



Companies House

— for the record —

BR4

CHFP000

Please complete in typescript, or
in bold black capitals.

Return by an overseas company subject to branch registration of change of directors or secretary or of their particulars

(Pursuant to Schedule 21A, paragraph 7(1) of the Companies Act 1985)

Company number

FC023755

Branch number **BR** 006468

Corporate name

CGU Group BV

Branch name
(if different)

Resignation, etc.

Date of resignation etc

Resignation etc, as director

Resignation etc, as secretary

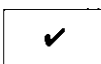
Forenames

Surname

Date of birth (directors only)

Day Month Year

2 9 1 1 2 0 0 4



Please mark the appropriate box.
If resignation etc is as a director and secretary
mark both boxes



Nicandrou

Nicolaos

Day Month Year

1 7 0 8 1 9 6 5

(See note on page 4)

This return is delivered in respect of all the branches listed on page 4

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record..

Stuart Mead, Aviva plc, Group Secretarial, 1 Undershaft, London. EC3P 3DQ

Tel 0207 662 8444

DX number

DX exchange



A40
COMPANIES HOUSE

0193
08/12/04

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for branches registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

for branches registered in Scotland

or LP - 4 Edinburgh 2

(10/03)

Appointment

(Turn to page 3
notify alteration of
particulars)

NOTES

Show the full forenames NOT INITIALS. If the director or secretary is a Corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential address line.

Give previous forenames or surnames except:

- for a married woman the name before marriage need not be given.
- for names not used since the age of 18 or for at least 20 years.

A peer or individual known by a title may state the title instead of or in addition to the forenames and surnames.

- * Voluntary details
- + Directors only

Date of appointment

Appointment of director

Appointment of secretary

Name *Style/title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

Usual residential
address**

Post town

County / region

Postcode

+ Date of birth

+ Nationality

+ Business Occupation

+ Other directorships

Please list all other directorships

Scope of authority

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instruments of appointment, or whether they are subject to express limitations) where the powers are exercised jointly, give the name(s) of the person(s).

Mark as applicable

This return must be delivered to the Registrar within 21 days of the notice being received in Great Britain in due course of post (if despatched with due diligence)

Day Month Year

2 9 1 1 2 0 0 4

☒

Please mark the appropriate box.
If appointment is as a director and secretary
mark both boxes.

☐

Mr

Andrew, John

Moss

St Helen's

1 Undershaft

London

EC3P 3DQ

Country United Kingdom

☒

** Do not tick this box unless the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985

Day Month Year

1 0 0 3 1 9 5 8

British

Group Finance Director

See attached list

The extent of the authority to represent the company is
(give details)

See article 8

These powers :

☒

May be exercised acting alone

☐

Must be exercised with :- (give names of
co-authorised person(s))

ALTERATION OF PARTICULARS

(this section is not for appointments or resignations)

Complete this section in all cases where particulars of a serving director / secretary have changed and then the appropriate section below

Date of change of particulars

Change of particulars, as director

Change of particulars, as secretary

Forenames

Surname

(name previously notified to Companies House)

Date of birth (directors only)

Change of name (enter new name)

Forenames

Surname

Change of usual residential address^{††}

(enter new address)

Post town

County / region

Postcode

Country

Change to authority to act (if applicable)

Give brief particulars of any change in the authority of a director to represent the company, including any alteration to the manner in which existing or new powers may be exercised (e.g. requiring them to be exercised with other persons.)

Nationality

Mark as applicable

Day Month Year

Day	Month	Year

☐
☐

Please mark the appropriate box.
If change of particulars is as a director and secretary mark both boxes

Day Month Year

Day	Month	Year

☐

^{††} Do not tick this box unless the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985

The extent of the authority of the above person to represent the company has been altered to :- (give details)

These powers :

☐

May be exercised alone, or

☐

Must be exercised with : (give names of co-authorised persons)

Moss, Andrew, John

Type	Appointed To	Appointed
Director	Additional Securities Limited	15/12/2000
Director	Aviva plc	10/05/2004
Director	CGU Group BV	29/11/2004
Director	CGU Insurance Plc	29/07/2004
Director	CGU International Insurance Plc	29/07/2004
Director	Commercial Union International Holdings Limited	29/07/2004
Director	General Accident plc	29/07/2004
Director	Lloyd's America Limited	10/01/2001
Director	Lloyd's Aviation Limited	10/01/2001
Director	Lloyd's Housing Support Limited	07/11/2000
Director	North British and Mercantile Insurance Company Limited	29/07/2004
Director	Northern Assurance Company Limited/The	29/07/2004
Director	Norwich Union plc	29/07/2004
Director	Road Transport & General Insurance Company Limited /The	29/07/2004
Director	Welsh Insurance Corporation Limited/The	29/07/2004
Director	Yorkshire Insurance Company Limited /The	29/07/2004
Non exec. Director	Morley Investment Holdings Limited	11/05/2004

NAME AND SEAT.

ARTICLE 1.

1. The name of the Company is: CGU Group B.V.
2. The Company has its registered seat in Amsterdam.

OBJECTS.

ARTICLE 2.

The objects of the Company are:

- to hold shares and other interests in, to participate in, to finance, to collaborate with and to conduct the management of companies and other enterprises, and provide advice and other services;
 - to provide security for the debts of legal persons or of other companies with which the Company is affiliated in a group;
 - to undertake all that is associated with the foregoing or may be conducive thereto,
- all such in the widest sense of the words.

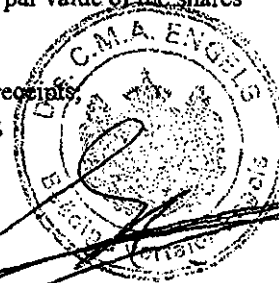
CAPITAL.

ARTICLE 3.

1. The company's authorized capital amounts to two million two hundred and fifty thousand Euro (Euro 2,250,000) and is divided into four million (4,000,000) ordinary shares with a nominal value of forty-five Euro cents (Euro 0.45) and one million (1,000,000) preference shares with a nominal value of forty-five Euro cents (Euro 0.45).
2. Where the terms "shares" or "shareholders" are used in the present Articles, these shall be construed to mean both ordinary shares and preference shares or the holders of ordinary shares and the holders of preference shares, respectively, unless the contrary has been stated explicitly.
3. The issue of shares (including the granting of rights to subscribe for shares) may be effected only by virtue of a resolution of the general meeting of shareholders, which resolution shall also set out the price and any other terms and conditions of issue.
The price may not be below par.
Upon subscription for shares, the nominal amount shall be paid up.
4. Without prejudice to the provisions laid down in law, every shareholder shall have a pre-emptive right in any issue of shares in proportion to the aggregate amount of his shares, with the understanding that the holders of shares of the class to be issued shall have priority in exercising the pre-emptive right.
The pre-emptive right shall be non-transferable.
The pre-emptive right may, each time for a single issue, be limited or excluded by virtue of a resolution adopted by the general meeting of shareholders.
5. The Company shall for each class of shares maintain a separate share premium reserve to which any amounts paid in excess of the nominal value of the shares of each class shall be allocated.
Distributions from these reserves may only be made to the holders of the class of shares concerned, following a resolution of the general meeting of shareholders at the request of the holders of shares of that particular class.
6. The company may only acquire fully paid-up shares (including, in this paragraph, depositary receipts for shares) in its own capital for no consideration or with due observance of Section 207 Book 2 of the Dutch Civil Code.
7. Furthermore, the issue of shares shall require a notarial deed to that effect, executed in the presence of a civil-law notary, officiating in the Netherlands.

ARTICLE 4.

1. The general meeting of shareholders is authorised to resolve to reduce the issued capital by cancellation of shares or by amending the Articles to the effect that the par value of the shares is reduced.
2. A resolution to cancel shares may only pertain to:
 - shares held by the Company itself or for which it holds the depositary receipts;
 - all the shares of a particular class, all of whose holders consent thereto;



- all the preference shares, with repayment of the amounts paid up on same, including share premium.
- 3. Any reduction of the amount of shares without repayment and without a release of the obligation to pay up must be effected proportionately to all the shares of the same class. Such proportional requirement may be waived if all the shareholders concerned consent thereto.
- 4. A partial repayment on shares or release of the obligation to pay up is only possible in order to implement a resolution to reduce the amount of the shares. Such repayment or release must be effected:
 - either in proportion to all the shares;
 - or in proportion to all the shares of the same class, provided all the holders of that class consent thereto;
 - or in relation to all the preference shares.

The proportional requirement may be waived if all the shareholders concerned consent thereto.

SHARES.

ARTICLE 5.

1. The shares shall be registered and shall be numbered consecutively per class from 1 upwards.
2. The Company shall not issue share certificates.
3. The Company shall not cooperate in the issue of depositary receipts for shares in its own capital.
4. A usufruct and a right of pledge may be created in shares.
The right to vote cannot be assigned to a usufructuary or to a pledgee, nor the rights conferred by law to holders of depositary receipts issued with the cooperation of a company.
5. The Management Board shall keep a register in which the names and addresses of all shareholders, usufructuaries and pledgees are recorded per class, showing the number of shares in which they have full or limited rights, as well as the amount paid up on each share.
Furthermore, the register shall contain the date on which the shares or the rights in shares were acquired, as well as the date the transfer was acknowledged by or served upon the Company.
6. The register shall be updated regularly.
7. All entries and notes in the register shall be signed in accordance with the provisions of Article 10.
8. Every shareholder, usufructuary and pledgee shall be obliged to ensure that his address is known to the Company.

RESTRICTIONS ON THE TRANSFER OF SHARES.

ARTICLE 6.

1. Each transfer of shares is subject to the approval of the general meeting of shareholders. Restrictions of the transferability of shares as referred to in this article do not apply if the holder is obliged by law to transfer his shares to a previous holder.
For the application of this article, shares shall also be deemed to include the right to subscribe for shares.
2. The request to transfer shares shall be deemed to have been granted:
 - a. if the applicant has not been given a decision within three months after receipt of the request;
 - b. if the general meeting of shareholders does not, simultaneous with its refusal, notify the applicant of one or more persons who are willing and able to buy all the shares to which the request relates in cash.
3. If approval is given or is deemed to have been given, the applicant shall be free to make the proposed transfer during a period of three months after receipt of a notification of approval, of a notification that must be deemed an approval or after the elapse of the period referred to in paragraph 2.a.
4. The Company may only be a candidate with the consent of the applicant.

5. If one or more of the parties so desires, the price for which the candidate(s) accepted by the applicant may acquire the shares shall be determined by an independent expert designated by the Cantonal Court within whose jurisdiction the Company has its registered seat.
6. The applicant may withdraw his request during a period of one month after he has been notified of the price determined by the expert.

TRANSFER OF SHARES.

ARTICLE 7.

The transfer of a share or the creation or transfer of a limited right therein shall require a deed to that effect, executed in the presence of a civil-law notary officiating in the Netherlands.

Furthermore, the relevant provisions of the law shall apply.

MANAGEMENT.

ARTICLE 8.

1. The Company shall be managed by a Management Board, consisting of one or more Managing Directors.
2. Managing Directors shall be appointed by the general meeting of shareholders.
3. Managing Directors may be suspended or dismissed by the general meeting of shareholders at any time.
Suspension may last no longer than three months, also if it has been extended one or more times, unless it is resolved to dismiss the Managing Director, in which case the period of suspension may continue until the end of employment.
4. The remuneration and other terms of employment of each Managing Director shall be determined by the general meeting of shareholders.
5. The general meeting of shareholders may lay down internal rules covering the decision-making of the Management Board.
6. Meetings of the Management Board shall be held in a place in the United Kingdom to be named in the letter calling the meeting. Each Managing Director may have himself represented at the board meetings by a fellow Managing Director only, each time for a specific meeting.
7. The Management Board may also adopt resolutions without meeting, if all the Managing Directors have been consulted and none oppose this manner of decision-making.
8. The Management Board may adopt internal rules covering the decision-making process. The Management Board may determine an internal allocation of duties for each individual Managing Director.
The aforementioned internal rules and allocation of duties shall require the approval of general meeting of shareholders.
9. Without prejudice to its own responsibility, the Management Board appoint persons with representative powers and, by granting them power of attorney, conferring such titles and powers as shall be determined by the Management Board.
10. Subject to the approval of the general meeting of shareholders shall be all resolutions of the Management Board in regard to such transactions as have been clearly described by the general meeting of shareholders and notified to the Management Board in writing.
For the application of the previous sentence, a resolution of the Management Board to enter into a transaction shall be deemed on par with a resolution of the Management Board to approve a resolution of any Company body in which the Company participates, provided that the latter resolution is subject to such approval.
Failure to obtain the approval as referred to in this paragraph shall not affect the representative powers of the Management Board or the Managing Directors.
11. The Management Board shall act in line with the instructions regarding the general lines of the financial, social, economic and personnel policies to be given by the general meeting of shareholders.
12. Meetings of the Management Board shall be held in a place in the United Kingdom to be named in the letter calling the meeting.

ARTICLE 9.

In the event that one or more Managing Directors are absent or prevented from carrying out their duties, the remaining Managing Directors or the sole remaining Managing Director shall reside with

the management of the Company.

In the event that all Managing Directors are or the sole Managing Director is absent or prevented from carrying out their or his duties, the management of the Company shall temporarily reside with a person designated for that purpose by the general meeting of shareholders.

REPRESENTATION.

ARTICLE 10.

1. The Company shall be represented by the Management Board in so far as the law does not provide otherwise.
The power to represent the Company is also vested in two Managing Directors acting jointly.
2. In all cases where the Company has a conflicting interest with one or more Managing Directors, it shall be represented in the manner provided in the second sentence of paragraph 1.
In all cases where the Company has a conflicting interest with a Managing Director in his private capacity, the Management Board resolution regarding the relevant transaction shall require the prior approval of the general meeting of shareholders.
The absence of approval as referred to in this paragraph shall not affect the representative powers of the Management Board or the Managing Directors.

FINANCIAL YEAR. ANNUAL ACCOUNTS.

ARTICLE 11.

1. The financial year of the Company shall run from February first until January thirty-first.
2. Within five months after the end of each financial year, save for an extension of such period by at most six months due to extraordinary circumstances, the Management Board shall prepare the annual accounts (consisting of the balance sheet and the profit and loss account with explanatory notes).
Unless Section 403 Book 2 of the Dutch Civil Code applies to the Company, the Management Board shall prepare an annual report within the aforementioned period.
The annual accounts shall be signed by all the Managing Directors.
If the signature of one or more Managing Directors should be missing, this fact shall be mentioned in addition to the reason for same.
3. The annual accounts shall be adopted by the general meeting of shareholders.

ALLOCATION OF PROFITS.

ARTICLE 12.

1. The Company may only make distributions to the shareholders and any other persons entitled to distributable profits in so far as the Company's shareholders' equity exceeds the sum of the paid-in part of the Company's capital plus the reserves that must be maintained pursuant to the law.
2. In so far as the profits allow, dividends shall be distributed from the profits as evidenced by the profit and loss account adopted by the general meeting of shareholders.
Such dividends shall serve in payment on the preference shares of a percentage of the capital paid-up on such shares, including share premium, which percentage shall be equal to the deposit rate of the European Central Bank plus two and seventy-five of a hundredth percent (2.75%).
Any profits remaining after application of said measure shall be at the disposal of the general meeting of shareholders, with the understanding that no further distributions may be made on the preference shares.
3. The Company may make interim distributions only if the requirement of paragraph 1 has been satisfied and provided that the prior approval of the general meeting of shareholders has been obtained.
4. No distributions shall be made for the benefit of the Company on shares obtained by the Company in its own capital and on shares for which the Company holds depositary receipts.

MEETINGS OF SHAREHOLDERS.

ARTICLE 13.

1. The annual meeting of shareholders in which the annual accounts shall be considered and

adopted shall be held every year within six months after the end of the financial year unless the period set forth in Article 11 paragraph 2 of the present Articles has been extended in accordance with the provisions set out therein.

If said period has been extended, the items referred to in the previous sentence shall be dealt with in a meeting of shareholders to be held no later than one month after said period has elapsed.

2. The general meeting of shareholders may be held in the Netherlands in the municipality where the Company has its registered seat, as well as in the United Kingdom in a place to be named in the letter calling the meeting. Valid resolutions may be only adopted in a general meeting of shareholders held outside the Netherlands, provided unanimously, if the entire issued capital is represented.
3. A general meeting of shareholders in which the entire issued capital is represented may, provided unanimously, adopt valid resolutions even if the requirements in respect of the calling and holding of meetings have not been observed.
4. The Management Board shall keep a record of the adopted resolutions.
The records shall be deposited at the offices of the Company for inspection by the shareholders.

Upon request, a shareholder will be provided with a copy or extract of such records for a price that shall not exceed the costs.

ARTICLE 14.

After the Managing Directors have been given the opportunity to advise, decision-making by shareholders may also take place without holding a meeting of shareholders, provided that the shareholders with voting rights have declared themselves unanimously and in writing (such to include all forms of written text transmission) to be in favour of the motion.

MEETINGS OF HOLDERS OF SHARES OF A PARTICULAR CLASS.

ARTICLE 15.

Meetings of holders of shares of a particular class may be called by the Management Board or by a holder of one or more shares of such class.

Articles 13 and 14 shall apply correspondingly.

AMENDMENTS TO THE ARTICLES, DISSOLUTION, LIQUIDATION.

ARTICLE 16.

1. The general meeting of shareholders may resolve to amend the Articles and to dissolve the Company.
2. If a resolution to dissolve the Company is adopted, the liquidation shall be effected by the Management Board unless the general meeting of shareholders appoints other liquidators. The remuneration to be paid to the liquidator or the liquidators jointly shall be determined with the resolution to dissolve the Company.
3. During liquidation the Articles shall remain effective to the fullest extent possible.
4. The balance remaining after liquidation shall be distributed to shareholders and others with entitlement thereto in proportion to each individual's right.