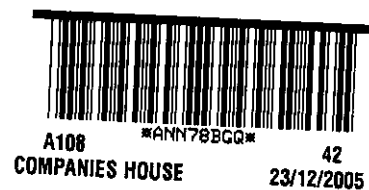


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Norwich Union Overseas Holdings B.V.

Report and accounts for the year ended 31 December 2004

Amsterdam



Norwich Union Overseas Holdings B.V.

Report and accounts for the year ended 31 December 2004

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Norwich Union Overseas Holdings B.V.

General information

Directors

Aviva Company Secretarial Services Limited
PC Easter
AJ Moss (appointed 3 December 2004)
NA Nicandrou (resigned 3 December 2004)
PJ Twyman (resigned 31 March 2004)

Auditors

Ernst & Young Accountants
Drentestraat 20
1083 HK Amsterdam
The Netherlands

Head Office and Registered Office

St Helen's
1 Undershaft
London EC3P 3DQ
England

Registered in the Netherlands
Chamber of Commerce 33 21 90 52

Norwich Union Overseas Holdings B.V.

Directors' report

The directors have pleasure in presenting their report and accounts for the Company for the year ended 31 December 2004.

Principal activity

The Company previously carried on the business of an investment holding company but following the transfer of all its trading subsidiaries to a fellow Aviva group subsidiary in 2002 and the liquidation of its only remaining subsidiary in 2003, it is no longer trading. The directors are considering the future of the Company.

Parent undertaking

The Company is a wholly-owned subsidiary of Norwich Union Overseas Holdings Limited. The ultimate parent undertaking is Aviva plc.

Results for the year

The profit for the year is shown on page 6. The directors do not recommend the payment of any dividend for the year (2003: £nil).

Directors

The names of the directors at the date of this report, and those who served during the year, are given on page 3.

Auditors

Ernst & Young Accountants have expressed their willingness to continue in office as auditors and a resolution will be submitted at the Annual General Meeting to reappoint them as auditor and to authorise the directors to fix their remuneration.

Directors

Aviva Company Secretarial Services Limited

P C Easter

A J Moss

London,

14 November 2005

Norwich Union Overseas Holdings B.V.

Balance sheet

At 31 December 2004

	Notes	2004 £	2003 £
Current assets			
Debtors	3	51,775,615	51,883,886
		<u>51,775,615</u>	<u>51,883,886</u>
Current liabilities			
Creditors	4	(19,825,991)	(20,995,521)
Total assets less current liabilities		<u>31,949,624</u>	<u>30,888,365</u>
Capital and reserves			
Called up share capital	6	32,648,655	32,494,522
Legal reserve	7	236,999	236,999
Translation reserve	8	(5,527,802)	(5,373,669)
Retained earnings	9	4,591,772	3,530,513
Equity shareholders' funds		<u>31,949,624</u>	<u>30,888,365</u>

The notes on pages 7 to 10 form an integral part of these accounts.

Norwich Union Overseas Holdings B.V.

Profit and loss account

For the year ended 31 December 2004

	Notes	2004 £	2003 £
Income			
Interest receivable	2(b) & 10	-	19,725
Net realised gains from the disposal of subsidiary undertakings	11	-	3,035,733
Realised exchange gains/(losses)		272	(575,572)
		<u>272</u>	<u>2,479,886</u>
Expenses			
Administrative expenses		(12,349)	(13,188)
(Loss)/profit on ordinary activities before tax		<u>(12,077)</u>	<u>2,466,698</u>
Tax on (loss)/profit on ordinary activities	2(c) & 12	1,073,336	(645,587)
Net profit for the financial year	9	<u>1,061,259</u>	<u>1,821,111</u>

The notes on pages 7 to 10 form an integral part of these accounts.

Norwich Union Overseas Holdings B.V.

Notes to the accounts

1. General

Norwich Union Overseas Holdings B.V. (the "Company") was incorporated in Amsterdam, The Netherlands in April 1990. The Company is a wholly-owned subsidiary of Norwich Union Overseas Holdings Limited, whose ultimate parent undertaking is Aviva plc which is listed on the London Stock Exchange. The Company has acted as an intermediate holding company for other Aviva plc Group subsidiary and associated undertakings in previous years, although it now has no such investments.

2. Significant accounting policies

(a) Accounting convention

The net result and shareholders' equity are determined on the basis of historic cost, taking into account the prudence and realisation concepts. Income and expenses are recorded in the accounting year to which they relate.

(b) Income recognition

Interest income is recognised on an accrued basis.

(c) Tax

The Company is subject to UK corporate income tax at the rate of 30% on its taxable profit, calculated in accordance with UK legislation.

(d) Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the transaction date. Assets and liabilities in foreign currencies are translated into Sterling at the balance sheet date rates of exchange, with the exception of investments and long-term liabilities which are translated at the historic rates of exchange. Resulting exchange gains and losses are taken to the profit and loss account.

Norwich Union Overseas Holdings B.V.

Notes to the accounts (continued)

3. Debtors

	2004 £	2003 £
Amounts due from ultimate parent company	4,494,474	4,615,357
Amounts due from fellow group subsidiaries	46,957,452	46,011,271
Dutch corporate income tax recoverable	320,066	320,066
UK corporate income tax recoverable	3,623	-
Other debtors	-	937,192
	<u>51,775,615</u>	<u>51,883,886</u>

4. Creditors

	2004 £	2003 £
Amount due to parent company	4,869,056	4,869,056
Amount due to fellow group subsidiaries	12,607,106	12,594,755
Group relief payable	2,285,197	1,394,779
UK corporate income tax payable	-	1,960,131
Other creditors and accruals	64,632	176,800
	<u>19,825,991</u>	<u>20,995,521</u>

5. Financial instruments

Financial instruments in the balance sheet include debtors and short-term liabilities. The estimated fair value of these instruments approximates to their carrying value.

6. Share capital

	2004 £	2003 £
Authorised:		
2,000,000 (2003: 2,000,000) ordinary shares of EUR45 each	63,716,814	63,416,009
100,000 (2003: 100,000) Australian convertible redeemable preference shares of EUR45 each	3,185,841	3,170,800
200,000 (2003: 200,000) New Zealand convertible redeemable preference shares of EUR45 each	6,371,681	6,341,601
	<u>73,274,336</u>	<u>72,928,410</u>
Allotted and fully paid:		
926,992 (2003: 926,992) ordinary shares of EUR45 each	29,532,488	29,393,067
52,015 (2003: 52,015) Australian convertible redeemable preference shares of EUR45 each	1,657,115	1,649,292
45,798 (2003: 45,798) New Zealand convertible redeemable preference shares of EUR45 each	1,459,052	1,452,163
	<u>32,648,655</u>	<u>32,494,522</u>

Norwich Union Overseas Holdings B.V.

Notes to the accounts (continued)

6. Share capital (continued)

The Australian and New Zealand convertible redeemable preference shares can be redeemed based upon a proposal from the Board of Directors, which should be approved by the shareholders in General Meeting. The amounts which are then repayable to the holders of those shares have preference over any liabilities due to holders of ordinary shares. The convertible redeemable preference shares can, under certain conditions, be converted into ordinary shares, following approval by the shareholders in General Meeting.

The movements in paid up capital can be summarised as follows:

	2004 £	2003 £
Opening balance	32,494,522	30,058,808
Translation result	154,133	2,435,714
Closing balance	<u>32,648,655</u>	<u>32,494,522</u>

The paid up capital balance has been retranslated at the balance sheet date using the euro/sterling exchange rate at that date of 1.4125 (2003: 1.4192). The movement in the year of £154,133 (2003: £2,435,714) has been taken to the translation reserve (see note 7).

7. Legal reserve

The Company changed the par value of the shares from 100 Dutch guilders (euro 45.37802) to euro 45. The difference appears as a non distributable component of shareholders' equity.

8. Translation reserve

	2004 £	2003 £
Opening balance	(5,373,669)	(2,937,955)
Foreign exchange on paid up capital	(154,133)	(2,435,714)
Closing balance	<u>(5,527,802)</u>	<u>(5,373,669)</u>

The translation reserve arises on the translation of the share capital from euro to sterling (see note 6) and is a distributable component of shareholders' equity. A corresponding movement is made against share capital and is a non-distributable component of the shareholders' equity.

9. Retained earnings

	2004 £	2003 £
At 1 January	3,530,513	1,709,402
Profit for the financial year	1,061,259	1,821,111
At 31 December	<u>4,591,772</u>	<u>3,530,513</u>

Norwich Union Overseas Holdings B.V.

Notes to the accounts (continued)

10. Interest receivable

Interest receivable in the prior year comprised £19,725 receivable from the bank current account.

11. Net realised gains from the disposal of subsidiary undertakings

In November 2003, a major warranty claim in respect of subsidiary disposals in earlier years was dismissed. As a result the accrual for this claim was released to the profit and loss account in the prior year.

12. Tax

The charge for tax comprises:

	2004 £	2003 £
UK Corporate tax charge/(credit)	3,623	(671,744)
Overseas taxation	-	(82,994)
Prior year adjustment	1,069,713	109,151
	<u>1,073,336</u>	<u>(645,587)</u>

The prior year adjustment contains a prior year credit of £1.3m which represents the release of a provision established in 2002. The provision represents the difference between the 2002 tax charge accrued in the 2002 financial statements and that subsequently agreed with the UK Tax Authorities.

13. Employee information

The Company does not employ any personnel.

14. Contingent liabilities

The Company has given standard indemnities and warranties in connection with its disposals in recent years of subsidiaries in Canada, New Zealand and Poland to parties outside the Aviva Group. In the opinion of the directors, adequate provision has been made in these accounts for anticipated claims and no further material loss will arise in respect of these indemnities and warranties.

15. Parent undertakings

The Company is a wholly-owned subsidiary of Norwich Union Overseas Holdings Limited.

The ultimate parent undertaking is Aviva plc which is registered in England. Its group accounts are available on application to the Group Company Secretary, Aviva plc, St Helen's, 1 Undershaft, London, EC3P 3DQ, England.

16. Directors' remuneration

No members of the Board of Directors received any payment from the Company in respect of management services in 2003 or 2004.

Norwich Union Overseas Holdings B.V.

Approved by the Board of Directors in London on 14 November 2005

Directors

Aviva Company Secretarial Services Limited

P C Easter

A J Moss

AUDITORS' REPORT

Introduction

We have audited the financial statements of Norwich Union Overseas Holdings B.V. Amsterdam, for the year 2004. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

Scope

We conducted our audit in accordance with auditing standards generally accepted in the Netherlands. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the company as at December 31, 2004 and of the result for the year then ended in accordance with accounting principles generally accepted in the Netherlands and comply with the financial reporting requirements included in Part 9 of Book 2 of the Netherlands Civil Code.

Amsterdam, November 14, 2005



Ernst & Young Accountants

Norwich Union Overseas Holdings B.V.

Other information

1. Statutory arrangements in respect of profit distribution

In accordance with Article 25 of the Company's articles of association, the profit for the year is at the disposition of the shareholders in General Meeting.

2. Proposed appropriation of result for the year

The profit for the financial year of £1,061,259 has been added to retained earnings.