

**HERAX NOMINEES (NO.2) LIMITED**

**Registered in England & Wales no 04932939**

**HERAX NOMINEES (NO.2) LIMITED**

**REPORT AND ACCOUNTS**

**2015**

SATURDAY



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**HERAX NOMINEES (NO.2) LIMITED**  
**Registered in England & Wales no 04932939**

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**HERAX NOMINEES (NO.2) LIMITED**  
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**DIRECTORS' REPORT**

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The directors submit their annual report together with the balance sheet of Herax Nominees (No. 2) Limited ("the Company") for the year ended 31 December 2015.

**Principal activities**

During the period and until 10 April 2015 the Company was part of the Friends Life Group of companies, and references to the Group are to the Group of Companies formerly headed by Friends Life Group Limited. Following the acquisition of the Friends Life Group by Aviva plc on 10 April 2015 the company is now a subsidiary of the Aviva Group of companies headed by Aviva plc.

The Company was dormant within the meaning of section 1169 of the Companies Act 2006 throughout the 2014 financial year. There is no change expected for the foreseeable future.

**Directorate**

The directors of the Company, who served throughout the year unless noted, are as shown below:

Pierre Biscay  
Graham Long (appointed 16/09/15)  
David Blackwell (appointed 23/10/15)  
Yang Song (resigned 23/10/15)  
Robert Groves (resigned 21/08/15)

**Company Secretary**

The company secretary of the Company who served throughout the year was:

Friends Life Secretarial Services Limited

**Qualifying Indemnity Provisions**

Aviva plc, the Company's ultimate parent, (since Aviva plc acquired the Friends Life Group on 10 April 2015) granted in 2004 an indemnity to the directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 1985, which continue to apply in relation to any provision made before 1 October 2007. This indemnity is a "qualifying third party indemnity" for the purposes of sections 309A to 309C of the Companies Act 1985. These qualifying third party indemnity provisions remain in force as at the date of approving the Directors' Report by virtue of paragraph 15, Schedule 3 of the Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007.

**By order of the Board**

  
.....  
Pierre Biscay  
Director

4 Aug 2016

**Registered Office**

Pixham End, Dorking  
Surrey  
RH4 1QA


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**BALANCE SHEET AS AT 31 DECEMBER 2015**

	Note	2015	2014
		£	£
<b>Current assets</b>			
Debtors: Parent Company		<u>2</u>	<u>2</u>
<b>Net assets</b>		<u>2</u>	<u>2</u>
<b>Represented by Capital and Reserves</b>			
Called up share capital	4	<u>2</u>	<u>2</u>
<b>Shareholders' Funds – Equity Interests</b>		<u>2</u>	<u>2</u>

- a) For the year ended 31 December 2015 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006.
- b) Members have not required the Company to obtain an audit in accordance with section 476 of the Companies Act 2006.
- c) The directors acknowledge their responsibility for:
- i) ensuring the Company keeps accounting records which comply with section 386; and
  - ii) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit and loss for the financial year, in accordance with the requirements of section 396, and which otherwise comply with the requirements of the Companies Act 2006 relating to accounts, so far as applicable to the Company.

Approved by the board of directors on 4/8 2016 and signed on its behalf by:

  
 .....  
 Pierre Biscay  
 Director  
 4/8 2016

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**NOTES TO THE BALANCE SHEET**

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**1. Accounting Standards**

These accounts are prepared in accordance with applicable UK accounting standards.

**2. Accounting Convention**

The accounts are prepared under the historical cost convention.

The Company has not traded during the year and has made neither profit nor a loss. No profit and loss account has therefore been prepared.

**3. Directors**

The directors are employed by, and receive their emoluments from, Friends Life Services Limited, Friends Life Management Services Limited or Aviva Employment Services Limited. The directors holding office during the year consider their services to the Company were incidental to their other duties within the Group and accordingly no remuneration has been apportioned to the Company.

**4. Share Capital**

	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Authorised Share Capital		
1,000 ordinary shares of £1 each	<b>1,000</b>	1,000
Allotted, called up and fully paid:		
2 ordinary shares of £1 each	<b>2</b>	2

**5. Parent Undertakings**

The immediate parent undertaking of the Company is Friends Life Limited. The ultimate parent undertaking and controlling party of the Company is Aviva plc, a company incorporated in the United Kingdom.

Aviva plc is the parent undertaking of both the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2015. The consolidated financial statements of Aviva plc are available at [www.aviva.com](http://www.aviva.com) or are on application to the:

Group Company Secretary  
Aviva plc  
St. Helen's  
1 Undershaft, London  
EC3P 3DQ