

FINAL TERMS

Final Terms dated 20 August 2013

AA Bond Co Limited

Issue of Sub-Class A2 £175,000,000 Fixed Rate Class A Notes (to be consolidated and form a single series with the Sub-Class A2 £325,000,000 Fixed Rate Class A Notes issued on 2 July 2013) under the £5,000,000,000 multicurrency Programme for the issuance of Class A Notes

PART A—CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Base Prospectus dated 24 June 2013 which constitutes a base prospectus (the *Base Prospectus*) for the purposes of EU Directive 2003/71/EC as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in the Relevant Member State) (the *Prospectus Directive*). This document constitutes the Final Terms of the Class A Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Class A Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at <http://www.centralbank.ie/regulation/securities-markets/prospectus/Pages/approvedprospectus.aspx> and copies may be obtained from the Specified Office of the Class A Paying Agents.

1	Issuer:	AA Bond Co Limited
2	(i) Tranche Number:	2 of Sub-Class A2
	(ii) Date on which the Class A Notes will be consolidated and form a single series:	The Class A Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the existing Sub-Class A2 £325,000,000 Fixed Rate Class A Notes issued on 2 July 2013 on the exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph 23 below, which is expected to occur on or about 6 October 2013.
3	Specified Currency or Currencies:	Pound Sterling (“£”)
4	Aggregate Nominal Amount of Class A Notes:	
	(i) Sub-Class:	£500,000,000 (Tranche 2: £175,000,000)
5	Issue Price:	104.023 per cent. of the Aggregate Nominal Amount plus accrued interest from and including 2 July 2013 to but excluding 27 August 2013
6	(i) Specified Denominations	£100,000 and integral multiples of £1,000 in excess thereof up to and including

£99,000. No Class A Notes in definitive form will be issued with a denomination of integral multiples above £99,000.

	(ii)	Calculation Amount:	£1,000
7	(i)	Issue Date:	27 August 2013
	(ii)	Class A Interest Commencement Date:	2 July 2013
8	(i)	Expected Maturity Date:	31 July 2025
	(ii)	Final Maturity Date:	2 July 2043
9		Instalment Date:	Not Applicable
10		Interest Basis:	Fixed Rate Class A Notes
11		Redemption/Payment Basis:	Redemption at Expected Maturity/Final Redemption
12		Call Options:	Issuer Optional Redemption—Class A Condition 7(c) applies Class B Call Option—Class A Condition 7(h) applies
13		Date Board approval for issuance of Class A Notes obtained:	8 August 2013
14		Method of Syndication:	Syndicated
15		Fallback provisions:	Not Applicable
16		Relevant Financial Centre:	London
17		Additional Financial Centre(s):	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

18		Fixed Rate Note Provisions:	Applicable
	(i)	Class A Initial Interest Rate:	6.269 per cent. per annum payable semi annually in arrear on each Interest Payment Date
	(ii)	Class A Revised Interest Rate:	7.269 per cent. per annum payable semi annually in arrear on each Interest Payment Date
	(iii)	Interest Payment Date(s):	31 January and 31 July in each year; provided that the Interest Payment Dates

in 2043 shall be on 31 January and 2 July

- (iv) First Interest Payment Date: 31 January 2014
 - (v) Class A Note Interest Amount: £36.37 per Calculation Amount in respect of the period from (and including) the Issue Date to (but excluding) the first Interest Payment Date, £31.35 per Calculation Amount in respect of each Class A Note Interest Period from (and including) the first Interest Payment Date to (but excluding the Expected Maturity Date), £36.35 in respect of each Class A Note Interest Period from (and including the Expected Maturity Date to (but excluding) the Interest Payment Date on 31 January 2043 and £30.52 in respect of the period from (and including) the Interest Payment Date on 31 January 2043 to (but excluding) the Final Maturity Date
 - (vi) Day Count Fraction: Actual/Actual (ICMA)
 - (vii) Reference Gilt: UK Treasury 5.00% due March 2025
- 19 Floating Rate Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 20 Issuer Optional Redemption: Applicable in accordance with Class A Condition 7(c)
- (i) Optional Redemption Date(s): Any Interest Payment Date
 - (ii) Redemption Amount(s) of each Class A Note: As set out in Class A Condition 7(c) provided that 50 basis points shall be added to the Gross Redemption Yield on the Reference Gilt (or such other UK government stock as the case may be)
 - (iii) If redeemable in part:
 - (a) Minimum Redemption Amount: Not Applicable
 - (b) Maximum Redemption Amount: Not Applicable
 - (iv) Notice period: As set out in Class A Condition 7(c)
- 21 Redemption Amount of each Class A Note: For purposes of Class A Condition 7(c) and 7(e), as set out in Class A Condition 7(c); provided that 50 basis points shall be added to the Gross Redemption Yield on the Reference Gilt (or such other UK

government stock as the case may be)

- 22 Early Redemption Amount(s) per Calculation Amount payable per Calculation Amount on redemption for taxation reasons or on event of default or other early redemption: As set out in Class A Condition 7

GENERAL PROVISIONS APPLICABLE TO THE CLASS A NOTES

- 23 Form of Class A Notes: Bearer
- (i) If issued in Bearer form: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Class A Definitive Notes in the limited circumstances specified in the Permanent Global Note (TEFRA D Rules apply).
- 24 New Global Note: No
- 25 Relevant Financial Centre(s): London
- 26 Class A Talons for future Class A Coupons or Class A Receipts to be attached to Class A Definitive Notes (and dates on which such Class A Talons mature): Not Applicable.
- 27 Details relating to Instalment Notes: Not Applicable

Signed on behalf of the Issuer:

By:

Duly authorised

PART B—OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

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| (i) | Listing | Ireland |
| (ii) | Admission to trading: | Application has been made to the Irish Stock Exchange by the Issuer (or on its behalf) for the Class A Notes to be admitted to the Official List and trading on the Main Securities Market with effect from 27 August 2013. |
| (iii) | Estimate of total expenses related to admission to trading: | Expected to be approximately €250 |

2 RATINGS

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| Ratings: | The Class A Notes to be issued have been rated:

Standard & Poor's Credit Market Services Europe Limited: BBB- (sf) |
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3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in “*Subscription and Sale*” in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Class A Notes has an interest material to the offer.

4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

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| (i) | Reasons for the offer: | See “ <i>Use of Proceeds</i> ” in the Base Prospectus |
| (ii) | Estimated net proceeds: | Not Applicable |
| (iii) | Estimated total expenses: | Not Applicable |

5 YIELD (Fixed Rate Class A Notes only)

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| Indication of yield: | 5.795% |
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5 OPERATIONAL INFORMATION

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| Any clearing system(s) other than The Depository Trust Company, Euroclear Bank SA/NV and Clearstream Banking Société Anonyme and the relevant identification number(s): | Not Applicable |
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Delivery:	Delivery against payment
Names and addresses of additional Class A Paying Agent(s) (if any):	Not Applicable
Name and address of Calculation Agent (if any):	Not Applicable
ISIN Code:	Temporary ISIN Code: XS0962592555 Permanent ISIN Code: XS0949169923
Common Code:	Temporary Common Code: 096259255 Permanent Common Code: 094916992
CUSIP:	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Class A Notes are capable of meeting them, the Class A Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Class A Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.