

AVIVA INSURANCE LIMITED

SC 002116

*Memorandum
and
Articles of Association*

Registered 23rd February 1891

and incorporated pursuant to

The Companies Acts, 1862 to 1890

*Re-Registered as a public limited company pursuant
to a Board Resolution passed on 27th January 1982*

*Re Registered as a private limited company on 1 September 2006
pursuant to a Special Resolution passed on 18 August 2006*

Registered Office :

Pitheavlis, Perth, Scotland PH2 0NH

2006



CONTENTS

MEMORANDUM OF ASSOCIATION	1
ARTICLES OF ASSOCIATION	6
Special Provisions	
Share Capital	6
Borrowing Powers	6
Votes of Members	8
Number of Directors	8
Directors' Fees	8
Directors' Shareholding Qualification	8
Disqualification of Directors	8
General Provisions	
Table A	8
Interpretation	8
Registered Office	9
Share Rights	9
Modification of Rights	9
Shares	10
Certificates	10
Lien	11
Calls on Shares	11
Forfeiture of Shares	12
Transfer of Shares	13
Transmission of Shares	13
Stock	14
Increase of Capital	15
Alterations of Capital	15
General Meetings	15
Notice of General Meetings	16
Proceedings at General Meetings	16
Voting	17
Proxies	19
Appointment and Removal of Directors	19
Disqualification of Directors	20
Rotation of Directors	20
Executive Directors	21
Additional Remuneration and Expenses	21
Directors' Interests	21
Powers and Duties of the Board	24
Proceedings of the Board	25
Secretary	26
Seals	26
Dividends and Other Payments	27
Reserves	28

CONTENTS

Capitalisation of Profits	28
Record Dates	30
Accounting Records	30
Audit	30
Service of Notices and other Documents	30
Destruction of Documents	31
Winding Up	32
Indemnity	32

Memorandum of Association

Of

Aviva Insurance Limited

I - The name of the Company is "Aviva Insurance Limited"

II - The Registered Office of the Company will be in Scotland

III - The objects for which the Company is established are

- (a) (1) To carry on all or any kinds of insurance pension indemnity annuity or guarantee business in all or any of their respective branches and whether of a kind now known or hereafter devised including (but without prejudice to the generality of the foregoing) all or any of the businesses relating to ordinary long term insurance liability insurance marine aviation and transport insurance motor vehicle insurance pecuniary loss insurance, personal accident insurance and property insurance
- (2) To effect and grant reinsurances, counter insurances and guarantees in connection with any of the classes of insurance or any class of contract which the Company is authorised to carry on or enter into
- (3) To grant sell purchase or otherwise acquire annuities and pensions of all kinds
- (b) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company
- (c) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things
- (d) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, instal, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers
- (e) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind
- (f) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind

- (g) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision
- (h) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, or finance company
- (i) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company
- (j) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company
- (k) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same
- (l) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities
- (m) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums interest dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company
- (n) To amalgamate or enter into partnership or any profit sharing arrangement with, or to co-operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person
- (o) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise
- (p) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights inventions and secret processes and to carry on the business of an inventor designer or research organisation

- (q) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment
- (r) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose
- (s) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust
- (t) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside Scotland
- (u) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Board of directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the Company or its members for any national, charitable, benevolent, educational, social, public, general or useful object

- (v) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory
- (w) To distribute any of the property of the Company among its creditors and members in specie or kind
- (x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others
- (y) To carry on any other business or activity and do anything of any nature which in the opinion of the Board of directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its members
- (z) To do all such other things as in the opinion of the Board of directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether in incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed *ejusdem generis* where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defines the objects of a separate, distinct and independent company

IV—The liability of the members is limited.

- * V ~~VI~~—The capital of the Company is £100,000, divided into 100,000 Shares of £1 each, with power to increase the same, by the issue of new Shares or debentures or otherwise, or to reduce the capital. The said shares, or any shares, issued on any increase of capital, or any portion thereof respectively, may be issued with such preferences, privileges or priority over or postponement to the remaining or any other shares of the company, in respect of dividends or otherwise, as may be determined

Note The capital of the Company has been increased and varied from time to time and is now £4,500,000,000 divided into 18,000,000,000 ordinary shares of 25 pence each

The Company was re-registered as a public limited company pursuant to a Board Resolution passed on 27 January 1982

The Company was re-registered as a private limited company on 1 September 2006 pursuant to a Special Resolution passed on 18 August 2006

* On 9 October 2006 the authorised share capital of 18,000,000,000 ordinary shares of 25 pence each was converted to 450,000 ordinary shares of £10,000 each

On 18 October 2006, the authorised share capital was increased from £4,500,000,000 to £7,500,000,000 by the creation of 300,000 ordinary shares of £10,000 each

WE, the several persons whose names and addresses are Subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names

Names, Addresses, and Description of Subscribers	No of Shares
GEORGE KYD, of 1 Barossa Place, Perth, in the County of Perth, Auctioneer,	} One
PATRICK HUNTER, of Waterybotts, Errol, in the County of Perth, Farmer,	} One
WILLIAM CRAWFORD, of Blechwood, in the County of Perth, Farmer,	} One
WILLIAM M'KENDRICK, of 16 Marshall Place, Perth, in the County of Perth, Butcher,	} One
DONALD M. MACKAY, of 53 York Place, Perth, in the County of Perth, Solicitor,	} One
W. D. FORBES, of Taypark, Perth, in the County of Perth, Banker,	} One
ROBERT PATERSON, Chartered Accountant, of 28 Renfield Street, Glasgow, Lanarkshire, in the County of Lanark,	} One

Dated Nineteenth day of February, Eighteen hundred and ninety-one

Witness to the above signatures,

WILLIAM MARTIN,
Of 44 Tay Street, Perth, in the County of Perth, Clerk