

APIA REGIONAL OFFICE FUND (GENERAL PARTNER) LIMITED

Registered in England and Wales No: 5407118

Annual Report and Financial Statements 2011

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Apia Regional Office Fund (General Partner) Limited
Registered in England No: 5407118

Directors and Officers

Directors:

D Dahan
M Keogh
C J W Laxton
P C T Warner

Officer – Company Secretary

Aviva Company Secretarial Services Limited
St Helen's
1 Undershaft
London
EC3P 3DQ

Auditor

Ernst & Young LLP
1 More London Place
London
SE1 2AF

Registered Office

No 1 Poultry
London
EC2R 8EJ

Company Number

Registered in England and Wales No 5407118

Apia Regional Office Fund (General Partner) Limited
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Directors' Report

For the year ended 31 December 2011

The directors present their annual report and financial statements for Apia Regional Office Fund (General Partner) Limited (the "Company") for the year ended 31 December 2011

Directors

The current directors and those in office throughout the period, except as noted, are as follows

A C Appleyard resigned 8 December 2011
D Dahan appointed on 8 December 2011
M W Keogh
C J W Laxton appointed on 8 December 2011
M O Shepherd resigned 8 December 2011
R B Stirling resigned 8 December 2011
P C T Warner

Principal activity

The principal activity of the Company is property investment by way of a 0.0233% (2010 0.02063%) interest in the Apia Regional Office Fund Limited Partnership, which is a partnership within the meaning of the Limited Partnership Act 1907 and for which the Company is the General Partner

The Company has a holding of a £1 ordinary share in Apia Nominee 1 Limited and a holding of a £1 ordinary share in Apia Nominee 2 Limited

Business Review

Financial Position and Performance

The directors have reviewed the activities of the business for the year and the position as at 31 December 2011 and consider them to be satisfactory. The trading results for the year and the Company's financial position at the end of the year are shown in the attached financial statements.

The position of the Company at the year end is shown in the Balance Sheet on page 9, with trading results shown in the Statement of Comprehensive Income on page 8.

Future Outlook

The directors expect the level of activity to be maintained in the foreseeable future.

Principle Risks and Uncertainties

The key risk arising in the Company is market risk which is discussed in more detail in Note 11.

Key Performance Indicators ("KPI")

The Directors consider that the key performance indicator for the Company's business is post tax profit. The loss after taxation for the period amounted to £857 (2010 Loss of £5,210).

Dividends

No dividends were paid during the year (2010 £nil). The directors do not recommend the payment of a dividend for the financial year ending 31 December 2011 (2010 £nil).

Apia Regional Office Fund (General Partner) Limited

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Material Events

During the year, the Company, acting on behalf of Apia Regional Office Fund Limited Partnership, sold St Ann's Wharf in Newcastle

Creditors payment policy

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.

Disclosure of Information to the Auditor

Each person who was a director of the Company on the date that this report was approved, confirms that so far as the director is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing his report, of which the auditor is unaware. Each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

Following a competitive tender process by Aviva plc, PricewaterhouseCoopers LLP are to be proposed as auditor with effect from the receipt by the Company of a letter of resignation from Ernst & Young LLP subsequent to their signing of the Auditor's Report, and the Company will appoint PricewaterhouseCoopers LLP as auditor to the Apia Regional Office Fund (General Partner) Limited in accordance with the provisions of the Companies Act 2006.

It is intended that investor consent for the change of auditor for Apia Regional Office Fund Limited Partnership from Ernst & Young LLP to PricewaterhouseCoopers LLP will be obtained following which the auditor for both the Company and Apia Regional Office Fund Limited Partnership will be PricewaterhouseCoopers LLP.

Directors' liabilities

This indemnity was granted in 2004 and the provisions in the Company's articles of association constitute "qualifying third party indemnities" 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.

Apia Regional Office Fund (General Partner) Limited
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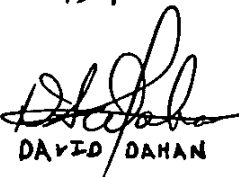
Statement of Director's Responsibilities

The directors are required to prepare financial statements for each accounting period that comply with the relevant provisions of the Companies Act 2006 and International Financial Reporting Standards (IFRS) as adopted by the European Union, and which present fairly the financial position, financial performance and cash flows of the Company at the end of the accounting period. A fair presentation of the financial statements in accordance with IFRS requires the directors to

- select suitable accounting policies and verify they are applied consistently in preparing the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business,
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information,
- provide additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance, and
- state that the Company has complied with applicable IFRS, subject to any material departures disclosed and explained in the financial statements

The directors are responsible for maintaining adequate accounting records which are intended to disclose with reasonable accuracy, the financial position of the Company at that time. They are also ultimately responsible for the systems of internal control maintained for safeguarding the assets of the Company and for the prevention and detection of fraud and other irregularities.

By order of the Board *7 September* 2012


~~XXXXXXXXXX~~
DAVID DAHAN
Director

Apia Regional Office Fund (General Partner) Limited

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF APIA REGIONAL OFFICES FUND (GENERAL PARTNER) LIMITED

We have audited the financial statements of the Apia Regional Office Fund (General Partner) Limited for the year ended 31 December 2011 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Shareholders' Equity, the Cash Flow Statement and the related notes 1 to 13. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report and Financial Statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its loss for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been properly prepared in accordance with the requirements of the Companies Act 2006.

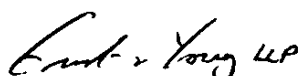
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



James Stuart (Senior Statutory Auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

10/2/2012

Apia Regional Office Fund (General Partner) Limited
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Statement of comprehensive income
For the year ended 31 December 2011

	Note	2011 £	2010 £
Income			
Investment income	1(c)	4,193	-
Loss on investments	1(d) & 6	(1,900)	(2,060)
		<u>2,293</u>	<u>(2,060)</u>
Expenses			
Administrative expenses	4	(3,150)	(3,150)
		<u>(3,150)</u>	<u>(3,150)</u>
Loss before tax		<u>(857)</u>	<u>(5,210)</u>
Tax	1(g) & 5	-	-
Loss for the year		<u>(857)</u>	<u>(5,210)</u>

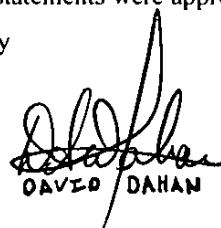
The notes on pages 12 to 20 are an integral part of these financial statements

Apia Regional Office Fund (General Partner) Limited
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Balance sheet
As at 31 December 2011

	Note	2011 £	2010 £
Assets			
Non-current assets			
Investment in limited partnership	1(d) & 6	18,856	20,756
Investment in subsidiaries	1(d) & 6	2	2
		<u>18,858</u>	<u>20,758</u>
Current liabilities			
Payables and other financial liabilities	8	(4,429)	(5,472)
Net current liabilities		<u>(4,429)</u>	<u>(5,472)</u>
Non-current liabilities			
Amounts owed to group companies		(2)	(2)
		<u>(2)</u>	<u>(2)</u>
Net assets		<u>14,427</u>	<u>15,284</u>
Capital and reserves			
Ordinary share capital	9	50,000	50,000
Retained earnings		(35,573)	(34,716)
Total equity		<u>14,427</u>	<u>15,284</u>

The financial statements were approved and authorised for issue by the Board on 7 September 2012 and signed on its behalf by


~~xxxxxx~~
 Director **DAVID DAHAN**

The notes on pages 12 to 20 are an integral part of these financial statements

Apia Regional Office Fund (General Partner) Limited
Registered in England No: 5407118

Statement of changes in shareholders' equity

For the year ended 31 December 2011

	Ordinary share capital	Retained earnings	Total Equity
	£	£	£
Balance at 1 January 2010	50,000	(29,506)	20,494
Loss for the year	-	(5,210)	(5,210)
Balance at 31 December 2010	50,000	(34,716)	15,284
Loss for the year	-	(857)	(857)
Balance at 31 December 2011	50,000	(35,573)	(14,427)

The notes on pages 12 to 20 are an integral part of these financial statements

Apia Regional Office Fund (General Partner) Limited
Registered in England No: 5407118

Cash flow statement
For the year ended 31 December 2011

	2011	2010
	£	£
Cash flows from operating activities		
Loss before tax	(857)	(5,210)
Unrealised loss on investment	1,900	2,060
Changes in working capital		
(Decrease) / increase in payables	(1,043)	3,150
<i>Net cash from operating activities</i>	-	-
Net movement in cash	-	-

The notes on pages 12 to 20 are an integral part of these financial statements

Apia Regional Office Fund (General Partner) Limited

Registered in England No: 5407118

Notes to the accounts

1 Accounting policies

a) Basis of presentation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union applicable at 31 December 2011 and the Companies Act 2006

Unless otherwise noted, the amounts shown in these financial statements are in pounds sterling ("£"), the functional currency of the Company

New Standards and interpretations not applied

The IASB and IFRIC have issued a number of standards and interpretations with an effective date after the date of these financial statements. The General Partner does not consider that any of these may have a material impact on the financial statements in future periods

b) Judgements and estimates

The preparation of financial statements requires the directors to make judgments, estimates and assumptions that affect items reported in the balance sheet and statement of comprehensive income and the disclosure of contingent assets and liabilities at the date of the financial statements. Although these estimates are based on management's best knowledge of current facts, circumstances and to, some extent, future events and actions, actual results ultimately may differ from those estimates, possibly significantly

Valuation of Investment Properties

The fair value of the investment properties held by the Apia Regional Office Fund Limited Partnership, the Company's investment, of £136,170,000 (2010 £210,249,964) represents an estimate by independent professional valuers of the open market value of that property as at 31 December 2011. The determination of the fair value of investment properties requires the use of estimates such as future cash flows from assets (such as lettings, tenants' profiles, future revenue streams, capital values of fixtures and fittings, plant and machinery, any environmental matters and the overall repair and condition of the property) and discount rates applicable to those assets. The valuers also make reference to market evidence of transaction prices for similar properties

Impairment of non-financial assets

Property and other non-financial assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount, which is the higher of an asset's net selling price and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows

Apia Regional Office Fund (General Partner) Limited

Registered in England No: 5407118

Notes to the accounts continued

1. Accounting policies (continued)

c) Investment income

Investment income represents distributions from Apia Regional Office Fund Limited Partnership for the period, recognised on an accruals basis

The realised gain or loss on disposal of an investment is the difference between the proceeds received, net of transaction costs, and its original cost or amortised cost as appropriate. Unrealised gains and losses represent the changes in fair value during the period, less the reversal of previously recognised unrealised gains and losses in respect of disposals made during the period.

d) Investments

The investments in subsidiaries are held at fair value. Investment in the limited partnership, Apia Regional Office Fund Limited Partnership, is shown in the balance sheet at fair value, equivalent to the Company's share of the net assets of the partnership. Unrealised gains and losses in the value of the limited partnership undertakings are taken directly to the statement of comprehensive income.

e) Cash

All expenses are settled on behalf of the Company by Apia Regional Office Fund Limited Partnership. The Company has no cash or cash equivalents.

f) Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. Where the Company expects a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is more probable than not.

Contingent liabilities are disclosed if the future obligation is probable and the amount cannot be reasonably estimated.

g) Income taxes

The current tax expense is based on the taxable profits for the period, after any adjustments in respect of prior years. Tax, including tax relief for losses if applicable, is allocated over profits before taxation and amounts charged or credited to reserves as appropriate.

Provision is made for deferred tax liabilities, or credit taken for deferred tax assets, using the liability method, on all material temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Apia Regional Office Fund (General Partner) Limited

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Notes to the accounts continued

1. Accounting policies (continued)

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised

Deferred tax is provided on temporary differences arising from investments in subsidiaries, associates and joint ventures, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future

2. Directors' emoluments

The directors are remunerated by Aviva Investors Employment Services Limited and Warner Estate Management Limited in respect of their services. No separate charge is made to the Company

3. Employees

The Company had no employees during the financial period (2010 nil)

4. Auditor's remuneration

Auditor's remuneration of £2,625 (2010 £2,625) is paid by Apia Regional Office Fund Limited Partnership on behalf of the company

5. Taxation

a) Tax charged to the income statement

	2011	2010
	£	£
Current tax:		
For this period	-	-
Prior year adjustments	-	-
Total current tax	-	-
Deferred tax:		
Origination and reversal of timing differences	-	-
Total deferred tax	-	-
Total tax charged / (credited) to profit	-	-

Apia Regional Office Fund (General Partner) Limited**Registered in England No: 5407118****Notes to the accounts continued**

5. Taxation (continued)**b) Tax reconciliation**

The tax on the Company's loss before tax differs from the theoretical amount that would arise using the UK small companies' corporation tax rate as follows

	<u>2011</u>	<u>2010</u>
	<u>£</u>	<u>£</u>
Loss on ordinary activities before tax	(857)	(5,210)
Tax calculated at standard UK corporation tax rate of 20 25% (2010 21%)	<u>(174)</u>	<u>(1,094)</u>
Share of Limited Partnership taxable income	121	272
Gain on dilution of Partnership interest	517	144
Investment income not taxable	(849)	-
Unrealised losses not taxable	385	433
Deferred tax assets not recognised	-	245
Total tax charged to profit	<u>-</u>	<u>-</u>

Apia Regional Office Fund (General Partner) Limited**Registered in England No: 5407118****Notes to the accounts continued**

6. Investments**a) Investment in limited partnership****i) Fair value**

	<u>2011</u>	<u>2010</u>
	£	£
At 1 January	20,756	22,816
Fair value losses taken to income	(1,900)	(2,060)
At 31 December	<u>18,856</u>	<u>20,756</u>

ii) The investment represents 0.0233% (2010: 0.02063%) of the total partners' capital of Apia Regional Offices Fund Limited Partnership, a limited partnership established under the Limited Partnership Act 1907 for the purpose of property acquisition, letting and development

In accordance with Partnerships (Accounts) Regulations 2008 a copy of the financial statements of Apia Regional Office Fund Limited Partnership is attached to these financial statements

b) Investment in subsidiaries**i) Carrying amount**

	<u>2011</u>	<u>2010</u>
	£	£
At 1 January	2	2
At 31 December	<u>2</u>	<u>2</u>

ii) Investments in subsidiaries are shown below

	<u>Principal activity</u>	<u>Percentage of ordinary share capital held</u>	<u>Country of incorporation</u>
Apia Nominee 1 Limited	Dormant	100%	England
Apia Nominee 2 Limited	Dormant	100%	England

Apia Regional Office Fund (General Partner) Limited**Registered in England No: 5407118****Notes to the accounts continued**

7. Tax assets and liabilities**a) General**

Current tax assets and liabilities recoverable or payable in more than one year are £nil (2010 £nil) and £nil (2010 £nil) respectively

b) Deferred taxes

(i) The balance of 31 December comprises

	<u>2011</u>	<u>2010</u>
	£	£
Unrealised gains on investments	-	-
Net deferred tax liability	-	-

(ii) The movement in the net deferred tax liability was as follows

	<u>2011</u>	<u>2010</u>
	£	£
Net deferred tax liability at 1 January	-	-
Amounts credited to profit	-	-
Net deferred tax liability at 31 December	-	-

The Company has unrecognised temporary differences of £55,172 (2010 £42,218) to carry forward indefinitely against future taxable income

8. Payables and other financial liabilities

	<u>2011</u>	<u>2010</u>
	£	£
Accruals	3,150	3,150
Amounts due to limited partnership	1,279	2,322
Tax liabilities	-	-
Total	<u>4,429</u>	<u>5,472</u>
Expected to be settled within one year	<u>4,429</u>	<u>5,472</u>

Apia Regional Office Fund (General Partner) Limited

Registered in England No: 5407118

Notes to the accounts continued

9. Ordinary share capital

a) Details of the Company's ordinary share capital are as follows

	2011	2010
	£	£
The authorised share capital of the Company at 31 December was		
25,000 ordinary 'A' shares of £1 each	25,000	25,000
25,000 ordinary 'B' shares of £1 each	25,000	25,000
	<u>50,000</u>	<u>50,000</u>
The allotted, called up and fully paid share capital of the Company at 31 December 2010 was		
25,000 ordinary 'A' shares of £1 each	25,000	25,000
25,000 ordinary 'B' shares of £1 each	25,000	25,000
	<u>50,000</u>	<u>50,000</u>

10. Contingent liabilities and commitments

There were no contingent liabilities or commitments at the balance sheet date (2010 £nil)

11. Risk management policies

The Aviva Group and Warner Estate Holdings plc approach to risk and capital management

The Aviva Group ("Aviva") and Warner Estate Holdings plc ("Warner") operate within their own governance structure and priority framework. They also have their own established governance framework, with clear terms of reference for their Board and Executive committee and a clear organisation structure, with documented delegated authorities and responsibilities (largely through role profiles). Aviva and Warner both have an Audit Committee, Aviva's committee includes shareholder representatives.

Management of financial and non-financial risks

The Partnership's exposure to different types of risk is limited by the nature of its business as follows

(i) Market risk

The Company's principle exposure to market risk takes the form of property valuations, which have a direct impact on the value of investments. The management of this risk falls within the mandate of Aviva Investors Global Services Limited, which makes and manages investments on behalf of the Company.

Apia Regional Office Fund (General Partner) Limited

Registered in England No: 5407118

Notes to the accounts continued

11. Risk management policies (continued)

(ii) Operational risk

Operational risk arises as a result of inadequate or failed internal processes, people or systems, or from external events. Details of the Aviva's approach to operational risk are set out in the financial statements of Aviva Investors Global Services Limited, which the Company adopts to manage its investments.

(iii) Liquidity risk

Liquidity risk is managed by ensuring that there is always sufficient headroom available to meet the working capital requirements of the business.

(iv) Credit risk

The Partnership does not have a significant exposure to credit risk as receivables are mainly short-term trading items or inter-entity balances. The Partnership's investments are managed by agents who have responsibility for the prompt collection of amounts due.

12. Fair value hierarchy disclosure

	Level 1	Level 2	Level 3	2011 Total	Level 1	Level 2	Level 3	2010 Total
	£	£	£	£	£	£	£	£
Investment in limited partnership	-	-	18,856	18,856	-	-	20,756	20,756
	-	-	18,856	18,856	-	-	20,756	20,756

Level 1 reflects financial instruments quoted in an active market.

Level 2 reflects financial instruments whose fair value is evidenced by comparison with other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable markets.

Level 3 reflects financial instruments whose fair value is determined in whole or in part using a valuation technique based upon assumptions that are not supported by prices from observable market transactions in the same instrument and not based on available observable market data. The company holds an unquoted investment which is categorised as level 3. A reconciliation of movements in the year is contained in Note 6 on page 16.

13. Related party transactions

Apia Regional Office Fund (General Partner) Limited

Registered in England No: 5407118

Notes to the accounts continued

(a) Key management compensation

The members of the Board of Directors, who are considered to be the key management of the Company, are listed on page 3 of these financial statements

There are no accounts receivable from or payments due to members of the Board of Directors

(b) Services provided to related parties

During the period the Company served as General Partner for the Apia Regional Office Fund Limited Partnership. No fees were received for services provided to the Limited Partnership

At the balance sheet date the amount receivable from the Apia Regional Office Fund Limited was £nil (2010 £nil)

The related parties' receivables are not secured and no guarantees were received in respect thereof

(c) Services provided by related parties

At the balance sheet date Apia Regional Office Fund Limited Partnership made payments of £3,150 (2010 £3,084) relating to audit fees payable as disclosed in note 8

The related parties' payables are not secured and no guarantees were received in respect thereof

(d) Intercompany Creditor

All the expenses are settled on behalf of the Company by Apia Regional Office Fund Limited Partnership. At the year end the net Intercompany balance of income and expenses owing by the Apia Regional Office Fund (General Partner) Limited was £1,279 (2010 £2,322)

(e) Parent and ultimate controlling entity

The Company is owned equally by NU (Shareholder GP) Limited and Warner Estate Limited. Neither party has overall control

NU (Shareholder GP) Limited is a wholly owned subsidiary of the Aviva plc group of companies. Warner Estate Limited is a wholly owned subsidiary of the Warner Estate Holdings plc group of companies

Copies of the financial statements of Aviva plc and Warner Estate Holdings plc are publicly available from Companies House, Crown Way, Mandy, Cardiff CF14 3UZ