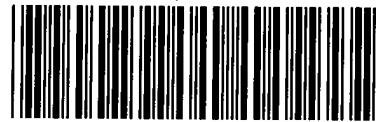


**HERAX NOMINEES (NO.2) LIMITED**  
**Registered in England & Wales no 04932939**

**HERAX NOMINEES (NO.2) LIMITED**  
**REPORT AND ACCOUNTS**  
**2014**

WEDNESDAY



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COMPANIES HOUSE

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

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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 2014.

**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:

Yang Song (appointed 25/09/2014)  
Robert Groves (appointed 25/09/2014)  
Pierre Biscay (appointed 25/09/2014)  
Mike Kipling (resigned 26/09/2014)  
Mark Versey (resigned 28/03/2014)  
Jin-Wee Tan (resigned 26/09/2014)

**Company Secretary**

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

Friends Life Secretarial Services Limited

**Directors and Officers – Indemnity and Insurance**

Friends Life Group Limited ("the Group") maintains insurance cover in respect of directors' and officers' liabilities. In addition, qualifying third party indemnity arrangements (as defined in section 234 of the Companies Act 2006) are in force for the benefit of the directors within the Group and were in force for the benefit of former directors of the Group during 2014. Copies of the indemnities are available for inspection at the Company's registered office.

**By order of the Board**

  
.....  
Pierre Biscay

Director  
29 May 2015

**Registered Office**  
Pixham End, Dorking  
Surrey  
RH4 1QA

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

**BALANCE SHEET AS AT 31 DECEMBER 2014**

	Note	2014	2013
		£	£
<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 2014 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 29 May 2015 and signed on its behalf by:

  
.....  
Pierre Biscay  
Director  
29 May 2015

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

**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 or Friends Life Management 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>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
Authorised Share Capital		
1,000 ordinary shares of £1 each	<b>1,000</b>	<b>1,000</b>
Allotted, called up and fully paid:		
2 ordinary shares of £1 each	<b>2</b>	<b>2</b>

**5. Parent Undertakings**

For the period to 31 December 2014, the smallest group into which the results of the Company have been consolidated is that formerly headed by Friends Life Holdings plc. The largest group into which the results have been consolidated is that formerly headed by Friends Life Group Limited. These consolidated financial statements are available on [www.aviva.com](http://www.aviva.com) or by application to the Group Company Secretary, Aviva plc, St. Helen's, 1 Undershaft, London EC3P 3DQ.

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

**NOTES TO THE BALANCE SHEET**

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**6. Post Balance Sheet Events**

AVIVA Acquisition and restructuring:

On 19 January 2015, Friends Life Group Limited, the ultimate parent company of the Company at that time, published a Scheme of Arrangement ("the Scheme") document in relation to the proposed acquisition by Aviva plc of the entire ordinary share capital of FLGL by way of a Scheme of Arrangement in accordance with Guernsey company law.

The acquisition received the approval of FLGL and Aviva's shareholders, and of the Guernsey Court. The Scheme became effective on 10 April 2015 and at that point the Company became part of the Aviva Group, with FLGL becoming a wholly-owned subsidiary of Aviva Group Holdings Limited.

On 13 April 2015 the former Friends Life Group companies were transferred within the Aviva group of companies, such that Friends Life Group Limited is no longer a parent company of the Company.