaries to use the Prospectus for the purposes of making offers of the Bonds to potential investors in the United Kingdom. The conditions attached to this consent are set out in the section headed “**Important Legal Information – Consent**” on page 78 of the Prospectus.

**Any offer to sell the Bonds made or received from any other party, or by any party after the End of Offer Date, may not have been approved by the Issuer and the Guarantor and you should check with such party whether or not such party is so approved.**

- **Date on which the Bonds are issued and on which interest begins to accrue:** 8 November 2021.
- **Term of the Bonds:** 5 years.
- **Maturity Date** (i.e. when the Bonds mature and are repayable): 8 November 2026.
- **Face value of each Bond:** £100. Although the face value of each Bond is £100, it is not possible to purchase less than £1,000 during the Offer Period. In the secondary market (i.e. after the issue date of the Bonds), it should be possible to purchase and sell the Bonds in whole multiples of £100.
- **Issue price:** 100 per cent. of the face value of each Bond (i.e. £100).
- **Negative Pledge:** The Bonds will contain a negative pledge provision pursuant to which (subject to certain limited exceptions) the Guarantor will undertake that it will not, and it will procure that none of its **Subsidiaries**, create or have outstanding any security interest upon the whole or any

part of its respective undertakings, revenues or assets (present or future) to secure financial indebtedness or any guarantee or indemnity obligation in respect of any financial indebtedness without granting the same security to the holders of the Bonds, or making arrangements materially no less beneficial (terms defined in the “**Terms and Conditions of the Bonds**” in the Prospectus).

- **Covenants:** The terms of the Bonds will contain covenants, including (i) in respect of the incurrence of **Financial Indebtedness** where such incurrence would exceed 80 per cent. of **Gross Assets**, (ii) a non-disposal covenant which restricts the Issuer, the Guarantor and any of the Guarantor’s subsidiaries from carrying out a disposal of any asset (subject to certain exceptions, including an **Asset Sale** in connection with a **Permitted Loan** or **Permitted FX Indebtedness**), (iii) a no dividends covenant which restricts the Guarantor and any other member of the Group from declaring or paying any dividends other than (in the case of any member of the Group) to its wholly-owned parent or otherwise pursuant to pre-existing contractual arrangements, and (iv) a use of proceeds undertaking (terms defined in the “**Terms and Conditions of the Bonds**” in the Prospectus).
- **Use of Proceeds:** the Issuer shall use the net proceeds of the Bonds only for the development, construction, operation and maintenance of the **Wind Tunnel**, or procuring the same from a third party with the provision by the Issuer of a **Permitted Loan**, (2) for the development, construction, operation and maintenance of the **New Factory**, (3) to fund the **Issuer Bank Account**, (4) for the repayment and cancellation of the **Revolving Credit Facility** and (5) for general corporate purposes (terms defined in the “**Terms and Conditions of the Bonds**” in the Prospectus).
- **Redemption at Maturity Date:** Provided that AMR GP Finance PLC as issuer or AMR GP Limited as guarantor do not go out of business or become insolvent, and provided that the Bonds have not previously been redeemed or purchased and cancelled early by AMR GP Finance PLC, the Bonds will be redeemed at 100 per cent. of their face value on the Maturity Date (i.e. 8 November 2026).
- **Early redemption due to change in relevant taxation laws:** In the event of any change in, amendment to, or any change in the interpretation of taxation law in the UK that would result in AMR GP Finance PLC being required to pay additional amounts in respect of the Bonds, the Bonds may be redeemed early (in whole but not in part) in certain circumstances at AMR GP Finance PLC’s option at 100 per cent. of their face value plus accrued interest as set out in “**Redemption for taxation reasons**” in the “**Terms and Conditions of the Bonds**” at page 63 of the Prospectus.
- **Early redemption due to a change of control event:** If a **Change of Control Event** occurs, i.e. if Lawrence Stroll no longer has the right to control more than 50 per cent. of votes that may ordinarily be cast on a poll at a general meeting of the Guarantor or to appoint and/or remove all or a majority of the members of the board of directors of the Guarantor, the Bonds will be redeemed early at 100 per cent. of their face value plus accrued interest as set out in “**Redemption upon Change of Control Event**” in the “**Terms and Conditions of the Bonds**” at page 64 of the Prospectus.
- **Trading:** Investors will, subject to market conditions, be able to buy Bonds or sell their Bonds during the life of the Bonds. See the “**Key Risks of Investing in the Bonds**” and “**Further Information - How to trade the Bonds**” sections on pages 10 and 20 of this Information Booklet for more details.

- **Listing:** The Bonds are expected to be listed on the Official List of the UK Financial Conduct Authority and admitted to trading on the regulated market of the London Stock Exchange plc. The Bonds are also expected to be eligible for the London Stock Exchange's electronic Order Book for Retail Bonds.
- **Bond ISIN:** XS2395243970.
- **Amount of Bonds to be issued:** The total amount of the Bonds to be issued will depend on the demand received before the End of Offer Date.
- **Lead Manager:** Peel Hunt LLP.

#### **WHAT IS A BOND?**

A fixed rate bond is a form of borrowing by a company seeking to raise funds from investors. The bonds have a fixed term and a fixed rate of interest. The company that issues the bonds promises to pay a fixed rate of interest to the investor until the date that the bond matures (i.e. in the case of the Bonds, their Maturity Date) when it also promises to repay the amount borrowed.

A bond is a tradable instrument; meaning that you do not have to keep the Bonds until the date when they mature. The market price of a bond may vary between the date when it is issued and the date when it matures.

As with any investment, there is a risk that a bondholder could get back less than their initial investment or lose all their initial investment, including if they sell their bonds at a price lower than that which they paid for them.

**You should refer to the "Important Information" and "Key Risks of Investing in the Bonds" sections on pages 2 and 10 of this Information Booklet and to the "Terms and Conditions of the Bonds" as set out at page 59 onwards in the Prospectus.**

**A copy of the Prospectus will be provided to you by your stockbroker or financial adviser upon request.**



## KEY RISKS OF INVESTING IN THE BONDS

A number of particularly important risks relating to an investment in the Bonds are set out below. You must ensure that you understand the risks inherent in the Bonds. The risks set out below are not intended to be a comprehensive list of all the risks that may apply to an investment in the Bonds. **You should seek your own independent professional investment, legal and tax advice as to whether an investment in the Bonds is suitable for you. You should be aware that you could get back less than you invest or lose your entire investment.**

**Full details regarding the risk factors relating to AMR GP Finance PLC, AMR GP Limited and the Bonds are set out in the section headed “Risk Factors” on pages 15 to 30 of the Prospectus. Please read them carefully.**

### *Risks relating to the Group’s business operations*

1. The Guarantor’s financial performance and reputation and Aston Martin Lagonda Limited (“**AML**”)’s brand image are linked to the Aston Martin Cognizant F1 Team (“**AMC F1**”)’s on-track performance in the Formula One (“**F1**”) World Championship for Constructors (the “**Constructors’ Championship**”). Accordingly, the Guarantor’s ability to remain competitive and continue to improve on-track performance will have a direct impact on the Guarantor’s marketability, the size of its Prize Fund allocation (as defined below) (which is received in the calendar year after the relevant Constructors’ Championship season) and its financial standing more broadly. Consistent or repeated poor performance on-track could also impact the AML brand, leading to lower income from sponsorship arrangements.
2. The Guarantor relies on the high performance of its key personnel, including AMC F1 drivers, its management, technical, engineering and racing team staff for its continued success, and a loss of or failure to attract senior employees could affect AMC F1’s on-track performance.
3. The Guarantor relies on key suppliers for the operation, development and maintenance of its cars and if these suppliers fail to deliver, the Guarantor’s operations may be disrupted, or may become more costly, and the quality of the Guarantor’s racing cars could be negatively impacted.
4. Sponsorship is a key revenue stream for the Guarantor and there is a risk that key sponsorship agreements may not be renewed, or may be renewed on less favourable terms, leading to a decline in revenues if the Guarantor is unable to source alternative sponsorship arrangements.
5. The cost of remaining competitive in F1 is significant, notwithstanding the Financial Regulations (as defined below) and there is no assurance that the Guarantor will be able to develop a competitive on-track proposition, particularly given the periodic evolution of the regulations governing the Constructors’ Championship (the “**F1 Regulations**”) and taking into account the cost cap introduced by the Financial Regulations.
6. The agreement which governs the relationship between the F1 Teams, Liberty Media Corporation (“**Liberty**”) and its subsidiaries (the “**F1 Group**”) and the Fédération Internationale de l’Automobile (the “**FIA**”) (the “**Concorde Agreement**”), which is effective until 31 December 2025, may not be renewed on similar terms, or at all. Therefore, the prize fund allocation under the Concorde Agreement (the “**Prize Fund**”) may not be assured if the agreement is not renewed or is renewed on different terms.

***Risks relating to investing in an Issuer whose main business activity, once its operations have commenced following the Issue Date, will be the development, construction, operation and maintenance of the Wind Tunnel and the New Factory (or procuring the development, construction and operation of the Wind Tunnel)***

1. The function of the Issuer is to raise money by the issue of the Bonds, and thereby act as a financial vehicle for the Group and to facilitate the construction, development, operation and maintenance of a wind tunnel, which is a physical research and development facility that replicates the movement of air around a scale model vehicle so that the aerodynamic performance of that vehicle can be determined, together with all supporting hardware, software and infrastructure (including the rolling road, flow imaging systems, control systems and support spaces) (the **“Wind Tunnel”**). The Issuer does not have the benefit of sponsorship arrangements or funds, or the Prize Fund from the Constructors’ Championship and is not expected to generate material revenues of its own. The Issuer’s ability to make payments of interest and principal under the Bonds is dependent on the success of the business of the Guarantor.
2. The Issuer’s development, construction and operation of the Wind Tunnel (or the procurement by the Issuer of the development, construction and operation thereof from a third party) involves risks associated with major construction projects, such as changes in scope of work causing cost overruns, delays in implementation, technical and economic viability risks and intervening changes in market conditions. There can be no assurance that (i) the Wind Tunnel will result in overall business efficacy, when compared to hiring a third party wind tunnel, (ii) the Wind Tunnel will be free from defects once completed, (iii) the Wind Tunnel will be a source of revenue for the Issuer or (iv) the Wind Tunnel will improve the on-track performance of AMC F1.
3. If the Wind Tunnel is constructed by a third party (the **“Wind Tunnel Operating Company”** or **“WTOC”**) the Issuer and the Guarantor will rely on the continued cooperation of such third party for the successful construction of the Wind Tunnel within the planned time-frame. The development, construction and ongoing maintenance of the Wind Tunnel by the WTOC is also subject to risks relating to the financial performance of the WTOC. If a Permitted Loan is made, the Issuer will rely on the performance of the WTOC both in relation to the construction project, and in relation to the WTOC’s own financial performance. A **“Permitted Loan”** means a loan by the Issuer to the WTOC not exceeding £87,000,000, made with the purpose of procuring the development, construction and operation of the Wind Tunnel, with a maturity date on or before the Maturity Date, and secured in favour of the Issuer by way of first floating charge over all of the assets of the WTOC. An **Event of Default** (as defined in the **“Terms and Conditions of the Bonds”** in the Prospectus) under the Bonds will constitute an event of default under the Permitted Loan.

***Market risks relating to the Group’s business***

1. Due to the global nature of F1, the Guarantor is sensitive to global macro-economic conditions and events, whether related to political developments or sanctions, natural disasters or other crises, as well as the potential adverse effect of the COVID-19 pandemic on the Group’s business.

***Summary of general risks affecting the Bonds:***

1. The Bonds are not protected by the Financial Services Compensation Scheme (the **“FSCS”**) or any equivalent scheme in another jurisdiction. As a result, neither the FSCS nor anyone else will pay compensation to Investors upon the failure of the Issuer, the Guarantor or the Group as a whole.
2. Defined majorities may be permitted to bind all Bondholders with respect to modification and waivers of the Bonds Conditions, even if some Bondholders did not attend or vote.

3. The Bonds do not have an established trading market when issued, and one may never develop, or may develop and be illiquid. Investors may not be able to sell their Bonds easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market.
4. The Bonds bear interest at a fixed rate until the Maturity Date and this exposes Bondholders to potential prevailing interest rate and inflation risk over the term of the Bonds.
5. Although Peel Hunt LLP will be appointed as a market-maker when the Bonds are issued, there is no assurance that the market-maker will continue to act as a market-maker for the life of the Bonds and a replacement market-maker may not be appointed, impacting the ability to sell the relevant Bonds.



## THE ISSUER, THE GUARANTOR AND THE GROUP

You should refer to the sections headed “Description of the Issuer” and “Description of the Business of the Guarantor and the Group” in the Prospectus for full information on the Issuer, the Guarantor and the Group.

### THE ISSUER

The Issuer was incorporated and registered in England and Wales on 21 September 2021 under the Companies Act 2006 as a public limited company with registered number 13633915 under the name of AMR GP Finance PLC. The principal legislation under which the Issuer operates is the Companies Act 2006.

The Issuer’s registered office and principal place of business is Dadford Road, Silverstone, Northamptonshire, United Kingdom, NN12 8TJ and its telephone number is +44 01327 850940.

The Legal Entity Identifier of the Issuer is 213800PIHUI6Q1JRA467.

The Group’s website is <https://www.astonmartinf1.com/investor-relations>. Any information contained in any website specified in the Prospectus does not form part of the Prospectus.

### THE GUARANTOR AND THE GROUP

The Guarantor was incorporated and registered in England and Wales on 2 August 2018 under the Companies Act 2006 as a private limited company with registered number 11496673 under the name of Racing Point UK Limited, before changing its name to AMR GP Limited on 6 January 2021. The principal legislation under which the Guarantor operates is the Companies Act 2006. The Guarantor’s objects and purposes are unrestricted.

The Guarantor’s registered office and principal place of business is Dadford Road, Silverstone, Towcester, Northamptonshire NN12 8TJ and its telephone number is +44 1327 850 740.

The Legal Entity Identifier of the Guarantor is 213800DB789YK8IM2R04.

The Guarantor’s website is <https://www.astonmartinf1.com/investor-relations>. Any information contained in any website specified in the Prospectus does not form part of the Prospectus.

### Overview

The Guarantor’s business and principal activity is the operation and management of the Aston Martin Cognizant F1 Team (“**AMC F1**”) through the design and manufacture of racing cars for participation in the Constructors’ Championship.

The FIA is the sport’s governing body. Liberty Media Corporation (“**Liberty**”) and its subsidiaries (the “**F1 Group**”) are responsible for the promotion of the Constructors’ Championship and exercising the sport’s commercial rights.

The first Constructors’ Championship was held in 1950 and the Constructors’ Championship is now the largest annual global sporting event in the world, with a cumulative television audience of 1.5 billion in 2020. There are currently ten teams taking part in the Constructors’ Championship, each represented by two drivers.

The F1 teams are (in the order that they (or their predecessor team) finished in the 2020 Constructors' Championship):

1. Mercedes;
  2. Red Bull Racing Honda ("**Red Bull**");
  3. McLaren Renault;
  4. Racing Point BWT Mercedes (now Aston Martin Cognizant Formula 1 Team);
  5. Renault (now Alpine F1 Team) ("**Alpine**");
  6. Ferrari;
  7. AlphaTauri Honda ("**AlphaTauri**");
  8. Alfa Romeo Racing Ferrari ("**Alfa Romeo**");
  9. Haas Ferrari Team; and
  10. Williams Mercedes,
- (each an "**F1 Team**" and together, the "**F1 Teams**").

The relationship between the F1 Teams, the F1 Group and the FIA is governed by the Concorde Agreement, one of the key aims of which is to govern the distribution of the prize fund allocation under the Concorde Agreement (the "**Prize Fund**") between the F1 Teams, based on both the F1 Teams' participation in the Constructors' Championship and the finishing position at the end of the Constructors' Championship. Each F1 Team receives a share of the Prize Fund based on the profits earned from F1 related commercial activities managed by F1 Group, including television broadcasting revenues, sponsorship, hospitality and income from race promoters. The current Concorde Agreement came into effect at the start of 2021 and differs from the previous agreement in two fundamental aspects:

1. The Prize Fund distribution is much more equitable and all F1 Teams have equal entitlement (based on their finishing position in the Constructors' Championship), with only Ferrari receiving an enhanced payment (irrespective of their finishing position) by virtue of being the only F1 Team to have participated in every Constructors' Championship since the inception of F1. This new arrangement is beneficial to teams such as AMC F1 who did not receive any fixed bonuses under the previous agreement, and so were disadvantaged as compared to the multiple teams that did receive such bonuses.
2. The limitation of the number of participants in the Constructors' Championship creating a "franchise value" for all existing entrants. The series is limited to no more than 12 teams and the F1 Teams must give approval for any new entrants. Any new F1 team must make a payment of \$200 million which is then distributed to the existing participants over the following two years to offset the dilution of their Prize Fund entitlement. There are currently ten F1 Teams.

As well as a new Concorde Agreement, 2021 saw the introduction of the F1 financial regulations (the "**Financial Regulations**"). These new regulations sit alongside the existing technical regulations (the "**Technical Regulations**") and sporting regulations (the "**Sporting Regulations**") and are governed by the FIA.

The objectives of the Financial Regulations are:

1. to promote the competitive balance of the Constructors' Championship through financial parity;
2. to promote the sporting fairness of the Constructors' Championship; and
3. to ensure the long-term financial stability and sustainability of the F1 Teams whilst preserving the unique technology and engineering challenge of F1.

The Financial Regulations limit the amount of money that F1 Teams can spend on development of their racing cars and the operation of their teams. Whilst there are some exclusions from the cost cap,

the cost cap should mean that most F1 Teams spend reasonably similar amounts each year (subject to having the funds available to spend up to the cost cap), which the Guarantor expects should end the status quo of the last decade where the championship was dominated by the three teams with the highest budgets (Mercedes, Red Bull and Ferrari). The Guarantor believes that the Financial Regulations will create an environment for F1 Teams to compete based on their ability to spend their budget efficiently rather than using unlimited spending to gain a competitive advantage. The Guarantor considers that AMC F1 is in the unique position of being the only F1 Team to be able to increase its budget to strategically optimise to the Financial Regulations (i.e., because its previous spending was below the cost cap in any case).

F1 cars rely on progressive technology, advanced turbo-hybrid engines and innovative aerodynamics. Technological developments and evolving F1 Regulations require the design and production of a new racing car every year and constant developments and upgrades during the course of each year. In order to maximise the performance and safety of the F1 cars, while complying with the strict technical regulations set out by the FIA, a significant proportion of time and budget spend is dedicated to research and development, which includes aerodynamic testing carried out in wind tunnels, as well as modelling using advanced computer simulation tools including computational fluid dynamics (“CFD”). With the Wind Tunnel, experiments are made by blowing wind over a real object (i.e., a model of the F1 car) in a controlled environment and measuring the aerodynamic forces that arise. With CFD, the same experiment may be conducted in the form of a computer simulation. The goal of the Guarantor in both the use of the Wind Tunnel and of CFD is to simulate the aerodynamic behaviour of a F1 car.

Aerodynamic performance is one of the most competitive areas of car design. By constructing and operating the Wind Tunnel and the New Factory (or the procurement by the Issuer of the development, construction and operation of the Wind Tunnel), AMC F1 will be able to incorporate the most up to date and advanced technology in order to develop its car and improve the overall competitiveness and performance of the team.

Currently, AMC F1 rents time in wind tunnels belonging to another F1 Team. This limits the amount of testing time AMC F1 can have as well as limiting availability to whenever spare capacity is available, meaning that AMC F1 gets the sub-optimal times (Friday, Saturday and Sunday). This limits the team’s ability to attract the best aerodynamic talent. By having its own wind tunnel or priority access to a wind tunnel that is held by a third party and available for AMC F1’s use, AMC F1 believes it should gain the flexibility to learn from each session, stagger testing times to suit the aerodynamic concept pipeline and enable it to attract the best technical talent. In addition, by having its own wind tunnel or access to a wind tunnel that is held by a third party and available for AMC F1’s use, AMC F1 will be able to significantly reduce third party expenditure currently paid to the supplying F1 Team for rental.

These material developments in the sport are taking place at the same time as AMC F1 is seeking to improve and enhance its own structure and processes, for example by benefiting from the strategic guidance of Lawrence Stroll as well as AMC F1’s partnership with Aston Martin. Furthermore, AMC F1 believes the Wind Tunnel and New Factory utilising what AMC F1 considers to be state-of-the-art technology, will be cornerstones of the team's aspirations to progress to the front of the grid, with the commensurate material improvements in Prize Fund and sponsorship revenues that are expected to follow.

The New Factory will be the first new facility in F1 for nearly 20 years, and will be the only facility to be constructed specifically with the Financial Regulations in mind. As a result, AMC F1 believes it will have access to improved facilities and infrastructure, including effective software and data

management systems that the Guarantor believes will enable AMC F1 to develop a car capable of challenging the top teams.

AMC F1's two drivers for the 2021 F1 season are multiple podium finisher Lance Stroll, and four-time World Champion Sebastian Vettel, who signed for AMC F1 for the 2021 season, having previously raced for both the Red Bull and Ferrari F1 Teams. Both Lance Stroll and Sebastian Vettel have also signed for AMC F1 for the 2022 F1 Season. In the event that a driver may need to be replaced, the Guarantor considers there will be a number of world-class drivers for AMC F1 to choose from as a suitable replacement, including Nico Hulkenberg, who is contracted as AMC F1's reserve driver for the 2021 season.

## History and development

The Guarantor, formerly known as Racing Point UK Limited, was established in August 2018 by Lawrence Stroll and the Investment Consortium (as defined below) in order to acquire the assets of the Force India F1 Team, following the appointment on 27 July 2018 of joint administrators for that team. The team was rebranded as the BWT Racing Point F1 Team at the start of the 2019 F1 season.

Following a sponsorship and branding rights agreement with Aston Martin Lagonda Limited ("**AML**") in February 2020, BWT Racing Point F1 Team was rebranded as Aston Martin Cognizant F1 in January 2021, bringing the Aston Martin name back to the F1 grid for the first time since 1960. The Guarantor was consequently renamed AMR GP Limited. The application of the Aston Martin brand to the F1 team owned and operated by the Guarantor provided it with both an improved global marketing platform and a partnership with an internationally recognised luxury brand symbolising quality, innovation and performance.

## Strategy, business and objectives of the Group

### Future Strategy

- AMC F1 has a multi-faceted strategy which is being deployed with a view to improving its on-track performance, and increasing its Prize Fund allocation, income from sponsorship and the team's overall marketability. The key objectives of AMC F1's strategy are to be strong contenders for the Constructors' Championship by 2024 and to develop the team's business strategy in order to increase the enterprise value of the Group and AMC F1. The strategy is centred on harnessing the Aston Martin brand and utilising the direction and strategic oversight of Lawrence Stroll in order to explore synergies with partners, leverage partnerships and increase sponsorship revenues.
- Since acquiring the assets of Force India F1 team (including its employees) in 2018, AMC F1 has had a strong focus on establishing a highly experienced and skilled executive leadership team. The key technical and operational leaders have been retained on long term contracts and the business leadership has been transformed with the addition of a Chief Financial Officer (September 2018), Managing Director (Commercial & Marketing) (February 2020), Chief People Officer (August 2021), Group General Counsel and Executive Director (September 2021) and Group Chief Executive Officer (October 2021).
- This enhanced leadership team enabled the creation of a formal executive committee to ensure that the Group's future strategy is managed effectively (the "**Executive Committee**"). The Executive Committee was finalised in September 2021.
- The Executive Committee consists of a team of highly experienced senior executives with a broad range of skills, experiences, perspectives and backgrounds who are responsible for managing the business with supervisory and executive mandates, including formulating, reviewing and

approving the Group's strategy, budget allocation, risk management processes and corporate actions.

### **New Factory**

- AMC F1 is also increasing its research and development and manufacturing capability, in particular with the construction of a new "smart" factory at its headquarters in Silverstone. The New Factory will replace the incumbent factory buildings, which AMC F1 has outgrown, and is due to be operational by August 2023.
- The New Factory is the first new facility in F1 for nearly 20 years, and is the only facility to be constructed specifically with the Financial Regulations in mind. As a result, AMC F1 will have access to improved facilities and infrastructure, including effective software and data management systems that the Guarantor believes will enable AMC F1 to develop a car capable of challenging the top teams.

### **Wind Tunnel**

- In addition to the New Factory, the Wind Tunnel is a key element in AMC F1's strategy for enhancing its F1 car and so the team's overall proposition. AMC F1 believes that the Wind Tunnel will represent the latest in aerodynamic technology, and the team is working closely with industry-leading contractors in order to build (or procure the building by a third party), operate and maintain a sophisticated and effective facility. The Wind Tunnel is an atmospheric, low speed, closed return research facility featuring a steel belt rolling road system to simulate a race car moving along the track and is integrated with market leading flow imaging systems. The model motion system and the tunnel control systems allow the model to be evaluated to the limits imposed by the FIA for scale model testing in F1.
- The Wind Tunnel will also result in AMC F1 not needing to incur significant cost in hiring wind tunnel time from third parties. Instead, AMC F1 can develop and customise its own facility, which the team believes has the potential to improve the correlation between testing data and real life application to the racing car, with a corresponding positive effect on AMC F1's on-track performance.
- Whilst the planning permission for the Wind Tunnel is yet to be granted, AMC F1 has had positive indications from local authorities and the team believes that planning permission for the construction of the wind tunnel will be granted no later than Q1 2022 (though this cannot be guaranteed).

### **2021 F1 Season**

- AMC F1's performance in the 2021 Constructors' Championship has fallen below the team's expectations and objectives. Over the winter of 2020/21, the FIA imposed a significant aerodynamic rule change which impacted AMC F1 and Mercedes (the only two teams who develop cars with a "low-rake" aerodynamic philosophy, meaning that the angle between the front of the car and the rear is very low) more than their competition. Despite this early set back, AMC F1 has had some highlights, including Sebastian Vettel securing second place in the Azerbaijan Grand Prix, and regular point-scoring finishes for both drivers.
- Despite a challenging 2021 season, the overhaul of the Technical Regulations for the 2022 season is expected to reset performance levels across the grid, and the Guarantor believes that the cost cap imposed by the Financial Regulations will be an opportunity for AMC F1 to play to its inherent strengths and break out of the "mid-field" to challenge the top four F1 Teams. AMC F1 currently operates below the incoming cost cap and so it is anticipated that the team will be able



upscale its operations to its advantage when compared to the top F1 Teams, who have historically incurred operating costs far in excess of the new cost cap, and so will have to reduce their spending.

## COVID-19

### 2020

- As a result of the reduction in the number of races on the calendar from 23 to 17 due to the COVID-19 pandemic, together with a markedly reduced fan attendance, the prize money for 2020 was reduced by over 50 per cent. All F1 Teams experienced a decrease in revenues as a result of the reduction in the Prize Fund.
- Due to the delayed start to the 2020 Constructors' Championship and the uncertainty created by the COVID-19 pandemic, AMC F1's management team acted swiftly to reduce the cost base of the Group. For example, almost all of AMC F1's factory staff were furloughed as the factory closed for nine weeks. In addition, all wages were reduced by 20 per cent. for three months. This meant that AMC F1 was able to reduce costs at a time when revenues were uncertain. All furloughed staff were retained and no redundancies were made.
- As the season commenced in July 2020, AMC F1 then experienced higher operating costs as a result of jurisdiction-specific COVID-19 rules and regulations, as well as COVID-19 specific regulations imposed by the FIA. Specifically, AMC F1 chartered aircraft in order to ensure the safety and welfare of its staff and was obliged to participate in a rigorous FIA testing regime in order to comply with the FIA and the UK government's strict COVID-19 protocols. AMC F1's accommodation costs were increased as a result of having to keep the team in "bubbles" (meaning that AMC F1 could not share hotels with other teams and all team members had to have their own hotel rooms). Additional costs were also incurred due to the uncertain race calendar, which meant that AMC F1 had to rely more heavily on air-freighting cars and parts to races at short notice, rather than sea-freighting. As a result of the above factors, the overall financial impact to AMC F1 was approximately £37 million.

### 2021

- AMC F1 continues to apply strict protocols in relation to the COVID-19 pandemic, including mandatory daily lateral flow testing of all personnel and visitors to its factory site.
- Ultimately, F1 as a whole has adapted to the COVID-19 pandemic and innovated by implementing various initiatives to engage and retain fans. In the 2021 F1 season, F1 is expected to deliver 22 races, which is the highest number of races organised in a season. A testament to F1's adaptability and resilience is illustrated by the success of the British Grand Prix at Silverstone in July 2021, where over 140,000 fans attended the race. However, many of the races have been "closed" events and there has been some disruption to the calendar. This has reduced the Prize Fund by approximately 20 per cent. compared to expected pre-COVID-19 levels.

## Branding and sponsorship agreements

The Group achieves high brand visibility through participation in the Constructors' Championship, allowing the Group to benefit from a significant revenue stream from sponsorship.

### AML

On 27 February 2020, AML and the Guarantor (then known as Racing Point UK Limited) entered into a sponsorship and branding rights agreement (the "**AML Sponsorship Agreement**") pursuant to which AML granted the Guarantor the worldwide royalty-free right to use the "Aston Martin" name, logo and branding (the "**AML Branding**") in relation to its participation in F1 for an initial ten-year term

starting on 1 January 2021, with the possibility to extend for a further five years by mutual agreement between AML and the Guarantor (the “**Branding Arrangements**”). Under the Branding Arrangements, the Racing Point F1 team became the Aston Martin F1 team with effect from the start of the 2021 F1 season.

In addition to the Branding Arrangements, under the AML Sponsorship Agreement, AML agreed to sponsor AMC F1 for a ten year term, subject to a sponsorship valuation process and certain limited break options after five years (the “**AML Sponsorship Arrangements**”). During the term of the AML Sponsorship Arrangements, AML will pay sponsorship fees to the Guarantor in return for receiving certain sponsorship, hospitality and promotional benefits. If the AML Sponsorship Arrangements are not renewed or are otherwise terminated, the Guarantor would continue to use the AML Branding in respect of its participation in F1 for the remainder of the term of the Branding Arrangements.

### **Cognizant**

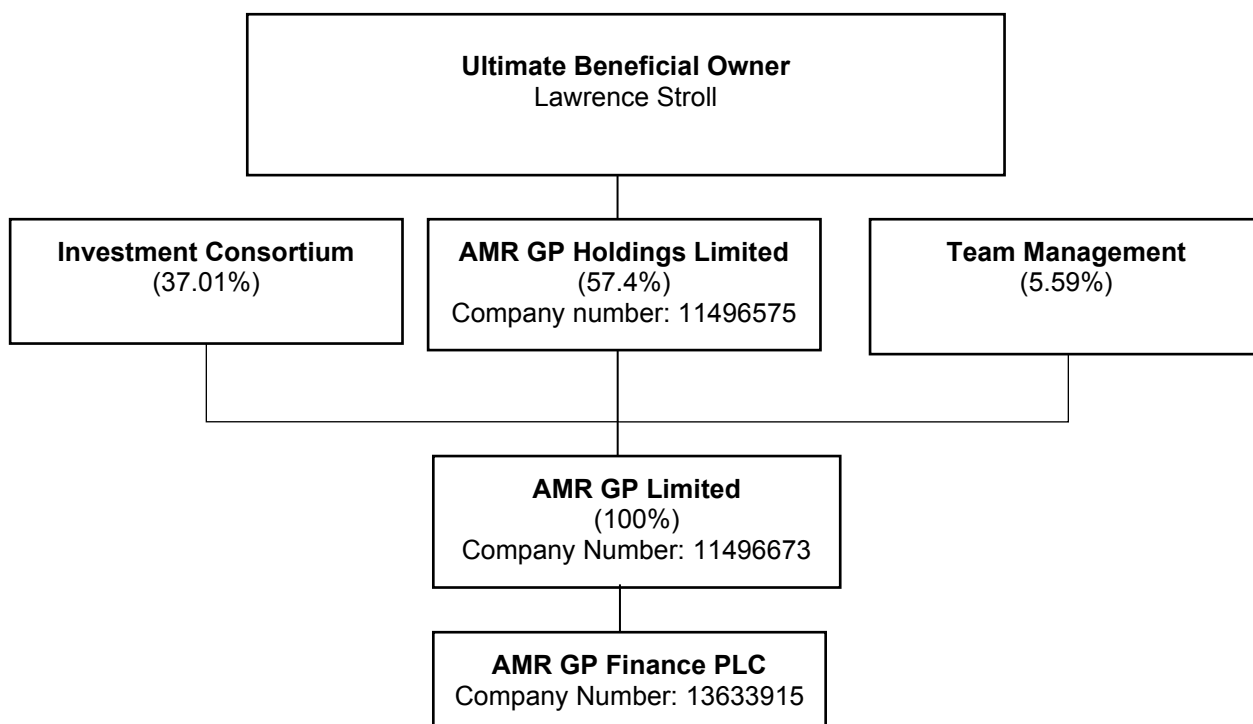
On 14 December 2020, the Guarantor entered into a multi-year sponsorship and branding rights agreement with Cognizant Technology Solutions U.S. Corporation (the “**Cognizant Sponsorship Agreement**”) whereby Cognizant, a company which provides consulting and professional services in the field of information technology (“IT”) was appointed as AMC F1’s title sponsor for the term of the Cognizant Sponsorship Agreement. During the term of the Cognizant Sponsorship Agreement, Cognizant will pay sponsorship fees to the Guarantor in return for receiving certain sponsorship, hospitality and promotional benefits, including display of Cognizant’s logo and brand name on (among other items), AMC F1’s racing cars, apparel (including drivers’ suits and helmets), garage and paddock suites, press materials and digital activities by granting a worldwide, non-exclusive, royalty free licence to use Cognizant’s logo and brand name.



## Group Structure

The Guarantor is the sole shareholder of the Issuer. As at the date of the Prospectus, the Guarantor is 5.59 per cent. owned by the Guarantor's senior management, 37.01 per cent. owned by an investment consortium which is led by Lawrence Stroll (the “**Investment Consortium**”), and 57.4 per cent. owned by AMR GP Holdings Limited, a private limited company incorporated in England and Wales with registered number 11496575. Lawrence Stroll is the ultimate beneficial owner of AMR GP Holdings Limited.

The following chart shows, in simplified form, the ownership structure of the Group.



## FURTHER INFORMATION

### HOLDING THE BONDS

The Bonds will be held in custody for you by your Authorised Offeror, or as may be arranged by your stockbroker or financial adviser.

### HOW TO TRADE THE BONDS

The Bonds are expected to be listed on the Official List of the UK Listing Authority and admitted to trading on the regulated market of the London Stock Exchange plc.

The Bonds are also expected to be eligible for the London Stock Exchange's electronic Order Book for Retail Bonds (the "**ORB**").

The ORB was launched in response to private investor demand for easier access to trading bonds with the aim of providing a transparent and efficient mechanism for UK retail investors to access the bond markets. The Bonds are tradable instruments and prices will be quoted in the market during trading hours (8.00am to 4.30pm London time).

The Bonds are expected to be supported in a market-making capacity by Peel Hunt LLP.

Market-making means that, throughout the trading day, a person will quote prices for buying and selling the Bonds. Peel Hunt LLP will be appointed as registered market maker through the ORB ([www.londonstockexchange.com/exchange/prices-and-markets/retail-bonds/retail-bonds-search.html](http://www.londonstockexchange.com/exchange/prices-and-markets/retail-bonds/retail-bonds-search.html)) when the Bonds are issued.

Investors should, in most normal circumstances, be able to sell their Bonds at any time, subject to market conditions, by contacting their stockbroker. **As with any investment, there is a risk that an investor could get back less than his/her initial investment or lose his/her initial investment in its entirety.** See the section headed "**Key Risks of Investing in the Bonds**" on page 10 of this Information Booklet.

Pricing information for sales and purchases of the Bonds in the market will be available during market hours (8.00am to 4.30pm London time) and in normal market conditions on the ORB.

As noted above, notwithstanding that Peel Hunt will act as market-maker (as explained above), if trading activity levels are low, this may severely and adversely impact the price that an investor would receive if he/she wishes to sell his/her Bonds.

### FEES

AMR GP Finance PLC will pay certain fees and commissions in connection with the offer of the Bonds. Peel Hunt LLP will receive a fee of 1.5% of the aggregate nominal amount of the Bonds to be issued, of which each Authorised Offeror will be entitled to receive a fee of 0.375% of the total face value of the Bonds issued and allotted to such initial Authorised Offeror.

Authorised Offerors may charge expenses to you in respect of any Bonds purchased and/or held. These expenses are beyond the control of AMR GP Finance PLC and AMR GP Limited and are not set by AMR GP Finance PLC or AMR GP Limited. None of AMR GP Finance PLC, the Guarantor or (unless acting as an Authorised Offeror) the Lead Manager is responsible for the level or payment of any of these expenses.

## TAXATION OF THE BONDS

**The tax treatment of an investor will depend on his or her individual circumstances and taxation law and practice at the relevant time (and so may be subject to change in the future). Prospective investors should consult their own independent professional tax advisers to obtain advice about their particular tax treatment in relation to the Bonds.**

If you make an investment in the Bonds, the tax treatment which will apply to you will depend on your individual circumstances and taxation law and practice at the relevant time (and so may be subject to change in the future including during the life of the Bonds).

Please also refer to the section at pages 88-91 of the Prospectus entitled “**Taxation**” for information regarding certain aspects of United Kingdom taxation of payments of interest on the Bonds.

**All amounts, yields and returns described herein are shown before any tax impact.**

It is the responsibility of every investor to comply with the tax obligations operative in their country of residence.

## INDIVIDUAL SAVINGS ACCOUNTS

The Bonds will be qualifying investments for the stocks and shares component of an account (an “ISA”) under the Individual Savings Account Regulations 1998 (the “ISA Regulations”) provided that the Bonds are listed on the official list of a recognised stock exchange within the meaning of section 1005 of the Income Tax Act 2007. The London Stock Exchange is a recognised stock exchange for these purposes and the ORB market is a platform within the main market of the London Stock Exchange for these purposes. Individual bondholders who acquire or hold their Bonds through an ISA and who satisfy the requirements for tax exemption in the ISA Regulations will not be subject to United Kingdom tax on interest or other amounts received in respect of the Bonds.

The opportunity to invest in Bonds through an ISA is restricted to individuals. Individuals wishing to purchase the Bonds through an ISA should contact their professional advisers regarding their eligibility.

See also the “**Taxation of the Bonds**” section above.

**You should refer to the sections headed “Subscription and Sale” on pages 85-87 onwards of the Prospectus, “Taxation” on page 89-92 of the Prospectus and “Important Legal Information” on pages 78-84 of the Prospectus.**

## **DISCLAIMER**

**This Information Booklet does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase, any Bonds. Any purchase or sale of Bonds should only be made on the basis of the information contained in the Prospectus, available as described above.**

**The contents of this Information Booklet are indicative and are subject to change. This Information Booklet should not be relied on for making any investment decision in relation to the purchase of Bonds. Any decision to purchase or sell the Bonds should be made by you solely on the basis of a careful review of the Prospectus. Please therefore read the Prospectus carefully before you invest. Before buying or selling any Bonds you should ensure that you fully understand and accept the risks relating to an investment in the Bonds, otherwise you should seek professional independent advice.**

Peel Hunt LLP is authorised and regulated in the United Kingdom by the FCA, and is acting exclusively for AMR GP Finance PLC and AMR GP Limited as Lead Manager and no-one else in respect of the offering of the Bonds and will not regard any other person (whether or not a recipient of this Information Booklet) as a client in relation to the offering of the Bonds or any other transaction, document or arrangement referred to in this Information Booklet and will not be responsible to anyone other than AMR GP Finance PLC and AMR GP Limited for providing the protections afforded to its clients or for giving advice in relation to the offering of the Bonds or any other transaction, document or arrangement referred to in this Information Booklet.

No reliance may be placed on Peel Hunt LLP, AMR GP Finance PLC or AMR GP Limited for advice or recommendations of any sort. Peel Hunt LLP makes no representation or warranty to you with regard to the information contained in the Prospectus, this Information Booklet or any website or webpages that AMR GP Finance PLC may establish or maintain in relation to the Bonds. This Information Booklet contains information derived from the Prospectus and is believed to be reliable but Peel Hunt LLP does not warrant or make any representation as to its completeness, reliability or accuracy.

None of Peel Hunt LLP, AMR GP Finance PLC or the Guarantor is responsible for any advice or service you may receive from a third party in relation to the Bonds.

Peel Hunt LLP and its respective affiliates, connected companies, employees and/or clients may have an interest in the Bonds and/or in related investments. Such interest may include dealing, trading, holding, acting as market makers in such instruments and may include providing banking, credit and other financial services to any company or issuer of securities referred to herein.

## **AUTHORISED OFFERORS**

AJ Bell Youinvest  
Equiniti Financial Services Limited  
Hargreaves Lansdown Asset Management Limited  
Interactive Investor Services Limited  
Redmayne Bentley LLP