

## **AAG Announces Required Consents Received in its Notes Consent Solicitation**

LONDON, March 6, 2017 –Alliance Automotive Holding Limited (“AAG”) today announced that the consent solicitation by its subsidiary, Alliance Automotive Finance plc (the “Issuer”), with respect to the Issuer’s €540,000,000 aggregate principal amount of 6.25% Senior Secured Notes due 2021 and €100,000,000 aggregate principal amount of Floating Rate Senior Secured Notes due 2021 (together, the “Notes”), has been successful, and that on March 3, 2017, the Issuer obtained the required consents necessary to amend and to waive (the “Proposed Amendments and Waivers”) certain provisions of the indenture governing the Notes as set forth in the consent solicitation statement dated February 27, 2017, as subsequently amended and extended.

The purpose of the Proposed Amendments and Waivers is to enable AAG to deliver the financial statements of Alize LuxCo 1 S.à. r.l. (“Alize Luxco”), its indirect parent company, in lieu of those for AAG, in the reports required to be delivered to the holders of the Notes on a periodic basis under the indenture governing the Notes.

The adoption of the Proposed Amendments and Waivers with respect to the Notes requires the consents of the holders of at least a majority in principal amount of the Notes then outstanding voting as a single class. A majority of holders of the Notes voting as a single class have submitted their consents prior to the Expiration Date (as such term is defined in the consent solicitation statement).

A supplemental indenture was entered into on March 3, 2017 with respect to the Notes, containing the Proposed Amendments and Waivers and will bind all holders of the Notes, including those that did not give their consent, though non-consenting holders will not receive the consent payment. Promptly after the Expiration Date, the Issuer expects to make the payments related to the Proposed Amendments and Waivers and, upon such payment, the Proposed Amendments and Waivers will become operative.

This announcement is for information purposes only and is neither an offer to sell nor a solicitation of an offer to buy any security. The solicitation of consents was not made in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such solicitation under applicable state or foreign securities or “blue sky” laws.

### **Forward-Looking Statements**

AAG cautions you that statements included in this announcement that are not a description of historical facts are forward-looking statements that involve risks, uncertainties, assumptions and other factors which, if they do not materialize or prove correct, could cause AAG’s results to differ materially from historical results or those expressed or implied by such forward-looking statements. There can be no assurance that the transactions contemplated in this announcement will be completed. AAG assumes no obligation to update any forward-looking statement included in this announcement to reflect events or circumstances arising after the date on which it was made.

Under no circumstances shall the consent solicitation statement, as amended, constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for the Notes in any jurisdiction. The consent solicitation shall not be considered an “offer of securities to the public” for purposes of Irish law, or give rise to or require a prospectus in a European Economic Area member state which has implemented the prospectus directive.

The consent solicitation was not made to, and no consents were solicited from, holders or beneficial owners of the Notes in any jurisdiction in which it is unlawful to make such consent solicitation or grant such consents. However, the Issuer may, in its sole discretion and in compliance with any applicable laws, take such actions as it may deem necessary to solicit consents in any jurisdiction and may extend the consent solicitation to, and solicit consents from, persons in such jurisdiction.

Within the United Kingdom, the consent solicitation is directed only at persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) or fall within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (“relevant persons”). The investment or investment activity to which the consent solicitation relates is only available to and will only be engaged with the relevant persons, and persons who receive the consent solicitation who are not relevant persons should not rely or act upon it.

The making of the consent solicitation and the consent payment, as applicable, may be restricted by law in some jurisdictions. Persons into whose possession the consent solicitation statement, as amended, comes must inform themselves about and observe these restrictions.

For further information, contact:

The Solicitation Agent:

Credit Suisse Securities (Europe) Limited

+44 20 7883 8763

E-mail: [liability.management@credit-suisse.com](mailto:liability.management@credit-suisse.com)

Attention: The Liability Management Desk

The Tabulation Agent:

Lucid Issuer Services Limited

+44 20 7704 0880

E-mail: [aag@lucid-is.com](mailto:aag@lucid-is.com)

Attention: Paul Kamminga