

MG01

Particulars of a mortgage or charge

10010213



A fee is payable with this form.
We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

☐ **What this form is NOT for**
You cannot use this form to
particulars of a charge for a
company. To do this, please
form MG01s

FRIDAY



LD3 "L10FB4BD"
13/01/2012 #100
COMPANIES HOUSE

1 Company details

Company number 0 1 5 5 5 7 4 6

Company name in full AVIVA GROUP HOLDINGS LIMITED

For official use

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation ^d3 ^d1 ^m1 ^m2 ^y2 ^y0 ^y1 ^y1

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description SECURITY OVER SHARES AGREEMENT
(AVIVA GROUP HOLDINGS LIMITED IN FAVOUR OF AVIVA INSURANCE LIMITED)

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured THE TOTAL FACILITY AMOUNT IN THE SUM OF £5,294,362,027
(FIVE BILLION, TWO HUNDRED AND NINETY-FOUR MILLION,
THREE HUNDRED AND SIXTY-TWO THOUSAND AND
TWENTY-SEVEN POUNDS) AND ALL OTHER MONIES DUE OR
TO BECOME DUE FROM AVIVA GROUP HOLDINGS LIMITED TO
AVIVA INSURANCE LIMITED UNDER THE TERMS OF THE LOAN
FACILITY AGREEMENT DATED 31 DECEMBER 2011 BETWEEN
AVIVA GROUP HOLDINGS LIMITED AND AVIVA INSURANCE
LIMITED

Continuation page
Please use a continuation page if
you need to enter more details

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5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page
Please use a continuation page if you need to enter more details

Name AVIVA INSURANCE LIMITED

Address PITHEAVLIS, PERTH

Postcode P H 2 0 N H

Name

Address

Postcode

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page
Please use a continuation page if you need to enter more details

Short particulars

"SHARES" AND "RELATED ASSETS" COMPRISING

3,628,831,913 (THREE BILLION,SIX HUNDRED AND TWENTY-EIGHT MILLION, EIGHT HUNDRED AND THIRTY-ONE THOUSAND, NINE HUNDRED AND THIRTEEN) ORDINARY SHARES OF £1 (ONE POUND) NOMINAL VALUE EACH OF AVIVA LIFE HOLDINGS UK LIMITED, A COMPANY REGISTERED IN ENGLAND UNDER NUMBER 2403518, AND HAVING ITS REGISTERED OFFICE AT 2, ROUGIER STREET, YORK YO90 1UU, HELD BY AVIVA GROUP HOLDINGS LIMITED

AND

THE "RELATED ASSETS" WHICH ARE ALL DIVIDENDS, INTEREST AND OTHER MONIES PAYABLE AT ANY TIME IN RESPECT OF THE SHARES AND ALL OTHER RIGHTS, BENEFITS AND PROCEEDS IN RESPECT OF OR DERIVED FROM THE SHARES (WHETHER BY WAY OF REDEMPTION, BONUS, PREFERENCE, OPTION, SUBSTITUTION, CONVERSION, COMPENSATION OR OTHERWISE) HELD BY, TO THE ORDER OR ON BEHALF OF AVIVA GROUP HOLDINGS LIMITED AT ANY TIME

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Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered

Commission allowance or discount

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Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

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Signature

Please sign the form here

Signature

Signature

X  X

This form must be signed by a person with an interest in the registration of the charge

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name **YOMI AKISANYA**

Company name **AVIVA GROUP HOLDINGS LIMITED**

Address **ST HELEN'S**

1 UNDERSHAFT

Post town **LONDON**

County/Region

Postcode **E C 3 P 3 D Q**

Country **UNITED KINGDOM**

DX

Telephone **02076622564**



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge.

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 1555746
CHARGE NO. 1**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SECURITY OVER SHARES
AGREEMENT DATED 31 DECEMBER 2011 AND CREATED BY
AVIVA GROUP HOLDINGS LIMITED FOR SECURING
£5,294,362,027 AND ALL OTHER MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO AVIVA INSURANCE LIMITED
UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 13 JANUARY 2012**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 20 JANUARY
2012**

Pb



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**