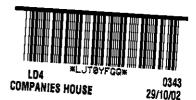
NORWICH UNION CENTRAL SERVICES LIMITED REPORT AND ACCOUNTS YEAR ENDED 31 DECEMBER 2001



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Directors and officers
Directors:
M N Biggs
I Butterworth
P C Easter
C F Ramsay
Secretary:
Aviva Company Secretarial Services Limited (formerly CGNU Company Secretarial Services Limited)
Auditors:
Ernst & Young LLP Rolls House 7 Rolls Buildings Fetter Lane London EC4A 1NH

Registered Office:

8 Surrey Street Norwich NR1 3NG

Registered in England No 3259447

Directors' report

for the year ended 31 December 2001

The directors present their annual report and audited financial statements for Norwich Union Central Services Limited (the Company) for the year ended 31 December 2001.

Principal activity

The principal activity of the Company is the provision of physical infrastructure and associated support services to other companies within the Aviva plc group. The directors consider that this will continue unchanged into the foreseeable future.

Operations

The Company made a profit on ordinary activities before taxation of £530.0k (2000: £211.9k).

Further details of the results are given in the profit and loss account on page 8.

Major events

On 2 July 2001, the Company purchased the entire issued share capital of Aviva Employment Services Limited (formerly CGNU Employment Services Limited, formerly Norwich Union Services Limited) from Norwich Union Holdings Limited for £127,392.

On 3 December 2001, the Company purchased the entire issued share capital of GA Leisure Limited from General Accident plc and Gaflac Nominees Limited for a total consideration £2,841.

Dividends

No interim dividend was paid during the year (2000: £Nil). The directors do not recommend the payment of a dividend for the year (2000: £Nil).

Charitable donations and political contributions

During the year, the Company made a charitable donation of £1,000 to Norwich Centre Projects Limited.

European Monetary Union

The total costs, including systems preparation, incurred for the introduction of the Euro into the Aviva European Union operation amount to £65 million, of which £8 million was incurred during 2001 (2000: £17 million). On 1 January 2002, the Group's businesses in those countries within the European Union introducing the Euro successfully applied the currency transition within their businesses.

Ultimate holding company

On 1 July 2002, the ultimate holding company, CGNU plc, changed its name to Aviva plc.

Directors

The names of the present directors of the Company appear on page 1.

M N Biggs, I B Butterworth, P C Easter and C F Ramsay served as directors of the Company throughout the year.

Directors' report for the year ended 31 December 2001

Directors' interests

The table below shows the interests held by each person who was a director at the end of the financial year in the ordinary shares of 25 pence each in Aviva plc. Details of any options and awards held through Aviva plc's share schemes and incentive plans are shown on pages 3 to 4. All the disclosed interests are beneficial.

	At 1 January 2001	At 31 December 2001
	Number	Number
1 B Butterworth	373	373
P C Easter	9,645	9,687
C F Ramsay	494	494

M N Biggs is a director of the Company's ultimate parent undertaking, Aviva plc, and details of his interests are given in that company's accounts.

Incentive plans

Details of the directors who held office at the end of the financial year, and hold or held options to subscribe for ordinary shares of Aviva plc or hold or held awards over shares in Aviva plc, pursuant to Aviva plc's share based incentive plans, are set out below.

(i) Share options

	At 1 January 2001	Options granted during year	At 31 December 2001
	Number	Number	Number
I B Butterworth Savings related options	432	858	1,290
P C Easter Savings related options	3,185	-	3,185
C F Ramsay Savings related options Executive options	3,185 -	- 16,666	3,185 16,666

[&]quot;Savings related options" are options granted under the Inland Revenue-approved CGNU SAYE Share Option Scheme. Options granted from 1994 to 2001 are normally exercisable during the six months period following either the third, fifth or seventh anniversary of the relevant savings contract.

During the year no directors exercised any share options and therefore no gains on such were made

[&]quot;Executive options" are those granted under the CGNU Executive Share Option Scheme, or predecessor schemes. Options, which have been granted on various dates from 1993 to 2001, are normally exercisable between the third and tenth anniversaries of their date of grant. Options granted after 1997 are only exercisable if certain performance conditions are met.

Directors' report (continued) for the year ended 31 December 2001

(ii) Share awards

	At 1 January 2001	Awards granted during the year	At 31 December 2001
	Number	Number	Number
I B Butterworth CGNU Integration Incentive Plan CGNU Long Term Incentive Plan CGNU Deferred Bonus Plan	15,426 2,673	15,625 10,624	15,426 18,298 10,624
P C Easter CGNU Integration Incentive Plan CGNU Long Term Incentive Plan CGNU Deferred Bonus Plan NU Restricted Share Plan	21,597 16,969 - 10,756	23,437 17,936 -	21,597 40,406 17,936 10,756
C F Ramsay CGNU Long Term Incentive Plan	2,468	-	2,468

The CGNU Integration Incentive Plan, which related to the merger of CGU plc and Norwich Union plc, was approved by Aviva plc shareholders at last year's Annual General Meeting. Awards were granted to directors in September 2000 subject to the condition that shareholders' approval was obtained. The performance conditions under the Plan have been met and the awards will vest in March 2002. The Plan will then close.

The CGNU Long Term Incentive Plan was approved by Aviva plc shareholders at last year's Annual General Meeting and awards were granted to directors in September 2000 subject to the condition that shareholders' approval was obtained. Awards under the Plan are made on an annual basis and the 2001 award was made in May. Awards are subject to the attainment of performance conditions over a three year period.

The CGNU Deferred Bonus Plan was approved by Aviva plc shareholders at last year's Annual General Meeting and replaced the CGU Deferred Bonus Plan. The awards disclosed include those made in lieu of some or all of the cash bonus earned and deferred under Aviva plc's Annual Bonus in 2001 and also the matching awards granted on a one for one basis. The awards are not subject to performance conditions and vest on the third anniversary of their grant.

NU Restricted Share Plan was a deferred bonus arrangement in which a small number of former Norwich Union senior managers participated. Awards were granted which vest after three years, subject to the attainment of a performance measure based on Total Shareholder Return (TSR).

Creditor payment policy and practice

It is the Company's policy to pay creditors when they fall due for payment. Terms of payment are agreed with suppliers when negotiating each transaction and the policy is to abide by those terms, provided that the suppliers also comply with all relevant terms and conditions. The amounts due to trade creditors at 31 December 2001 represented approximately 19 days of average daily purchases through the year (2000: 39 days).

Directors' report (continued) for the year ended 31 December 2001

United Kingdom employees

The Group continues to place emphasis on communication and dialogue with employees. News about the Group is provided through a variety of channels, including the internet, circulars, in-house magazines, video presentations, "live" Group-wide television broadcasts and face-to-face briefings.

Employees are encouraged to have their say on how they view the Company and their employment through confidential staff opinion surveys. Survey results are fed back to staff and, where appropriate, action plans are put in place to address key issues. Through their participation staff can help to shape future employment developments. In addition, regular discussions take place with the staff representative bodies, who are themselves combining to become part of AMICUS (effective from 1 January 2002 following the amalgamation of the MSF and AEE Unions).

The Company is also supportive of employee development. This support includes the building of relevant competencies, gaining appropriate professional qualifications and assistance with wide personal development.

The Group's UK operations have established their own employee career and recognition frameworks, which draw together the formal competencies, target setting and review systems and links them to appropriate rewards and benefits.

Shareholders approved at the 2001 Annual General Meeting the establishment of an All Employee Share Ownership Plan as a way for employees to participate in the Group's success through share ownership. Two elements of the Plan are now in operation with an encouraging level of take up from eligible staff. The partnership element allows employees to purchase Aviva shares at market price from pre-tax income, while the more established save as you earn element provides an opportunity to acquire share options and to save over fixed periods. All eligible staff will participate in the third element of the plan when they receive free shares, at the discretion of the Board, in April 2002.

Group companies are committed to providing equal opportunities to all employees irrespective of sex, sexual orientation, marital status, creed, colour, race, ethnic origin or disability. The commitment extends to recruitment and selection, training, career development, flexible working arrangements, promotion and performance appraisal. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Group continues and to provide specialised training where this is appropriate.

The health and safety of staff is a priority, with both internal reviews and external reports on the health and safety provision being received at regular intervals. Each business unit has an appointed health and safety representative whose role is to bring to the attention of senior management any areas of concern that should be addressed within the health and safety programme. Information of health and safety matters is communicated to staff through the normal communication channels.

Details of UK employees who provide services to the Company are included in the financial statements of Aviva Employment Services Limited (formerly CGNU Employment Services Limited, formerly Norwich Union Services Limited).

Resolutions

On 6 June 2001, the members of the Company passed resolutions to dispense with the holding of Annual General Meetings, the laying of directors' reports, financial statements and auditors' reports before the members in general meeting and the obligation to appoint auditors annually.

Related party disclosures

There have been no significant transactions between the directors and the Company during the year.

As consolidated financial statements of Aviva plc are publicly available, the Company has taken advantage of the exemption from the requirement to disclose transactions with related parties, the voting rights in which are controlled by companies within the Aviva plc Group.

Directors' report (continued) for the year ended 31 December 2001

Post Balance Sheet Event

On 30th September 2002, it was agreed that a further £18m share capital will be issued before the end of 2002. This will increase the number of allotted £1 ordinary shares to 50,001,000. A formal resolution approving this will be proposed during October 2002.

Auditors

At the Annual General Meeting on 6 June 2001, Ernst & Young was reappointed as auditor to the Company.

On 28 June 2001, Ernst & Young, the Company's auditor, transferred its entire business to Ernst & Young LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The directors consented to treating the appointment of Ernst & Young as extending to Ernst & Young LLP with effect from 28 June 2001.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the result for that period. In preparing those financial statements, the directors are required to:

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

The directors confirm that the accounts comply with the above requirements.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

By order of the Board

Aviva Company Secretarial Services Limited

Secretary

Date

140cross 2002

Independent Auditors' Report to the members of Norwich Union Central Services Limited

We have audited the Company's financial statements for the year ended 31 December 2001 which comprise the Profit and Loss Account, Balance Sheet, Statement of Total Recognised Gains and Losses, Reconciliation of Shareholders' Funds and the related notes 1 to 17. These financial statements have been prepared on the basis of the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the Company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the Company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company as at 31 December 2001 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst and Young LLP Registered Auditor

London 26 October 2002

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Profit and loss account for the year ended 31 December 2000

	Note	2001 £'000	2000 £'000
Turnover Cost of sales	2	599,167 (597,161)	279,478 (278,824)
Gross profit Administrative expenses		2,006	654 (10)
Operating profit Interest payable and similar charges	3, 4 5	2,006 (1,476)	644 (432)
Profit on ordinary activities before taxation Tax on profit on ordinary activities	6	530 (6,563)	212 (20,924)
Loss retained for the financial year		(6,033)	(20,712)

All amounts relate to continuing operations.

A statement of movement in reserves can be found in note 14.

Statement of total recognised gains and losses for the year ended 31 December 2001

There are no recognised gains/losses other than the loss for the year of £6,033k (2000 loss: £20,712k).

Balance sheet as at 31 December 2001			
	Note	2001 £'000	2000 £'000
Fixed assets Tangible assets Investments	7 8	72,281 133 72,414	60,695 2 60,697
Current assets Debtors	9	119,582	93,234
Creditors: amounts falling due within one year	10	(173,420)	(134,843)
Net current liabilities		(53,837)	(41,609)
Total assets less current liabilities		18,577	19,088
Creditors: amounts falling due after more than one year Obligations under finance leases and hire purchase contracts	11	(11,699)	(6,178)
	2	6,877	12,910
Capital and reserves Called up share capital	13, 14	32,001	32,001
Capital reserve	13, 14	3,000	3,000
Profit and loss account	14	(28,124)	(22,091)
Equity shareholder's funds	14	6,877	12,910

The notes on pages 10 to 16 form an integral part of these financial statements, which have been approved by the Board and signed on its behalf by

Director

14 October 2002

Notes to the accounts for the year ended 31 December 2001

1. Accounting policies

a) Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. As the Company is a wholly owned subsidiary of another company registered in England, no group consolidated accounts have been prepared. Accordingly, the accounts show the results of the individual company only, as permitted by Section 228 of the Companies Act 1985.

b) Turnover

Turnover, which excludes VAT, represents amounts charged to companies within the Aviva plc Group in respect of the provision of physical infrastructure and associated support services. All turnover arises from continuing operations.

c) Fixed assets and depreciation

All fixed assets are recorded at historical cost less accumulated depreciation. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost less estimated residual value evenly over its expected useful life as follows:

Motor vehicles - 3 years
Computer equipment - 3 years
Plant and machinery - 3 years

d) Leasing and hire purchase commitments

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the Company, and hire purchase contracts, are capitalised in the balance sheet and are depreciated over their useful lives. The capital elements of future obligations under the leases and hire purchase contracts are included as liabilities in the balance sheet.

The interest element of the rental obligations is charged in the profit and loss account over the periods of the leases and hire purchase contracts and represents a sum of the digits proportion of the balance of capital repayments outstanding.

Rentals payable under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

e) Taxation

Tax is charged on all taxable profits arising for the year. Deferred taxation is calculated using the liability method. It is provided where the amount is likely to become payable in the foreseeable future and where future tax liabilities are known.

f) Cash flow statement

The Company is exempt from the requirement to prepare a cash flow statement, as it is a wholly owned subsidiary undertaking of Aviva plc whose consolidated accounts are publicly available.

Notes to the accounts (continued) for the year ended 31 December 2001

2. Segmental analysis

An analysis of turnover by geographical destination is given below.

	2001 £'000	2000 £'000
United Kingdom European Community Poland	597,874 1,258 35	278,468 1,010
	599,167	279,478
An analysis of net assets by geographical destination is given below.		
	2001 £'000	2000 £'000
United Kingdom European Community	5,908 969	12,395 515
	6,877	12,910
3. Operating profit		
Operating profit on ordinary activities before tax is stated after charging:		
	2001 £'000	2000 £'000
Auditors' remuneration Loss on disposal of fixed assets Depreciation of assets held under finance leases and hire purchase contracts Depreciation of other assets Property rental income	13,958 7,790 35,279 (25,555)	10 1,003 3,088 24,052 (5,735)

The audit fee for 2001 has been borne by the group and has not been recharged to Norwich Union Central Services Limited. It is included within the disclosed auditors' remuneration in the Aviva plc group consolidated accounts.

Notes to the accounts (continued) for the year ended 31 December 2001

4. Directors' emoluments

M N Biggs is also a director of Aviva plc and as such his emoluments are disclosed in the accounts of that company. It is not possible to determine the proportion of his remuneration which relates to the Company.

Details of the aggregate remuneration of the other directors are as follows:

	2001 £'000	2000 £'000
Emoluments of executive directors	819	381
	No.	No.
Number of directors to whom retirement benefits are accruing under a defined benefit scheme.	3	3
The amounts in respect of the highest paid director are as follows:	£'000	£'000
Emoluments	462	197
5. Interest payable and similar charges		
	2001 £'000	2000 £'000
Finance charges payable under finance leases and hire purchase contracts	1,476	432
6. Tax on profit on ordinary activities		
Provision for taxation on the result for the year has been made as shown below.		
	2001 £'000	2000 £'000
UK corporation tax Prior year adjustment including deferred taxation	12,581 (6,018)	14,755 6,169
Charge to profit and loss account	6,563	20,924
Details of the full potential deferred taxation liability are given below.		
Not provided in the accounts:		
Accelerated capital allowances Short term timing differences	22,971 1,722	(21,376)
	24,693	(21,376)

Notes to the accounts (continued) for the year ended 31 December 2001

7. Tangible fixed assets

7. Tangible fixed assets	Motor	Computer	Other	Total
	vehicles £'000	equipment £'000	£'000	£'000
Cost				
At 31 December 2000	25,760	102,826	15,369	143,955
Additions	3,386	70,087	4,611	78,084
Disposals	(8,376)	(38,384)	(2,825)	(49,585)
Transfer to other group companies	-	-	(7,954)	(7,954)
At 31 December 2001	20,770	134,529	9,201	164,500
Depreciation				
At 31 December 2000	7,187	67,324	8,749	83,260
Charged in the year	3,956	37,704	1,409	43,069
Eliminated on disposals	(3,479)	(25,589)	(2,810)	(31,877)
Transfer to other group companies	-	-	(2,232)	(2,233)
At 31 December 2001	7,664	79,439	5,116	92,219
Net book value				
At 31 December 2001	13,106	55,089	4,085	72,281
At 31 December 2000	18,573	35,502	6,620	60,695
Assets held under finance leases (included in the figu	ıres above)			
Gross amount	-	27,770	5,407	33,177
Accumulated depreciation		(13,858)	(1,783)	(15,641)
Net book value at 31 December 2001		13,912	3,624	17,536
Net book value at 31 December 2000	-	4,855	63	4,918

Notes to the accounts (continued) for the year ended 31 December 2001

8. Investments

	2001 £'000	2000 £'000
Cost At 1 January Additions	2 131	2
At 31 December 2001	133	2

All investments are shares in subsidiary undertakings registered in England and Wales, as follows:

Name of company	% held	Nature of Business
Print to Post Limited	100%	Print and mail services in the United Kingdom.
Norwich Union Software Services Limited	100%	Rental and sub-letting of a property in the Republic of Ireland.
Norwich Union Asset Services Limited	100%	Leasing of fixed assets to other Aviva plc group companies. Now dormant.
Aviva Employment Services Limited (formerly CGNU Employment Services Limited, formerly Norwich Union Services Limited)	100%	Employment of majority of Aviva plc group's United Kingdom based staff.
Union Contract Company Limited	51%	Cleaning and associated management services for Aviva plc group occupied properties in the United Kingdom.
GA Leisure Limited	100%	The provision of an exercise facility and social venue.

On 2 July 2001 the Company acquired Aviva Employment Services Limited for a consideration of £127,392 from Norwich Union Holdings Limited.

On 3 December 2001, the Company acquired GA Leisure Limited for a consideration of £2,841 from General Accident plc and Gaflac Nominees Limited.

9. Debtors

	2001	2000
	£'000	£'000
Trade debtors	1,981	935
Amounts owed by subsidiary undertakings	11,200	3,329
Amounts owed by parent and group undertakings	71,296	68,892
Other debtors	1,815	292
Prepayments and accrued income	33,290	19,786
	119,582	93,234
All amounts are due within one year		

			
Notes to the accounts (continued) for the year ended 31 December 2001			
10. Creditors: amounts falling due within one year			
To. Creditors. amounts failing due within one year	Note	2001	2000
	11010	£,000	£'000
Bank loans and overdrafts		205	49,983
Obligations under finance leases and hire purchase contracts	11	9,283	5,918
Trade creditors		10,580	2,687
Amounts owed to subsidiary undertakings		300	227
Amounts owed to group undertakings		365	504
UK corporation tax		29,344	22,780
Other taxes and social security costs		371	145
Other creditors		6,711	98
Accruals	12	116,261	52,501
		173,420	134,843
11. Obligations under finance leases and hire purchase contra	acts		
	Note	2001	2000
		£'000	£'000
D. 11 912	40	0.000	E 040
Payable within one year	10	9,283	5,918
Payable within two to five years		11,699	6,178
		20,982	12,096
Analysis of changes in finance leases and hire purchase contracts:			
Analysis of changes in finance leases and thre purchase contracts.		2001	2000
		£'000	£'000
At 1 January		12,096	4,493
Inception of finance lease contracts		20,886	11,313
Transfer of finance leases from group undertakings		32	404
Capital element of finance lease repayments		(12,032)	(4,114)
At 31 December		20,982	12,096
12. Provisions and contingencies			
Included within accruals is a provision for onerous property leases, Standard 12 ("FRS12").	in accordance w	•	-
		2001	2000
		£'000	£'000
At 1 January		3,652	587
Additional provision		16,426	3,619
Amounts used		(1,201)	(173)
Unused amounts reversed		(3,382)	(381)
At 31 December		15,495	3,652
ALOT DOUGHBOL		10,433	0,002

Notes to the accounts (continued) for the year ended 31 December 2001

13. Share capital

	2001 <u>£</u> '000	2000 £'000
Authorised: 100,000,000 ordinary shares at £1 each	100,000	100,000
Allotted, called up and fully paid: 32,001,000 ordinary shares at £1 each	32,001	32,001

14. Reconciliation of movement in shareholder's funds

	Share capital	Capital reserve	Profit and loss account	Total shareholder's funds	
	£'000	£'000	£'000	£'000	
At 1 January 2001 Loss for the year	32,001 -	3,000	(22,091) (6,033)	12,910 (6,033)	
At 31 December 2001	32,001	3,000	(28,124)	6,877	

The capital reserve comprises a non-refundable cash contribution from Norwich Union Holdings Limited.

15. Capital commitments

	2001 £'000	2000 £'000
Amounts contracted for but not provided in the accounts	872	624

16. Post Balance Sheet Event

On 30th September 2002, it was agreed that a further £18m share capital will be issued before the end of 2002. This will increase the number of allotted £1 ordinary shares to 50,001,000. A formal resolution approving this will be proposed during October 2002.

17. Parent undertaking

The Company's ultimate parent undertaking is Aviva plc (formerly CGNU plc), registered in England. Its Group accounts are available on application to the Group Company Secretary, Aviva plc, St. Helen's, 1 Undershaft, EC3P 3DQ. No other group accounts include the results of the Company.

The Company's immediate parent undertaking is Norwich Union Holdings Limited, registered in England.