

Aviva Group Holdings Limited

Registered in England and Wales No. 1555746

Annual Report and Financial Statements 2023

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Directors and officer

Directors

A Blanc
J Cummings
C Jones
A Parkes
M Verma

Officer – Company Secretary

Aviva Company Secretarial Services Limited
80 Fenchurch Street
London
United Kingdom
EC3M 4AE

Independent Auditors

PricewaterhouseCoopers LLP
7 More London Riverside
London
SE1 2RT

Registered office

80 Fenchurch Street
London
United Kingdom
EC3M 4AE

Company number

Registered in England and Wales no. 1555746

Other information

Aviva Group Holdings Limited (the Company) is a member of the Aviva plc group of companies (the Group).

Strategic report

The directors present their Strategic report for the Company for the year ended 31 December 2023.

Review of the Company's business

Principal activities

The Company, a private limited company incorporated and domiciled in the United Kingdom (UK), is a holding company for subsidiaries transacting life assurance and long-term savings business, fund management and most classes of general and health insurance business primarily in the UK, Ireland and Canada.

Financial position and performance

The financial position of the Company at 31 December 2023 is shown in the statement of financial position on page 21, with the trading results shown in the income statement on page 18 and the statement of cash flows on page 22.

Profit for the year before tax has decreased from £1,924 million in 2022 to £1,799 million in 2023. The decrease from prior year is primarily due to a decrease in dividend income of £877 million, driven by one-off dividends in 2022 of £370 million from Friends Life Holdings Limited ("FLH") prior to its liquidation in 2023, and £549 million from Aviva Italia Holdings S.p.A. This is partially offset by reduced impairments in subsidiaries in 2023 (£5 million) compared to 2022 (£592 million). Dividend income for 2023 was £1,870 million, which excluding the one-off dividends in 2022, is an increase of £42 million from 2022.

Total assets have decreased from £21,859 million at 31 December 2022 to £21,158 million at 31 December 2023. The decrease is primarily due to reductions in receivables and cash and cash equivalents to support the Group's share buyback activity, external dividend and centre costs in 2023.

Significant events

Acquisitions or Disposals

There were no significant acquisitions or disposals by the Company in the year.

Capital injections

Throughout the year, the Company made a total of £74 million of capital injections by way of cash into its subsidiary company, Aviva Capital Partners Limited ("ACP"), in return for equivalent issuance of ordinary shares to the Company.

The Company also made a total of £12 million of capital injections throughout the year, by way of cash consideration into its subsidiary company, Wealthify Limited, in return for equivalent issuance of ordinary shares to the Company.

Future outlook

Strategies for the wider Aviva Group as a whole are determined by the Board of Aviva plc and these are shown in the Aviva plc Annual Report and Accounts 2023. The Company will work with the Group to support the implementation of these strategies.

The directors consider that the Company's principal activities will continue unchanged for the foreseeable future.

Principal risks and uncertainties

A description of the principal risks and uncertainties facing the Company and the Company's risk management policies are set out in note 26 to the financial statements.

Risk factors beyond the Company's control that could cause actual results to differ materially from those estimated include, but are not limited to:

- *Interest rate risk*, as the Company's earnings and financial resources are exposed to potential fluctuations in Sterling Overnight Index Average ("SONIA"), Canadian Overnight Repo Rate Average ("CORRA") and Euro Interbank Offered Rate ("EURIBOR") benchmark interest rates. The effect of a 100 basis point increase/decrease in these benchmark rates would be an increase/decrease in net interest expense of £11 million (2022: £11 million).
- *Foreign currency risk*, arising from the Company's investment in overseas subsidiaries and planned future dividends from overseas subsidiaries. Foreign exchange derivatives and foreign currency denominated loans are used to reduce the Company's net exposure to currency risk.
- *Risks arising from funding guarantees* to the Aviva Staff Pension Scheme ("ASPS"), RAC (2003) Pension Scheme ("RAC PS"), Friends Provident Pension Scheme ("FPPS"), Aviva Ireland Staff Pension Scheme ("AISPS") and Unfunded Unapproved Retirement Benefit Scheme ("UURBS").
- *Other risk factors* that could materially impact the carrying value of the Company's investment in subsidiaries, resulting in a charge against shareholder's equity and profits. In particular, where indicators of impairment exist, such as poor performance, the carrying value of investment in subsidiaries is deemed impaired.

Section 172 Statement

We report here on how our directors have performed their duty under Section 172 (1) of the Companies Act 2006.

S.172 (1) sets out a series of matters to which the directors must have regard to in performing their duty to promote the success of the Company for the benefit of its shareholders, which includes having regard to other stakeholders.

Our Board considers it crucial that the Company maintains a reputation for high standards of business conduct. The Board is responsible for monitoring and upholding the culture, values, standards, ethics and reputation of the Company to ensure that our obligations to our shareholders, customers and other stakeholders are met and Management drives the embedding of the desired culture throughout the organisation. The Board monitors adherence to our policies and compliance with local corporate governance requirements and is committed to acting where our businesses fall short of the standards met.

Our culture

Our culture is shaped, in conjunction with the wider Aviva Group, by our clearly defined purpose - with you today for a better tomorrow. As the provider of financial services to millions of customers, Aviva seeks to earn their trust by acting with integrity and a sense of responsibility at all times. We look to build relationships with all our stakeholders based on openness and transparency and we value diversity and inclusivity in our workforce and beyond.

Stakeholder Engagement

(i) Employees

The Company has no employees. All UK employees engaged in the activities of the Company are employed by subsidiary undertakings of Aviva plc. Disclosures relating to employees may be found in the annual report and financial statements of these companies.

(ii) Customers

The Company has no direct customers.

(iii) Suppliers

All Group supplier related activity is managed in line with the Group's Procurement & Outsourcing Business Standard. This ensures that supply risk is managed appropriately including in relation to customer outcomes, data security, corporate responsibility, financial, operational, contractual, and brand damage caused by inadequate oversight or supplier failure.

An important part of the Group's culture is the promotion of high legal, ethical, environmental and employee related standards within our business and also among our suppliers. Before working with any new suppliers, we provide them with our Supplier Code of Behaviour, and our interaction with them is guided by our Business Code of Ethics.

The Board reviews the actions the Group has taken to prevent modern slavery and associated practices in any part of our supply chain and approves the Group's Modern Slavery Act statement each year.

(iv) Shareholders

The Company's ultimate shareholder is Aviva plc and there is ongoing communication and engagement with the Aviva plc Board. Any matters requiring escalation are escalated by the Board through the Chair to its ultimate parent.

Key performance indicators

The directors consider that the Company's key performance indicators (KPIs) that communicate the financial performance are as follows:

	2023	2022
Measure		
Dividend income received (£m)	1,870	2,747
Net effective interest rate on loans (%)	3.24	1.98

Dividends received have decreased in 2023 compared to 2022, primarily as a result of the one-off dividends in 2022 of £370 million from FLH prior to its liquidation in 2023, and £549 million from Aviva Italia Holdings S.p.A.

Net effective interest rate on loans has increased to 3.24% in 2023 (2022: 1.98%) largely due to the impact of rising interest rates on floating rate loans held between the Company and its subsidiaries.

Approved by the Board and signed on behalf of the Board on 22 May 2024



For and on behalf of Aviva Company Secretarial Services Limited
Company Secretary 22/05/2024 16:21

Directors' report

The directors submit their annual report and the audited financial statements for the Company for the year ended 31 December 2023.

Directors

The names of the current directors of the Company are shown on page 3.

Details of Board appointments and resignations during the year and since the year end are shown below:

A Dinwiddie	Resigned 1 April 2024
M Verma	Appointed 1 April 2024

Company secretary

The name of the company secretary of the Company is shown on page 3.

Dividends

Interim ordinary dividends totalling £2,000 million on the Company's ordinary shares were declared and settled during 2023 (2022: £2,000 million). The directors do not recommend a final dividend on the Company's ordinary shares for the year ended 31 December 2023 (2022: £nil).

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic report, which includes a section describing the principal risks and uncertainties. In addition, the financial statements include notes on the Company's management of its major risks (see note 26) and derivative financial instruments (see note 27).

The Company and its immediate parent, Aviva plc, have considerable financial resources together with a diversified business model, with a spread of businesses and geographical reach. The directors believe that the Company is well placed to manage its business risks successfully.

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. For this reason, they continue to adopt, and to consider appropriate, the going concern basis in preparing the financial statements.

Post balance sheet events

On 1 January 2024, the Company renewed two facilities, one from Aviva plc and one to Aviva plc:

- The Company has renewed its £5,000 million unsecured rolling credit facility with Aviva plc, extending the maturity date to 31 December 2028. From 1 January 2024 this facility will accrue interest at the GBP SONIA Swap Rate plus the Five Year Credit Default Swap Spread.
- The Company has renewed its £2,000 million unsecured revolving credit facility with Aviva plc, extending the maturity date to 31 December 2028. From 1 January 2024 this facility will accrue interest at the GBP SONIA Swap Rate plus the Five Year Credit Default Swap Spread.

On 2 January 2024, the Company made a capital injection by way of cash consideration of £1 million into its subsidiary company, ACP. In return, ACP issued £1 million of ordinary shares to the Company. This was followed by further capital injections into ACP on 26 March 2024 of £3 million, and on 2 April 2024 of £1 million, both in exchange for equal issuance of ordinary shares.

On 2 January 2024, the Company made a capital injection by way of cash consideration of £5 million into its subsidiary company, Wealthify. In return, Wealthify issued £5 million of ordinary shares to the Company.

On 3 January 2024, the Company made a capital injection by way of cash consideration of £100 million into its subsidiary company, AIL. In return, AIL issued £100 million of ordinary shares to the Company.

On 18 March 2024, the Company completed its sale of Singapore Life Holdings Pte Ltd after receiving final regulatory approval on 4 March 2024, for total cash consideration of \$SGD 1.6 billion (approximately £937 million).

On 3 April 2024, the Company made a capital injection by way of cash consideration of £453 million into its subsidiary, Aviva Life Holdings UK Limited ("ALHUK"). In return, ALHUK issued £453 million of ordinary shares to the Company.

On 8 May 2024, the Board approved a capital injection of £229 million into its subsidiary, AIL, in consideration for the issuance of a corresponding number of ordinary shares to the Company.

Future outlook

Likely future developments in the business of the Company are discussed in the Strategic report on page 4.

Statement of corporate governance arrangements

For the year ended 31 December 2023, the Company has applied the Wates Corporate Governance Principles for Large Private Companies (the Principles). Application of the Principles by the Company during 2023 is set out below:

Principle 1 - Purpose and leadership

The Company is part of the Aviva Group. Aviva's purpose is to be 'with you today, for a better tomorrow' to protect the things that matter most to our customers. To live up to that purpose, the Group has a vision to be 'the leading UK provider and go-to customer brand for all insurance, wealth and retirement solutions, with major businesses in Canada and Ireland' and has a clear strategy and plan to achieve this vision:

- **Customer:** Digitally led customer experience and serving more needs
- **Growth:** Accelerating growth in capital-light businesses
- **Efficiency:** Top quartile efficiency, synergies from our model and technology at the core
- **Sustainability:** Committed to social action, climate action and being a sustainable business

Directors' report continued

The delivery of our strategy and plan is guided by our values:

- **Care:** We care deeply about the positive difference we can make in our customers' lives
- **Commitment:** We understand the impact we have on the world and take the responsibility that comes with it
- **Community:** We recognise the strength that comes from working as one team, built on trust and respect
- **Confidence:** We believe the best is yet to come for our customers, our people, and society

The Board is responsible for promoting the long-term success of the Company for the benefit of its members as a whole, taking into account other stakeholders as defined by Section 172 of the Companies Act 2006 and the Articles of Association and including but not limited to; setting the Company's strategic aims, monitoring performance of the Company and management against those aims, setting the Company's risk appetite and monitoring the operation of prudent and effective controls, and monitoring compliance with corporate governance principles.

Principle 2 - Board composition

The Board is comprised of the Aviva plc Group Chief Executive Officer (Chair of the AGH Board), Group Chief Financial Officer, Group Chief Information Officer, Group Chief Actuary and Capital Officer and Group Financial Controller. The Chair assesses the board composition annually to ensure that an appropriate balance of responsibilities, accountabilities and decision making across the Company is effectively maintained. The directors have equal voting rights when making decisions; however where a majority decision cannot be reached, the Chair has a casting vote. The Board is responsible for organising and directing the affairs of the Company in a manner that is most likely to promote the success of the Company for its shareholders as a whole and in a way that is consistent with its Articles of Association, applicable regulatory requirements and current corporate governance practice.

Principle 3 - Directors' responsibilities

The Company operates in accordance with the Aviva Governance Framework, as approved by Aviva plc. The Aviva Governance Framework articulates the interrelation between Aviva's purpose, culture, values; its reporting and escalation structures; and their alignment with legal and regulatory duties and its risk management framework. The core elements are the legal and regulatory flow of accountability and decision making and the Group's frameworks, policies and standards and the checks and balances through the operation of the Company's 2nd and 3rd lines of defence, which ensure effective Board oversight. The Company adheres to the Group Subsidiary Governance Principles which are a set of internal governance principles.

The Board held five scheduled meetings during the year, with one ad hoc meeting. The Board's key area of focus in 2023 was in relation to the Company's role as the principal holding company for the Aviva Group. This included the funding of its direct and indirect subsidiary entities, taking into account regulatory and other capital requirements; and acting as counterparty to various loan and intercompany balances and as guarantor of the Group's employee pension schemes. The Board continued to oversight the operations of a number of key strategic subsidiary entities.

Principle 4 - Opportunity and risk

The role of the Board is to promote the long-term sustainable success of the Company, generating value for its shareholder within a framework of prudent and effective controls, which enable risks to be assessed and managed.

The Company operates a risk management framework that forms an integral part of the management and Board processes and decision-making framework, aligned to the Group's risk management framework. The key elements of the risk management framework comprise risk appetite; risk governance, including risk policies and business standards, risk oversight committees and roles and responsibilities; and the processes the Company uses to identify, measure, manage, monitor and report risks, including the use of risk models and stress and scenario testing. The Company's position against its risk appetites and tolerances is monitored and reported to the Board on a regular basis.

Principle 5 - Remuneration

The Company has no employees. The majority of staff engaged in the activities of the Company are employed by fellow subsidiary undertakings of Aviva plc. As employees of Aviva, staff are able to enjoy the comprehensive flexible benefit offering including the Aviva staff pension scheme and Aviva's broader Wellbeing offering which aims to promote health and wellbeing among Aviva colleagues.

Under the Aviva Group Reward Governance Framework, the Company's remuneration policy operates in accordance with the Remuneration Policy as approved by the Aviva plc Remuneration Committee, which applies to all employees in entities within the Aviva Group. Details of Directors' Remuneration is included in note 6.

The Aviva Group reports on the pay ratio of the Group CEO to UK employees, and details of this can be found in the Directors' Remuneration Report in the Aviva plc Annual Report and Accounts 2023 which is available at www.aviva.com/investors/reports/. Aviva plc also reports on the gender pay gap, and on the steps being taken in relation to this which can be found at www.aviva.com/about-us/uk-pay-gap-report/.

Principle 6 - Stakeholder relationships and engagement

Details about stakeholders can be found in the Section 172 statement in the Strategic report on page 4.

Financial instruments

The Company uses financial instruments to manage certain types of risks, including to those relating to credit, foreign currency exchange, cash flow, liquidity, interest rates, operational and staff pension scheme risks. Details of the objectives and management of these instruments are contained in note 26 on risk management.

Employees

The Company has no employees. All UK employees engaged in the activities of the Company are employed by subsidiary undertakings of Aviva plc.

Disclosure of information to the auditors

In accordance with section 418 of the Companies Act 2006, the directors in office at the date of approval of this report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's External Auditors, PricewaterhouseCoopers LLP, is unaware and each director has taken all steps that ought to have been taken as a director in order to make themselves aware of any relevant audit information and to establish that PricewaterhouseCoopers LLP is aware of that information.

Directors' report continued

Independent auditors

Under the Competition and Markets Authority Regulations, the Group conducted a full and rigorous competitive tender process in 2022, which was overseen by the Group's Audit Committee, and recommended Ernst & Young LLP as the Group's external auditors from the year ending 31 December 2024 to the Group Board. PricewaterhouseCoopers LLP has continued in its role to undertake the audit for the financial year ended 31 December 2023.

Qualifying indemnity provisions

In 2004, Aviva plc, the Company's immediate parent, granted an indemnity to the directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 1985, which continue to apply in relation to any provision made before 1 October 2007. This indemnity is a "qualifying third party indemnity" for the purposes of section 309A to section 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.

The directors also have the benefit of the indemnity provision contained in the Company's articles of association, subject to the conditions set out in the Companies Act 2006. This is a "qualifying third party indemnity" provision as defined by section 234 of the Companies Act 2006.

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with UK-adopted international accounting standards.

Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Corporate Governance and Climate-related Financial Disclosures

The Company is a wholly-owned subsidiary of Aviva plc, a Company with a listing on the London Stock Exchange, and as such is subject to Aviva plc's system of risk management, internal control and financial reporting. Aviva plc is subject to the UK Corporate Governance Code. The Aviva plc Annual Report and Accounts 2023 set out details of how the Group has applied the principles and complied with the provisions of the UK Corporate Governance Code during 2023. Further information on the Code can be found on the Financial Reporting Council's website, www.frc.org.uk. The Aviva plc Annual Report and Accounts 2023 also includes the activities of the company and provides the information required by the Non-financial and Sustainability Information Statement for the Group as a whole. Further information on the Group's climate-related financial disclosures can be found on the Sustainability section of the Group's website, www.aviva.com/sustainability/reporting.

Approved by the Board and signed on behalf of the Board on 22 May 2024



For and on behalf of Aviva Company Secretarial Services Limited
Company Secretary

Independent auditors' report to the members of Aviva Group Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion, Aviva Group Holdings Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2023 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements 2023 (the "Annual Report"), which comprise: the Statement of financial position as at 31 December 2023; the Income statement, the Statement of comprehensive income, the Statement of cash flows; the Statement of changes in equity for the year then ended; the Accounting policies; and the notes to the financial statements.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to other entities of public interest, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

We have provided no non-audit services to the company or its controlled undertakings in the period under audit.

Conclusions relating to going concern

Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- obtaining and assessing the reasonableness of management's going concern assessment, taking into consideration its cash flows and liquidity analysis.
- considering information obtained during performing the audit and publicly available market information to identify any information which would contradict management's going concern assessment.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

Independent auditors' report to the members of Aviva Group Holdings Limited continued

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit*Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the risk that management could post inappropriate or fictitious journal entries that have the potential to impact the financial performance or position of the company and/or exert management bias in the accounting estimates and judgemental areas of the financial statements. Audit procedures performed by the engagement team included:

- enquiry of management to identify any instances of non-compliance with laws and regulations;
- reviewing minutes of meetings of those charged with governance;
- reviewing financial statement disclosures and testing to supporting documentation to assess compliance with laws and regulations;
- designing audit procedures to incorporate unpredictability around the nature, timing or extent of testing;
- performing audit procedures in response to the risk of management override of controls, including testing journal entries and other adjustments for appropriateness and testing accounting estimates (because of the risk of management bias); and
- evaluating the business rationale of significant transactions entered into outside of the company's normal course of business.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Independent auditors' report to the members of Aviva Group Holdings Limited continued

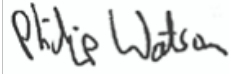
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Philip Watson (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

22 May 2024

Accounting policies

The Company, a private limited company incorporated and domiciled in the United Kingdom (UK), is a holding company for subsidiaries transacting life assurance and long-term savings business, fund management and most classes of general and health insurance business in the UK, Ireland and Canada.

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

(A) Basis of preparation

The financial statements of the Company have been prepared and approved by the Directors in accordance with UK-adopted International Accounting Standards and the legal requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss (FVTPL).

The financial statements have been prepared on the going concern basis as explained in the Directors' report on page 6.

The Company is exempt from preparing group financial statements by virtue of section 400 of the Companies Act 2006, as it is a subsidiary of a UK parent and is included in the consolidated financial statements for the Group, i.e. the ultimate parent company, Aviva plc, and its subsidiaries, joint ventures and associates, at the same date. These financial statements therefore present information about the Company as an individual entity.

The Company's financial statements are stated in pounds sterling, which is the Company's functional and presentational currency. Unless otherwise noted, the amounts shown in these financial statements are in millions of pounds sterling (£m).

New standards, interpretations and amendments to published standards that have been adopted by the Company

The Company has adopted the following amendments to standards which became effective for the annual reporting period beginning on 1 January 2023. The amendments have been issued and endorsed by the UK and do not have a significant impact on the Company's financial statements.

- (i) *Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting Policies*
- (ii) *Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates*
- (iii) *Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
- (iv) *Amendments to IAS 12 Income Taxes: International Tax Reform - Pillar Two Model Rules*

Standards, interpretations and amendments to published standards that are not yet effective and have not been adopted early by the Company

The following amendments to existing standards have been issued, are not yet effective and are not expected to have a significant impact on the Company's financial statements:

- (i) *Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current*
Published by the IASB in January 2020. The amendments are effective for annual reporting beginning on or after 1 January 2024 and have been endorsed by the UK.
- (ii) *Amendments to IAS 1 Presentation of Financial Statements: Non-current Liabilities with Covenants*
Published by the IASB in October 2022. The amendments are effective for annual reporting beginning on or after 1 January 2024 and have been endorsed by the UK.
- (iii) *Amendments to IFRS 16: Lease Liability in a Sale and Leaseback*
Published by the IASB in September 2022. The amendments are effective for annual reporting beginning on or after 1 January 2024 and have been endorsed by the UK.
- (iv) *Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments Disclosures: Supplier Finance Arrangements*
Published by the IASB in May 2023. The amendments are effective for annual reporting beginning on or after 1 January 2024 and have been endorsed by the UK.
- (v) *Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability*
Published by the IASB in August 2023. The amendments are effective for annual reporting beginning on or after 1 January 2025 and have yet to be endorsed by the UK.
- (vi) *IFRS 18 Presentation and Disclosure of Financial Statements*
Published by the IASB in April 2024. The amendments are effective for annual reporting beginning on or after 1 January 2027 and have yet to be endorsed by the UK.
- (vii) *IFRS 19 Subsidiaries without Public Accountability: Disclosures*
Published by the IASB in May 2024. The amendments are effective for annual reporting beginning on or after 1 January 2027 and have yet to be endorsed by the UK.

Accounting policies continued

(B) Critical accounting policies and the use of estimates

The preparation of financial statements requires the Company to select accounting policies and make estimates and assumptions that affect items reported in the income statement, statement of financial position, other primary statements and notes to the financial statements.

Critical accounting policies

The following accounting policies are those that have the most material impact on the amounts recognised in the financial statements, with those judgements involving estimation summarised thereafter.

Item	Critical accounting judgement	Accounting policy
Investment in Subsidiaries	Investments in subsidiaries are recognised at cost less impairment. Investments are reviewed at least annually to test whether any indicators of impairment exist. Where there is objective evidence that such an asset is impaired, the investment is impaired to its recoverable value and any unrealised loss is recorded in the income statement.	C
Financial investments	Classification and measurement of financial investments including the mandatory application of measurement at fair value through profit or loss (FVTPL).	I

Use of estimates

All estimates are based on management's knowledge of current facts and circumstances, assumptions based on that knowledge and their predictions of future events and actions. Actual results may differ from those estimates, possibly significantly.

The table below sets out those items considered particularly susceptible to changes in estimates and assumptions, and the relevant accounting policy and note disclosures.

Item	Material accounting estimates	Accounting policy	Note
Investment in subsidiaries	Investments in subsidiaries are recognised at cost less impairment. Investments are reviewed annually to test whether any indicators of impairment exist by comparing the carrying value and the estimated recoverable amount. Where there is objective evidence that such an asset is impaired, the investment is impaired to its recoverable value and any unrealised loss is recorded in the income statement.	C	10
Fair value of financial instruments and derivatives	The valuation techniques involve judgement with regard to the valuation models used and the inputs to these models can lead to a range of plausible valuations for financial investments.	F, I & M	14, 15 & 27
Provisions and contingent liabilities	When evaluating whether a provision or a contingent liability should be recognised the Company assesses the likelihood of a constructive or legal obligation to settle a past event and whether the amount can be reliably estimated. The amount of provision is determined based on the Company's estimation of the expenditure required to settle the obligation at the statement of financial position date.	Q	24

During the year management reassessed the critical accounting policies and estimates previously provided and, based on their assessment of qualitative and quantitative risk factors, resolved that no change was required.

(C) Investment in Subsidiaries

Subsidiaries are those entities over which the Company has control, either directly or indirectly. The Company controls an investee if, and only if, the Company has all of the following:

- power over the investee;
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

The Company considers all relevant facts and circumstances in assessing whether it has power over an investee including: the purpose and design of an investee, relevant activities, substantive and protective rights, and voting and potential voting rights. The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Investments in subsidiaries are recognised at cost less impairment. Investments are reviewed at least annually to test whether any indicators of impairment exist. Where there is objective evidence that such an asset is impaired, the investment is impaired to its recoverable value and any unrealised loss is recorded in the income statement.

(D) Investment in Associates and joint ventures

Associates are entities over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control. Generally, it is presumed that the Company has significant influence if it has between 20% and 50% of voting rights. Joint ventures are arrangements whereby the Company and other parties have joint control of the arrangement and rights to the net assets. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. Such jointly-controlled entities are referred to as joint ventures in these financial statements.

Accounting policies continued

Investments in associates and joint ventures are recognised at cost less impairment. Investments are reviewed annually to test whether any indicators of impairment exist. Where there is objective evidence that such an asset is impaired, the investment is impaired to its recoverable value and any unrealised loss is recorded in the income statement.

(E) Foreign currency translation

Foreign currency transactions are accounted for at the exchange rate prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognised in the income statement.

Translation differences on debt securities and other monetary financial assets measured at fair value are included in foreign exchange gains and losses in the income statement. Translation differences on non-monetary items, such as equities which are designated as FVTPL, are reported as part of the fair value gain or loss in the income statement.

(F) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. This presumes that the transaction takes place in the principal (or most advantageous) market under current market conditions. Fair value is a market-based measure and in the absence of observable market prices in an active market, it is measured using the assumptions that market participants would use when pricing the asset or liability.

The fair value of a non-financial asset is determined based on its highest and best use from a market participant's perspective. When using this approach, the Company takes into account the asset's use that is physically possible, legally permissible and financially feasible.

The best evidence of the fair value of a financial instrument at initial recognition is normally the transaction price i.e. the fair value of the consideration given or received. In certain circumstances, the fair value at initial recognition may differ from the transaction price. If the fair value is evidenced by comparison with other observable current market transactions in the same instrument (i.e. without modification or repackaging), or is based on a valuation technique whose variables include only data from observable markets, then the difference between the fair value at initial recognition and the transaction price is recognised as a gain or loss in the income statement. When unobservable market data has a significant impact on the valuation of financial instruments, the difference between the fair value at initial recognition and the transaction price is not recognised immediately in the income statement, but deferred and recognised in the income statement on an appropriate basis over the life of the instrument but no later than when the valuation is supported wholly by observable market data or the transaction is closed out or otherwise matures.

If an asset or a liability measured at fair value has a bid price and an ask price, the price within the bid-ask spread that is most representative of fair value in the circumstances is used to measure fair value.

(G) Net investment income

Investment income consists of dividends and interest for the year, movements in amortised cost on debt securities, realised gains and losses, and unrealised gains and losses on FVTPL investments and loans due from Group operations (as defined in accounting policy I and J respectively). Dividends on equity securities are recorded as revenue on the ex-dividend date. Dividends from investments in subsidiaries are recorded as revenue on the date the dividends are declared. Interest income is recognised as it accrues, taking into account the effective yield on the investment. It includes the interest rate differential on forward foreign exchange contracts.

A gain or loss on a financial investment is only realised on disposal or transfer, and is the difference between the proceeds received, net of transaction costs, and its original cost or amortised cost, as appropriate.

Unrealised gains and losses, arising on investments which have not been derecognised as a result of disposal or transfer, represent the difference between the carrying value at the year end and the carrying value at the previous year end or purchase value during the year, less the reversal of previously recognised unrealised gains and losses in respect of disposals made during the year.

(H) Derecognition and offset of financial assets and financial liabilities

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised where:

- the rights to receive cash flows from the asset have expired;
- the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
- the Company has transferred its rights to receive cash flows from the asset and either transferred substantially all the risks and rewards of the asset, or has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a currently enforceable legal right to set off the recognised amounts and there is the ability and intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

(I) Financial investments

The Company classifies its investments as financial assets at FVTPL based on a business model assessment and the extent to which the contractual cash flows associated with financial assets are solely payments of principle and interest. Purchases and sales of investments are recognised on the trade date, which is the date that the Company commits to purchase or sell the assets, at their fair values.

In general, the Company's investment or risk management strategy is to manage its financial investments on a fair value basis.

Debt and equity securities, which the Company manage and evaluate performance on a fair value basis, are classified as mandatorily held at FVTPL as are derivatives (see accounting policy M).

Accounting policies continued

Investments carried at fair value are measured using the methodology outlined in note 14, with values based on the quoted price within the bid-ask spread that is most representative of fair value or based on cash flow models using market observable inputs or unobservable inputs.

(J) Receivables and other financial assets

Receivables and other financial assets are recognised initially at their fair value. Subsequent to initial measurement receivables, excluding those loans due from Group operations held at fair value as described below, are measured at amortised cost using the effective interest rate method, less expected credit losses.

Loans due from Group operations

Loans with fixed maturities are recognised when cash is advanced to borrowers. Loans where repayments consist solely of principal or interest are subsequently measured at amortised cost using the effective interest rate method. All other loans are held at FVTPL based on the outcome of a business model assessment, or where the contractual cash flows are not solely payment of principal and interest.

To the extent that a loan is considered to be uncollectable, it is written down through the Income Statement. Any subsequent recoveries are credited to the income statement.

(K) Payables and other financial liabilities

Payables and other financial liabilities, excluding derivatives, are recognised initially at their fair value and are subsequently measured at amortised cost using the effective interest rate method. Derivative liabilities are carried at fair value (see accounting policy M).

(L) Financial guarantees

Financial guarantees are recognised initially at their fair value and are subsequently amortised over the duration of the contract. A liability is recognised for amounts payable under the guarantee if it is more likely than not that the guarantee will be called upon.

(M) Derivative financial instruments

Derivative financial instruments include foreign exchange contracts, interest rate futures, currency and interest rate swaps, interest rate and currency options (both written and purchased) and other financial instruments that derive their value mainly from underlying interest rates, foreign exchange rates, credit or equity indices, commodity values or equity instruments.

All derivatives are initially recognised in the statement of financial position at their fair value, which usually represents their cost. They are subsequently remeasured at their fair value, with the method of recognising movements in this value depending on whether they are designated as hedging instruments and, if so, the nature of the item being hedged. Their fair value gains and losses are recognised immediately in net investment income. Fair values are obtained from quoted market prices or, if these are not available, by using valuation techniques such as discounted cash flow models or option pricing models. All derivatives are carried as assets when the fair values are positive and as liabilities when the fair values are negative. Premiums paid for derivatives are recorded as an asset on the statement of financial position at the date of purchase, representing their fair value at that date.

Derivative contracts may be traded on an exchange or over-the-counter (OTC). Exchange-traded derivatives are standardised and include certain futures and option contracts and foreign exchange contracts. OTC derivative contracts are individually negotiated between contracting parties and include forwards, swaps, caps and floors. Derivatives are subject to various risks including market, liquidity and credit risk, similar to those related to the underlying financial instruments.

Many OTC transactions are contracted and documented under International Swaps and Derivatives Association (ISDA) master agreements or their equivalent, which are designed to provide legally enforceable set-off in the event of default, reducing the Company's exposure to credit risk.

The notional or contractual amounts associated with derivative financial instruments are not recorded as assets or liabilities on the statement of financial position as they do not represent the fair value of these transactions. These amounts are disclosed in note 27.

The Company has collateral agreements in place with relevant counterparties. Accounting policy O below covers collateral, both received and pledged, in respect of these derivatives.

Foreign exchange contracts

Foreign exchange contracts, which include spot and forward contracts, represent agreements to exchange the currency of one country for the currency of another country at an agreed price and settlement date. Foreign exchange option contracts are similar to interest rate option contracts, except that they are based on currencies, rather than interest rates. Exposure to gain or loss on these contracts will increase or decrease over their respective lives as currency exchange and interest rates fluctuate.

(N) Hedging

Financial instruments for hedging

Hedge accounting is applied to certain transactions of the Group so that the financial statements represent the impact of the Group's hedging strategies for currency risk. Hedge accounting can be applied only if all the following criteria are met:

- The hedge relationship consists only of eligible hedging instruments and hedged items;
- There is formal designation and documentation of the hedging relationship and the risk management objective and the risk management strategy; and
- The hedge relationship meets the hedge effectiveness requirements.

Hedge accounting is applied to certain transactions which meet the criteria set out in IFRS 9, in order to mitigate the Company's exposure to risk. At the inception of the transaction, the Company documents the relationship between the hedging instrument and the hedged item, as well as the risk management objective and the strategy for undertaking the hedge transaction. The Company also documents its assessment of whether the hedge is expected to be, and has been, highly effective in offsetting the risk in the hedged item, both at inception and on an ongoing basis.

Accounting policies continued

During 2023, hedge accounting in the form of cash flow hedges was applied to the expected sales proceeds from the sale of certain overseas investments (hedged item) and the currency forward contracts transacted to mitigate the currency risks arising from the disposals (hedging instrument). Changes in the fair value of hedging instruments that are designated and qualify as a cash flow hedge that prove to be highly effective in relation to the hedged risk are recognised in other comprehensive income and a separate reserve within equity. Gains and losses accumulated in this reserve are included in the income statement on disposal of the relevant hedged item.

(O) Collateral

The Company receives and pledges collateral in the form of cash or non-cash assets in respect of certain derivative contracts, in order to reduce the credit risk of these transactions. Collateral is also pledged as security for bank letters of credit. The amount and type of collateral required depends on an assessment of the credit risk of the counterparty.

Collateral received in the form of cash, which is not legally segregated from the Company, is recognised as an asset in the statement of financial position with a corresponding liability for the repayment in financial liabilities. However, where the Company has a currently enforceable legal right of set-off and the ability and intent to net settle, the collateral liability and associated derivative balances are shown net. Non-cash collateral received is not recognised in the statement of financial position unless the transfer of the collateral meets the de-recognition criteria from the perspective of the transferor. Such collateral is typically recognised when the Company either (a) sells or re-pledges these assets in the absence of a default, at which point the obligation to return this collateral is recognised as a liability; or (b) the counterparty to the arrangement defaults, at which point the collateral is seized and recognised as an asset.

Collateral pledged in the form of cash, which is legally segregated from the Company, is derecognised from the statement of financial position with a corresponding receivable recognised for its return. Non-cash collateral pledged is not derecognised from the statement of financial position unless the Company defaults on its obligations under the relevant agreement, and therefore continues to be recognised in the statement of financial position within the appropriate asset classification.

(P) Statement of cash flows

Cash and cash equivalents

Cash and cash equivalents consist of cash at bank and in hand, deposits held at call with banks, and other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. Such investments are those with less than three months' maturity from the date of acquisition, or which are redeemable on demand with only an insignificant change in their fair values.

For the purposes of the statement of cash flows, cash and cash equivalents also include bank overdrafts, which are included in payables and other financial liabilities on the statement of financial position.

(Q) 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 more probable than not 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.

The amount recorded as a provision is the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Discounting is applied to the provision where the effect of the time value of money is material. Provisions are not recognised for future operating losses.

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 virtually certain.

The Company recognises a provision for onerous contracts when the expected benefits to be derived from a contract are less than the unavoidable costs of meeting the obligations under the contract.

Contingent liabilities are disclosed if there is a possible future obligation as a result of a past event, or if there is a present obligation as a result of a past event but either a payment is not probable, or the amount cannot be reasonably estimated.

(R) Income taxes

The current tax expense is based on the taxable profits for the year, 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 components of other comprehensive income and equity 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.

The rates enacted or substantively enacted at the statement of financial position date are used to value the deferred tax assets and liabilities.

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. Where there is a history of tax losses, deferred tax assets are only recognised in excess of deferred tax liabilities if there is convincing evidence that future profits will be available.

Deferred tax is provided on any 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.

Deferred taxes are not provided in respect of any temporary differences arising from the initial recognition of goodwill, or from the initial recognition of an asset or liability in a transaction which is not a business combination and affects neither accounting profit nor taxable profit or loss at the time of the transaction.

Current and deferred tax relating to items recognised in other comprehensive income and directly in equity are similarly recognised in other comprehensive income and directly in equity respectively, except for the tax consequences of distributions from certain equity instruments, to be recognised in the income statement.

Accounting policies continued

Deferred tax related to any fair value re-measurement of investments, held at fair value through other comprehensive income, owner-occupied properties, pensions and other post-retirement obligations and other amounts charged or credited directly to other comprehensive income is recognised in the statement of financial position as a deferred tax asset or liability.

(S) Share capital

Equity instruments

An equity instrument is a contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Accordingly, a financial instrument is treated as equity if:

- (i) there is no contractual obligation to deliver cash or other financial assets or to exchange financial assets or liabilities on terms that may be unfavourable; and
- (ii) the instrument is a non-derivative that contains no contractual obligation to deliver a variable number of shares or is a derivative that will be settled only by the Company exchanging a fixed amount of cash or other assets for a fixed number of the Company's own equity instruments.

Dividends

Interim dividends on ordinary shares are recognised in equity in the period in which they are paid. Final dividends on these shares are recognised when they have been approved by shareholders.

(T) Pensions

The Company has no employees. However, it is one of a number of companies in the Group being charged for staff participating in pension schemes in the UK and Ireland, and its contributions are affected by the financial position of these schemes. In the absence of any contractual arrangements to allocate the net defined benefit cost for these schemes, measured in accordance with IAS 19, to individual businesses, it is the Group policy to allocate this cost fully to the main trading companies.

The Company provides a significant proportion of the funding of the UK pension schemes and, where possible, recharges this funding to individual Group operating businesses. The funding paid for the Aviva Staff Pension Scheme, RAC (2003) Pension Scheme, Friends Provident Pension Scheme and Aviva Ireland Staff Pension Scheme is recognised as an expense in the income statement. The recharge to the operating businesses is recognised as income in the income statement. Full disclosure of the Group's pension schemes is given in the Annual Report and Accounts of Aviva plc.

(U) Held for sale assets

Assets held for disposal as part of operations which are held for sale are shown separately in the statement of financial position. Operations held for sale are recorded at the lower of their carrying amount and their fair value less the estimated selling costs.

Profit or loss on disposal of subsidiaries is only realised on disposal or transfer, and is the difference between the proceeds received, net of transaction costs, and carrying value, as appropriate.

Income statement

For the year ended 31 December 2023

	Note(s)	2023 £m	2022 £m
Income	2		
Net investment income	G	1,937	2,705
Other income		83	7
		2,020	2,712
Expenses	3		
Other expenses		(76)	(85)
Finance costs		(140)	(111)
Impairment of investment in subsidiaries	10(b)(iii)	(5)	(592)
		(221)	(788)
Profit before tax		1,799	1,924
Tax credit	R & 8	4	30
Profit for the year		1,803	1,954

The accounting policies (identified alphabetically) on pages 12 to 17 and notes (identified numerically) on pages 23 to 56 are an integral part of the financial statements.

Statement of comprehensive income

For the year ended 31 December 2023

	Note	2023 £m	2022 £m
Profit for the year		1,803	1,954
Other comprehensive income:			
<i>Items that may be reclassified subsequently to income statement:</i>			
Foreign exchange rate movements	27	<u>3</u>	<u>—</u>
Total other comprehensive income		<u>3</u>	<u>—</u>
Total comprehensive income for the year		<u>1,806</u>	<u>1,954</u>

The accounting policies (identified alphabetically) on pages 12 to 17 and notes (identified numerically) on pages 23 to 56 are an integral part of the financial statements.

Statement of changes in equity

For the year ended 31 December 2023

							2023
		Ordinary Share Capital	Share premium	Special reserve	Hedging instruments reserve	Retained earnings	Total equity
	Note(s)	£m	£m	£m	£m	£m	£m
Balance at 1 January 2023		13,003	1,623	111	—	2,589	17,326
Profit for the year		—	—	—	—	1,803	1,803
Other comprehensive income		—	—	—	3	—	3
Total comprehensive income for the year		—	—	—	3	1,803	1,806
Dividends paid	S & 9	—	—	—	—	(2,000)	(2,000)
Balance at 31 December 2023		13,003	1,623	111	3	2,392	17,132

							2022
		Ordinary Share Capital	Share premium	Special reserve	Hedging instruments reserve	Retained earnings	Total equity
	Note(s)	£m	£m	£m	£m	£m	£m
Balance at 1 January 2022		13,003	1,623	111	—	2,635	17,372
Profit for the year		—	—	—	—	1,954	1,954
Other comprehensive income		—	—	—	—	—	—
Total comprehensive income for the year		—	—	—	—	1,954	1,954
Dividends paid	S & 9	—	—	—	—	(2,000)	(2,000)
Balance at 31 December 2022		13,003	1,623	111	—	2,589	17,326

The accounting policies (identified alphabetically) on pages 12 to 17 and notes (identified numerically) on pages 23 to 56 are an integral part of the financial statements.

Aviva Group Holdings Limited

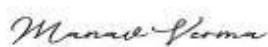
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Statement of financial position

As at 31 December 2023

	Note(s)	2023 £m	2022 £m
Assets			
Non-current assets			
Investments in subsidiaries	C & 10	17,213	17,128
Investment in joint venture	D & 11	—	313
Investment in associate	D & 12	2	2
Financial investments	I & 15	132	266
Receivables and other financial assets	J & 16	768	1,736
Deferred tax assets	R & 20(b)	6	36
Current tax assets	R & 20(a)	33	—
Current assets			
Financial investments	I & 15	121	118
Receivables and other financial assets	J & 16	67	32
Cash and cash equivalents	P & 25	2,168	2,228
Assets of operations classified as held for sale	U & 13	648	—
Total assets		21,158	21,859
Equity			
Ordinary share capital	S & 17	13,003	13,003
Share premium		1,623	1,623
Special reserve	18	111	111
Hedging instruments reserve	N	3	—
Retained earnings	19	2,392	2,589
Total equity		17,132	17,326
Liabilities			
Non-current liabilities			
Payables and other financial liabilities	H,K,O,M & 22	2,824	3,344
Other liabilities	23 & 26(d)	37	37
Current liabilities			
Payables and other financial liabilities	H,K,O,M & 22	1,090	1,129
Other liabilities	23 & 26(d)	75	23
Total liabilities		4,026	4,533
Total equity and liabilities		21,158	21,859

The financial statements on pages 18 to 56 were approved by the Board of Directors on 22 May 2024 and signed on its behalf by



M Verma
22/05/2024 16:36
Director

Registered in England and Wales No. 1555746

The accounting policies (identified alphabetically) on pages 12 to 17 and notes (identified numerically) on pages 23 to 56 are an integral part of the financial statements.

Statement of cash flows

For the year ended 31 December 2023

	Note(s)	2023	2022
		£m	£m
Cash flows used in operating activities			
Net pension expense		(7)	(36)
Other operating expenses		(12)	(26)
Total net cash used in operating activities		(19)	(62)
Cash flows from investing activities			
Dividend income		1,850	1,747
Interest received		49	60
Net (purchase)/sale of financial investments		(21)	2,038
Capital contributions to subsidiaries	10(b)(i)	(86)	(1,890)
Loans provided to subsidiaries		–	(90)
Tier 1 note settlements		–	970
Repayment of loans provided to subsidiaries		28	62
Total net cash from investing activities		1,820	2,897
Cash flows used in financing activities			
Interest paid		(55)	(35)
Funding provided by subsidiaries		95	(31)
Repayment of loans provided by parent		(1,935)	(4,986)
Increase/(repayment) of loans provided by subsidiaries		3	(7)
Total net cash used in financing activities		(1,892)	(5,059)
Total net decrease in cash and cash equivalents		(91)	(2,224)
Cash and cash equivalents at 1 January		2,228	4,387
Effect of exchange rate changes on cash and cash equivalents		31	65
Cash and cash equivalents at 31 December	P & 25	2,168	2,228

The accounting policies (identified alphabetically) on pages 12 to 17 and notes (identified numerically) on pages 23 to 56 are an integral part of the financial statements.

Notes to the financial statements

1. Exchange rates

Assets and liabilities have been translated at the following year end rates:

	2023	2022
Euro	1.15	1.13
US Dollar	1.27	1.21
Canadian Dollar	1.69	1.63
Singapore Dollar	1.68	1.62

2. Details of income

	Note	2023 £m	2022 £m
Income from subsidiaries			
Dividend income	29(c)(i)	1,870	2,747
Interest income due from loans mandatorily held at FVTPL	29(a)(i)	30	25
		1,900	2,772
Income from parent			
Interest income due from loans held at amortised cost	29(a)(i)	12	14
		12	14
Interest and other similar income			
From financial instruments mandatorily held at FVTPL		36	38
		36	38
Net gains and losses			
From financial instruments mandatorily held at FVTPL		(9)	(117)
		(9)	(117)
Other investment expenses		(2)	(2)
Net investment income		1,937	2,705
Other income			
Pension funding income	29(c)(i)	—	7
Net foreign exchange gains	4	83	—
		83	7
Total income		2,020	2,712

Notes to the financial statements continued

3. Details of expenses

	Note	2023	2022
		£m	£m
Other expenses			
Pension deficit funding expense	21	7	36
Other expenses		69	(1)
Net foreign exchange losses	4	—	50
		76	85
Finance costs			
Interest on loans due to parent	29(a)(ii)	70	64
Interest on loans due to subsidiaries	29(a)(ii)	70	47
		140	111
Impairment of investment in subsidiaries	10(b)(iii)	5	592
Total expenses		221	788

4. Net foreign exchange gains/(losses)

	2023	2022
	£m	£m
Foreign exchange gains/(losses) on other assets and liabilities	83	(50)
	83	(50)

5. Employee information

The Company has no employees (2022: nil). All UK employees are employed by fellow subsidiary undertakings of Aviva plc.

6. Directors' remuneration

The directors were all remunerated by Aviva Employment Services Limited, a fellow subsidiary of Aviva plc for their services to the Group as a whole. They were not remunerated for their services as directors of the Company and the amount of time spent performing their duties is incidental to their roles across the Group. This is consistent with prior years.

A Blanc and C Jones were directors of Aviva plc during the year and their emoluments are disclosed in the Aviva plc 2023 Annual Report and Accounts.

J Cummings, A Dinwiddie, A Parkes and M Verma were remunerated for their roles as employees across the Group.

7. Auditors' remuneration

The total remuneration payable by the Company, excluding VAT, to its auditors, PricewaterhouseCoopers LLP is as follows:

	2023	2022
	£000	£000
Fees payable to PricewaterhouseCoopers LLP for the statutory audit of the Company's financial statements	75	71
	75	71

The Company is exempt under SI 2008/489 from the obligation to disclose fees in respect of 'Other services' as the Company is a subsidiary of Aviva plc, which prepares consolidated financial statements. Fees paid to the Company's auditors, PricewaterhouseCoopers LLP and its associates for services other than the statutory audit and audit related assurance services of the Company and other Group undertakings are disclosed in the Aviva plc 2023 Annual Report and Accounts.

8. Tax credit/(charge)

(a) Tax credited/(charged) to the income statement

(i) The total tax credit/(charge) comprises:

	2023	2022
	£m	£m
Current tax		
For this year	33	(27)
Prior period adjustments	—	1
Total current tax	33	(26)
Deferred tax		
Origination and reversal of temporary differences	(29)	56
Total deferred tax	(29)	56
Total tax credited to the income statement	4	30

Notes to the financial statements continued

8. Tax credit/(charge) continued

(a) Tax credited/(charged) to the income statement continued

(ii) The total tax credit above, comprising current and deferred tax, can be analysed as follows:

	2023	2022
	£m	£m
UK tax	4	57
Overseas tax	—	(27)
Total tax credited to the income statement	4	30

(iii) Deferred tax (charged)/credited to the income statement represents movements on the following items:

	2023	2022
	£m	£m
Revaluation of loans due to and from group undertakings	(2)	31
Unrealised gains on investments	(2)	—
Unused losses and tax credits	(25)	25
Total deferred tax (charged)/credited to the income statement	(29)	56

(b) Tax charged to other comprehensive income

	2023	2022
	£m	£m
Deferred tax		
Unrealised gains on investments	(1)	—
Total tax (charged) to other comprehensive income	(1)	—

(c) Tax reconciliation

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the tax rate of the United Kingdom as follows:

	Note	2023	2022
		£m	£m
Total profit before tax		1,799	1,924
Tax calculated at standard UK corporation tax rate of 23.5% (2022: 19%)		(423)	(366)
Adjustment in respect of prior years		2	5
Non-assessable income		441	521
Impairment of investment in subsidiaries		(1)	(113)
Disallowable expenses		(14)	(1)
Different local basis of tax on overseas profits		—	(27)
Movement in valuation of deferred tax		(1)	11
Total tax credit to the income statement	8(a)	4	30

The UK Government enacted an increase in the UK corporation tax rate to 25% from 1 April 2023. This rate has been used in the calculation of the Company's deferred tax liabilities and assets as at 31 December 2022 and 31 December 2023.

During 2023, legislation on The Organisation for Economic Co-operation and Development proposals to reform the international tax system and introduce a global minimum effective rate of corporation tax of 15% was enacted in the UK, to take effect from 31 December 2023. The Company (as part of the Aviva Group) has assessed its potential exposure, based on available information, and does not anticipate any exposure to additional tax under these provisions.

Notes to the financial statements continued

9. Dividends

	Note(s)	2023 £m	2022 £m
Ordinary dividends declared and charged to equity in the year:			
Interim dividend - £1,538.11 per share for year ended 31 December 2023	19 & 29(c)(v)	2,000	—
Interim dividend - £1,538.11 per share for year ended 31 December 2022	19 & 29(c)(v)	—	2,000
		2,000	2,000

The interim dividend in 2023 and 2022 were settled through loan facilities with the Company's parent, Aviva plc.

10. Investments in subsidiaries

(a) Movements in the Company's investments in its subsidiaries

	Note(s)	2023 £m	2022 £m
At 1 January		17,128	16,201
Additions	10(b)(i)	86	1,890
Disposals	10(b)(ii)	—	—
Impairments	3 & 10(b)(iii)	(5)	(592)
Other movements	10(b)(iv)	4	(371)
At 31 December		17,213	17,128

(b) Material movements

(i) Additions

Throughout the year, the Company made a total of £74 million of capital injections by way of cash into its subsidiary company, Aviva Capital Partners Limited ("ACP"), in return for equivalent issuance of ordinary shares to the Company.

The Company also made a total of £12 million of capital injections throughout the year, by way of cash consideration into its subsidiary company, Wealthify Limited, in return for equivalent issuance of ordinary shares to the Company.

(ii) Disposals

The Company made no disposals in 2023 and 2022.

(iii) Impairments

Investments in subsidiaries are tested for impairment of their carrying value when there is an indicator of impairment. They are tested for impairment by comparing the carrying value of the investment to the recoverable value of that investment. Recoverable value is the higher of value in use and fair value. Value in use is calculated as the discounted value of expected future profits of each investment. Fair value is determined based on IFRS net assets, Solvency II net assets or IFRS tangible net asset value multiples underpinned by the quoted market valuation of comparable listed entities.

In 2023 the Company determined that its investments in subsidiaries were impaired following management's annual impairment review, resulting in a total impairment of £5 million (2022: £592 million) within the income statement. Impairments were driven by a reduction in the net asset value of the subsidiaries. The investments in subsidiaries which were deemed impaired were FLH by £4 million and Aviva Italia Holdings S.p.A. by £1 million.

(iv) Other movements

Other movements in 2022 relates to Aviva Italia Holdings S.p.A, who completed a Voluntary Capital Reduction of £371 million in lieu of debt repayments by the Company.

(c) Related undertakings

See note 31 for details of all related undertakings.

11. Investment in joint venture

Movements in the Company's investment in joint venture is as follows:

	2023 £m	2022 £m
At 1 January	313	313
Assets transferred to Held for Sale	(313)	—
At 1 January and 31 December	—	313

On 30 November 2020, the Company acquired a 25.95% shareholding in Aviva Singlife, a joint venture created following the sale of Aviva LTD and AAPL. On 13 September 2023, the Group announced the sale of its entire shareholding in Singapore Life Holdings Pte Ltd, together with two debt instruments, to Sumitomo Life Insurance Company. The shareholding and the debt instruments have been classified as held for sale at 31 December 2023. Further detail is provided in note 13.

Notes to the financial statements continued

12. Investment in associate

Movements in the Company's investment in associate is as follows:

	2023	2022
	£m	£m
At 1 January	2	—
Reclassification from financial investments	—	2
At 31 December	2	2

On 22 December 2022, the Company surpassed the 20% significant influence threshold in its equity investment in Acre Platforms Limited. The investment was therefore reclassified as an investment in associate. The fair value at 31 December 2023 was deemed to be £2 million.

13. Assets of operations classified as held for sale

Movements in the Company's assets of operations held for sale are as follows:

		2023	2022
	Note	£m	£m
At 1 January		—	—
Transfer from investment in joint ventures	11	313	—
Transfer from financial investments	15	136	—
Transfer from receivables	16	199	—
At 31 December		648	—

Assets of operations classified as held for sale in 2023 comprised of the Company's investment in Singapore. On 13 September 2023, the Group announced the sale of its entire shareholding in Singapore Life Holdings Pte Ltd, together with two debt instruments, to Sumitomo Life Insurance Company for a total cash consideration of \$SGD 1,444 million (approximately £853 million). On 27 December 2023, the Group announced that it expected to receive an additional \$SGD 140 million from Sumitomo Life Insurance Company in respect of the sale, resulting in a total cash consideration of \$SGD 1,584 million (approximately £937 million). The shareholding and the debt instruments have been classified as held for sale at 31 December 2023 and there was no gain or loss recognised on remeasurement to held for sale. The transaction received its final regulatory approval on 4 March 2024 and completed on 18 March 2024.

14. Fair value methodology

(a) Basis for determining fair value hierarchy of financial instruments

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the 'fair value hierarchy' described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1

Inputs to Level 1 fair values are quoted prices (unadjusted) in active markets for identical assets and liabilities that the Company can access at the measurement date. Level 1 inputs already reflect market participant views of climate change impacts and no further adjustments are made to these values.

Level 2

Inputs to Level 2 fair values are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the instrument. Level 2 inputs include the following:

- quoted prices for similar assets and liabilities in active market;
- quoted prices for identical or similar assets and liabilities in markets that are not active, the prices are not current, or price quotations vary substantially either over time or among market makers, or in which little information is released publicly;
- inputs other than quoted prices that are observable for the asset or liability (for example, interest rates and yield curves observable at commonly quoted intervals, implied volatilities, and credit spreads); and
- market-corroborated inputs.

Where broker quotes are used and no information as to the observability of inputs is provided by the broker, the investments are classified as follows:

- where the broker price is validated by using internal models with market observable inputs and the values are similar, the investment is classified as Level 2; and
- in circumstances where internal models are not used to validate broker prices, or the observability of inputs used by brokers is unavailable, the investment is classified as Level 3.

Level 3

Inputs to Level 3 fair values are unobservable inputs for the asset or liability. Unobservable inputs may have been used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date. However, the fair value measurement objective remains the same, i.e. an exit price at the measurement date from the perspective of a market participant that holds the asset or owes the liability. Unobservable inputs reflect the assumptions the Company considers that market participants would use in pricing the asset or liability. Examples are investment properties, certain private equity investments and private placements.

Notes to the financial statements continued

14. Fair value methodology continued

The majority of the Company's assets and liabilities measured at fair value are based on quoted market information or observable market data. Where estimates are used, these are based on a combination of independent third-party evidence and internally developed models, calibrated to market observable data where possible. Third-party valuations using significant unobservable inputs validated against Level 2 internally modelled valuations are classified as Level 3, where there is a significant difference between the third-party price and the internally modelled value. Where the difference is insignificant, the instrument would be classified as Level 2.

(b) Changes to valuation techniques

There were no changes in the valuation techniques during the year compared to those described in the Company's 2022 annual report and financial statements.

(c) Comparison of the carrying amount and fair values of financial instruments

Fair value of the following assets and liabilities approximate to their carrying amounts:

- Receivables and other financial assets
- Cash and cash equivalents
- Payables and other financial liabilities

(d) Fair value hierarchy

An analysis of assets and liabilities measured at fair value categorised by fair value hierarchy is given below:

					2023
Recurring fair value measurements	Note	Level 1 £m	Level 2 £m	Level 3 £m	Total £m
Financial investments					
Equity security investments	15	—	—	119	119
Other investments	15	—	4	130	134
Total		—	4	249	253
Receivables					
Loans due from subsidiaries	16	—	—	285	285
Total		—	—	285	285
Financial liabilities					
Derivative liabilities	27	—	(8)	—	(8)
Total		—	(8)	—	(8)
					2022
Recurring fair value measurements	Note	Level 1 £m	Level 2 £m	Level 3 £m	Total £m
Financial investments					
Equity security investments	15	—	—	119	119
Other investments	15	—	20	245	265
Total		—	20	364	384
Receivables					
Loans due from subsidiaries	16	—	—	294	294
Total		—	—	294	294
Financial liabilities					
Derivative liabilities	27	—	(1)	—	(1)
Total		—	(1)	—	(1)

Notes to the financial statements continued

14. Fair value methodology continued

(e) Transfers between levels of the fair value hierarchy

For financial instruments that are recognised at fair value on a recurring basis, the Company determines whether transfers have occurred between levels of the fair value hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of the reporting year.

No material transfers between levels occurred during the year.

(f) Further information on Level 3 financial instruments

The table below shows movements in the Level 3 assets measured at fair value:

	Assets		
	Equity securities	Other investments	Loans from fellow group companies
	£m	£m	£m
Opening balance at 1 January 2023	119	245	294
Total net realised/unrealised (losses)/gains recognised in the income statement	(12)	18	(9)
Purchases	13	3	—
Disposals	(1)	—	—
Assets transferred to Held for Sale	—	(136)	—
Balance at 31 December 2023	119	130	285

	Assets		
	Equity securities	Other investments	Loans from fellow group companies
	£m	£m	£m
Opening balance at 1 January 2022	108	1,377	278
Total net realised/unrealised gains/(losses) recognised in the income statement	9	(103)	16
Purchases	5	7	—
Disposals	(3)	(1,036)	—
Assets transferred to Held for Sale	—	—	—
Balance at 31 December 2022	119	245	294

Sensitivities

Where possible, the Company tests the sensitivity of the fair values of Level 3 liabilities to changes in unobservable inputs to reasonable alternatives. Valuations for Level 3 investments are sourced from independent third parties when available and, where appropriate, validated against internally-modelled valuations, third-party models or broker quotes. Where third-party pricing sources are unwilling to provide a sensitivity analysis for their valuations, the Company undertakes, where feasible, sensitivity analysis on the following basis:

- For third-party valuations validated against internally-modelled valuations using significant unobservable inputs, the sensitivity of the internally modelled valuation to changes in unobservable inputs to a reasonable alternative is determined.
- For third-party valuations either not validated or validated against a third-party model or broker quote, the third-party valuation in its entirety is considered an unobservable input. Sensitivities are determined by flexing inputs of internal models to a reasonable alternative, including the yield, NAV multiple or other suitable valuation multiples of the financial instrument implied by the third-party valuation. For example, for a fixed income security the implied yield would be the rate of return which discounts the security's contractual cash flows to equal the third-party valuation.

On the basis of the methodology outlined above, the Company is able to perform sensitivity analysis on the multiple valuations for £nil (2022: £nil) of the Company's Level 3 assets. For these Level 3 assets, changing unobservable valuation inputs to a reasonable alternative would result in a change in fair value by +£nil / -£nil (2022: +£nil / -£nil). Of the £534 million (2022: £658 million) Level 3 assets for which sensitivity analysis is not provided, it is estimated that a 5% change in valuation downwards of these assets would result in a change in fair value of approximately £27 million (2022: £33 million).

Notes to the financial statements continued

15. Financial investments

(a) Carrying amount

Financial investments comprise:

	2023	2022
	£m	£m
Financial assets mandatorily held at FVTPL		
(i) Equity securities		
Ordinary shares		
Other	119	119
	119	119
(ii) Other investments		
Unit trusts	13	10
Derivative financial instruments	4	20
Tier 1 subordinated loan notes	—	137
Other investments - long term	117	98
	134	265
Total financial investments	253	384
Expected to be recovered in less than one year	121	118
Expected to be recovered in more than one year	132	266
Total financial investments	253	384

(b) Cost, unrealised gains and fair value

The following is a summary of the cost/amortised cost, gross unrealised gains and losses and fair value of financial investments:

	2023				2022			
	Cost/ amortised cost	Unrealised gains	Unrealised losses and impairments	Fair value	Cost/ amortised cost	Unrealised gains	Unrealised losses and impairments	Fair value
	£m	£m	£m	£m	£m	£m	£m	£m
Equity securities	72	71	(24)	119	60	71	(12)	119
<i>Other investments</i>								
Unit trusts	10	3	—	13	8	2	—	10
Derivative financial instruments	—	4	—	4	—	20	—	20
Tier 1 subordinated loan notes	—	—	—	—	146	16	(25)	137
Other investments	96	21	—	117	96	2	—	98
	178	99	(24)	253	310	111	(37)	384

All unrealised gains and losses and impairments on financial investments classified as FVTPL have been recognised in the income statement.

The tier 1 subordinated loan notes have been moved to held for sale (note 13) as part of the Singapore Life Holdings Pte Ltd disposal.

The movement in the unrealised gain/loss position reported in the statement of financial position during the year, shown in the table above, includes transfers due to the realisation of gains and losses on disposal.

Notes to the financial statements continued

16. Receivables and other financial assets

	Note	2023 £m	2022 £m
External loan receivable		—	214
Loans due from parent	29(a)(i)	256	1,031
Loans due from subsidiaries	29(a)(i)	512	517
Amounts due from subsidiaries	29(c)(i)	65	2
Amounts receivable for collateral pledged		2	3
Other receivables		—	1
Total as at 31 December		835	1,768
Expected to be recovered in less than one year		67	32
Expected to be recovered in more than one year		768	1,736
		835	1,768

Loans due from subsidiaries include £285 million of loans mandatorily held at FVTPL (2022: £294 million). All other receivables are held at amortised cost.

17. Ordinary share capital

	2023 £m	2022 £m
Allotted, called up and fully paid		
1,300,300 (2022: 1,300,300) ordinary shares of £10,000 each	13,003	13,003

Ordinary shares in issue in the Company rank pari passu. All the ordinary shares in issue carry the same right to receive all dividends and other distributions declared, made or paid by the Company. The Company has no additional authorised but unallotted shares.

18. Special Reserve

As part of a Group restructuring process, the Company transferred its entire shareholding in Aviva Insurance Limited at its fair value of £1,348 million to its subsidiary Aviva International Insurance Limited (All) on 31 December 2007. The consideration was satisfied by the issue of new shares in All with the nominal value of £1,237 million, and the establishment of a special reserve of £111 million under the group reconstruction relief provisions of section 611 of the Companies Act 2006, which will become distributable upon the assets being disposed of or transferred, realising the value of the assets.

19. Retained earnings

	Note(s)	2023 £m	2022 £m
Balance at 1 January		2,589	2,635
Total comprehensive income for the year		1,803	1,954
Dividends paid	9 & 29(c)(v)	(2,000)	(2,000)
Balance at 31 December		2,392	2,589

20. Tax assets / (liabilities)

(a) Current tax

	2023 £m	2022 £m
Expected to be recoverable in more than one year	33	—
Tax asset recognised in statement of financial position	33	—

Assets for prior years' tax expected to be recoverable in less than one year are £nil (2022: £11 million included as group relief within payables and other financial liabilities).

Potential group liabilities in respect of EU dividends of £128 million (2022: £128 million) are included within group relief, within payables and other financial liabilities and are expected to be payable in more than one year.

The net group relief payable of £128 million (2022: £117 million) is included within payables and other financial liabilities (see note 22) and within the related party transactions (see note 29).

Notes to the financial statements continued

20. Tax assets / (liabilities) continued

(b) Deferred tax

(i) The balance at 31 December comprises:

	2023	2022
	£m	£m
Deferred tax asset	6	36
Deferred tax asset	6	36

(ii) The net deferred tax balance arises on the following items:

	2023	2022
	£m	£m
Revaluation of loans due to and from group undertakings	14	16
Unused losses and tax credits	—	25
Unrealised gains on investments	(8)	(5)
Net deferred tax asset	6	36

(iii) The movement in the net deferred tax asset/(liability) was as follows:

	2023	2022
	£m	£m
Net deferred tax asset/(liability) at 1 January	36	(20)
Amounts (charged)/credited to income statement	(29)	56
Amounts (charged) to other comprehensive income	(1)	—
Net deferred tax asset at 31 December	6	36

The Company has unrecognised capital losses of £65 million (2022: £65 million) to carry forward indefinitely against future taxable income.

Notes to the financial statements continued

21. Pension obligations

(a) Introduction

In the UK and Ireland, the Group operates a number of defined benefit and defined contribution pension schemes. The material defined benefit schemes are the Aviva Staff Pension Scheme (ASPS), the RAC (2003) Pension Scheme, which was retained after the sale of RAC Limited in September 2011, the Friends Provident Pension Scheme (FPPS), which was transferred to the Company in 2016 from Friends Life Management Services Limited (FLMS), a management service company within the Aviva Group, and the Aviva Ireland Staff Pension Scheme (AISPS).

Formal actuarial valuations normally take place every three years and, where there is a deficit, the Company and the Trustee would agree a deficit recovery plan. The assumptions adopted for triennial actuarial valuations are determined by the Trustee and agreed with the Company and are normally more prudent than the assumptions adopted for IAS19 purposes, which are best estimate.

For the ASPS, the latest formal actuarial valuation was completed with an effective date of 31 March 2021 and showed that the ASPS was fully funded on its technical provisions basis consistent with the requirements of the UK pension regulations. As at 31 December 2023, the ASPS was fully funded.

In 2010 AGH entered into a Deed Poll in favour of senior managers with Unfunded Unapproved Retirement Benefit Scheme (UURBS) entitlements, to give them similar protection to the members of the ASPS. Pursuant to the Deed Poll, AGH would replace all previous Aviva group guarantors of the UURBS and become the sole Group guarantor in relation to all contracts of employment granted to Eligible Employees.

Full details of the Group's pension arrangements are given in note 46 of the Aviva plc Annual report and accounts 2023.

(b) Charges to the income statement

The Company provides a proportion of the deficit funding to the ASPS pension scheme and, where possible, recharges this funding to individual Group operating businesses. The Company provides the full proportion of the deficit funding to the RAC Pension Scheme and AISPS.

The total costs of funding of the UK pension schemes borne by the Company were:

	Note(s)	2023 £m	2022 £m
Total pension costs	3	7	36
Less: amounts recharged	2 & 29(c)(i)	—	(7)
Costs retained in the Company		7	29

The total pension cost in 2023 relates to the FPPS pension scheme.

(c) Guarantees in respect of UK and Ireland pension schemes

The Company has provided a guarantee in respect of the three UK schemes noted in section (a) above, and the AISPS covering the employing companies' performance obligations up to the full cost of buying out the entire scheme liabilities with a third party insurance company should this be necessary. It has also provided a guarantee for the UURBS entitlements noted in section (a).

Notes to the financial statements continued

22. Payables and other financial liabilities

	Note	2023 £m	2022 £m
Loans due to parent	29(a)(ii)	2,113	2,701
Loans due to subsidiaries	29(a)(ii)	1,190	1,188
Amounts due to parent	29(c)(ii)	30	27
Amounts due to subsidiaries	29(c)(ii)	442	421
Group relief payable	20	128	117
Derivative liabilities	27	8	1
Other payables		3	18
Total as at 31 December		3,914	4,473
Expected to be settled within one year		1,090	1,129
Expected to be settled in more than one year		2,824	3,344
Total as at 31 December		3,914	4,473

23. Other liabilities

	2023 £m	2022 £m
Accruals	1	3
Restructuring provision	9	20
Other provisions	102	37
Total as at 31 December	112	60
Expected to be settled within one year	75	23
Expected to be settled in more than one year	37	37
Total as at 31 December	112	60

24. Contingent liabilities and other risk factors

The Company has guaranteed and indemnified the obligations of certain other Group companies. In the opinion of the directors, no material loss will arise in respect of these guarantees.

The Company has also provided guarantees for the ASPS, RAC PS, FPPS and AISPS. See note 21 for further details.

In addition, in line with standard business practice, the Company has given guarantees, indemnities and warranties in connection with disposals in recent years of subsidiaries outside the group. In the opinion of the directors, no material loss will arise in respect of these guarantees, indemnities and warranties.

25. Cash and cash equivalents

	2023 £m	2022 £m
Cash at bank and in hand	7	40
Cash equivalents	2,161	2,188
Total at 31 December	2,168	2,228

26. Risk management

(a) Risk management framework

The Group operates a risk management framework that forms an integral part of the management, Board processes and decision-making across the Group, including the Company and its subsidiaries. The key elements of the risk management framework comprise risk appetite; risk governance, including risk policies and business standards, risk oversight committees and roles and responsibilities; and the processes the Group uses to identify, measure, manage, monitor and report (IMMMR) risks, including the use of risk models and stress and scenario testing.

For the purposes of risk identification and measurement, and aligned to the Group's risk policies, risks are usually grouped by risk type: credit, market, liquidity, life insurance, general insurance, asset management and operational risk. Risks falling within these types may affect a number of metrics including those relating to statement of financial position strength, liquidity and profit. They may also affect the performance of the products the Group delivers to its customers and the service to its customers and distributors, which can be categorised as risks to brand and reputation or as conduct risk.

To promote a consistent and rigorous approach to risk management across all businesses, the Group has a set of risk policies and business standards which set out the risk strategy, appetite, framework and minimum requirements for the Group's worldwide operations. The business chief executive officers make an annual declaration supported by an opinion from the business chief risk officers that the system of governance and internal controls was effective and fit for purpose for their business throughout the year.

A regular top-down key risk identification and assessment process is carried out by the risk function. This includes the consideration of emerging risks and is supported by deeper thematic reviews. The risk assessment processes are used to generate risk reports which are shared with the relevant risk committees.

Notes to the financial statements continued

26. Risk management continued

(a) Risk management framework continued

Risk models are an important tool in the measurement of risks and are used to support the monitoring and reporting of the risk profile and in the consideration of the risk management actions available. The Group carries out a range of stress (where one risk factor, such as equity returns, is assumed to vary) and scenario (where combinations of risk factors are assumed to vary) tests to evaluate their impact on the business and the management actions available to respond to the conditions envisaged.

Roles and responsibilities for risk management in the Group, including the Company, are based around the 'three lines of defence model' where ownership for risk is taken at all levels in the Group. Line management in the business is accountable for risk management, including the implementation of the risk management framework and embedding of the risk culture. The risk function is accountable for quantitative and qualitative oversight and challenge of the risk identification, measurement, monitoring, management and reporting processes and for developing the risk management framework. Internal Audit provides an independent assessment of the risk management framework and internal control processes.

Board oversight of risk and risk management across the Group is maintained on a regular basis through the Aviva plc Risk Committee. The Aviva plc Board has overall responsibility for determining risk appetite, which is an expression of the risk the business is willing to take. Risk appetites are set at Group and in the business units.

Further information on the types and management of specific risk types is given in sections (b) to (g) below. The risks to the Company's subsidiaries are managed through the risk management framework described above. Sections (b) to (g) below are limited to the specific risks of the Company.

(b) Credit risk

Credit risk is the risk of financial loss as a result of the default or failure of third parties to meet their payment obligations to the Company, or variations in market values as a result of changes in expectations related to these risks. Credit risk is taken so that the Company can provide the returns required to satisfy policyholder liabilities and to generate returns to the Company's shareholders.

The Company's approach to managing credit risk recognises that there is a risk of adverse financial impact resulting from fluctuations in credit quality of third parties including default, rating transition and credit spread movements. The Company's credit risks arise principally through exposures to debt securities, structured asset investments, bank deposits, derivative and securities financing counterparties, and Group counterparties to bank deposits, inter-company loans and receivables, and indirectly by guaranteeing the obligations of certain other Group companies.

The Group manages its credit risk at business unit and Group level. All business units' management of credit risk includes implementation of credit risk management processes (including limits frameworks), the operation of specific risk management committees, and detailed reporting and monitoring of exposures against pre-established risk criteria.

(i) Financial exposures to Group companies

The Company has significant financial exposure to amounts due from fellow Group companies. The credit risk arising from Group counterparties failing to meet all or part of their obligations is considered remote. Due to the nature of the intra-group loans, the level of collateral provided and the fact that these loans are not traded, the Company does not provide for fluctuations in market value caused by changing perceptions of the credit worthiness of such counterparties. As at the reporting date, there are no material expected credit losses recognised in relation to loans due from subsidiaries held at amortised cost.

(ii) Financial exposures by credit ratings

Financial assets, other than equities, are graded according to current external credit ratings issued. AAA is the highest possible rating. Investment grade financial assets are classified within the range of AAA to BBB ratings. Financial assets which fall outside this range are classified as sub-investment grade. The following table provides information regarding the aggregated credit risk exposure of the Company for financial assets with external credit ratings excluding assets "held for sale". "Not rated" assets capture assets not rated by external ratings agencies. Non-rated debt securities are allocated an internal rating using a methodology consistent with that adopted by an external rating agency and are considered to be of investment grade credit quality. The credit quality of receivables and other financial assets is monitored by the Company, and provisions for impairment are made for irrecoverable amounts. In assessing whether assets are impaired, due consideration is given to the factors outlined in accounting policy J.

							Carrying value
31 December 2023	AAA	AA	A	BBB	Below BBB	Not-rated	£m
Derivative financial assets	—	—	—	—	—	100 %	4

							Carrying value
31 December 2022	AAA	AA	A	BBB	Below BBB	Not-rated	£m
Derivative financial assets	—	—	—	—	—	100 %	20

An assessment is carried out over financial assets held at amortised cost to determine to what extent assets held can be considered to have low credit risk as at the reporting date. A low credit risk is demonstrated where the borrower has a strong capacity to meet its contractual cash flow obligations in the near term. In making this assessment, the Company makes use of both internal and external credit risk ratings, along with other qualitative and quantitative factors where external ratings are not available. Where a financial asset is deemed to have low credit risk, it is assumed that the credit risk on the respective assets has not increased significantly since initial recognition. All financial assets held at amortised cost have been assessed to have low credit risk with no impairments required.

A financial asset is considered to be in default where contractual payments are past due, and there is objective evidence that the counterparty will be unable to subsequently meet their payment obligations. A financial asset is written off only when all other available measures have been taken to recover amounts due. During the year, none of the cashflows associated with any of the Company's financial assets have been modified or renegotiated (2022: none).

Notes to the financial statements continued

26. Risk management continued

(b) Credit risk continued

(iii) Other investments

Other investments include unit trusts and other investment vehicles; derivative assets, representing positions to mitigate the impact of adverse market movements; and other financial assets includes deposits with credit institutions.

The credit quality of the underlying debt securities within investment vehicles is managed by the safeguards built into the investment mandates for these funds which determine the funds' risk profiles. The asset quality of unit trusts and other investment vehicles is monitored against set limits.

A proportion of the assets underlying these investments are represented by equities and so credit ratings are not generally applicable. Equity exposures are managed against agreed benchmarks that are set with reference to overall appetite for market risk.

(iv) Calculation of expected credit losses

Expected credit losses on material receivables and other assets are calculated with reference to the Company's historical experience of losses, along with an analysis of payment terms. Short term financial assets (where all amounts are receivable within twelve months from the reporting date) do not generally attract an expected credit loss charge, unless there is objective evidence that losses are likely to arise.

The Company has no financial assets which are categorised such that lifetime expected credit losses are calculated or which are deemed to be credit impaired at the reporting date. The Company has not purchased or originated any credit-impaired financial assets as at the reporting date.

The Company makes use of the simplified approach when calculating expected credit losses on trade receivables which don't include a significant financing component, and therefore calculates expected credit losses over the lifetime of the instrument in question. As at the reporting date, no lifetime expected credit losses have been recognised in relation to trade receivables.

Receivables, other financial assets and financial investments of £1,088 million (2022: £2,152 million) are neither past due nor impaired and are comprised of loans and amounts due from other Group companies and financial investments.

(v) Modification of contractual cash flows that have not resulted in derecognition

There have been no significant modifications of contractual cash flows on any of the Company's financial assets during the year.

(vi) Derivative credit exposures

The Group is exposed to counterparty credit risk through derivative trades. This risk is generally mitigated through holding collateral for most trades. Residual exposures are captured within the Group's credit management framework.

(vii) Impairment of receivables and other financial assets

In assessing the extent to which expected credit losses should be recognised, due consideration is given to the factors outlined in accounting policy J. The following table provides information regarding the carrying value of financial assets subject to impairment testing that have been impaired and the ageing of those assets that are past due but not impaired.

	Financial assets that are past due but not impaired						2023
	Neither past due nor impaired	0-3 months	3-6 months	6 months-1 year	Greater than 1 year	Financial assets that have been impaired	Carrying value
	£m	£m	£m	£m	£m	£m	£m
Receivables and other financial assets	835	—	—	—	—	—	835

	Financial assets that are past due but not impaired						2022
	Neither past due nor impaired	0-3 months	3-6 months	6 months-1 year	Greater than 1 year	Financial assets that have been impaired	Carrying value
	£m	£m	£m	£m	£m	£m	£m
Receivables and other financial assets	1,768	—	—	—	—	—	1,768

Receivables and other financial assets carried at amortised cost include loans due from parent of £256 million (2022: £1,031 million) and amounts due from other Group companies of £227 million (2022: £223 million).

The Company's maximum exposure to credit risk of financial assets, without taking collateral into account, is represented by the carrying amount of assets included in the statement of financial position plus financial guarantees given to other Group companies (see note 24), and funding guarantees provided to the ASPs, RAC PS, FPPS, AISPS and UURBS (see note 21).

(c) Market risk

Market risk is the risk of adverse financial impact resulting directly or indirectly from fluctuations in interest rates, inflation and foreign currency exchange rates. Market risk arises due to fluctuations in both the value of liabilities and the value of investments held. The Company seeks some market risks as part of its investment. However, it has limited appetite for interest rate risk because it does not believe interest rate risk is adequately rewarded.

The management of market risk is undertaken at business unit and at Group level. Businesses manage market risks locally using the Group market risk framework and within local regulatory constraints. Group Capital is responsible for monitoring and managing market risk at Group level and has established criteria for matching assets and liabilities to limit the impact of mismatches due to market movements.

The most material types of market risk that the Company is exposed to are described below.

Notes to the financial statements continued

26. Risk management continued

(c) Market risk continued

(i) Equity price risk

The Company is subject to direct equity price risk arising from changes in the market values of its equity securities portfolio.

The Company continues to limit its direct equity exposure in line with its risk preferences. The Company's investment limits and investment regulations require that it holds diversified portfolios of assets thereby reducing exposure to individual equities. The Company does not have material holdings of individual unquoted equity securities.

Equity risk is also managed using a variety of derivative instruments, including futures and options.

Sensitivity to changes in equity prices is given in section (f) 'risk and capital management' below.

(ii) Interest rate risk

Interest rate risk arises primarily from the Company's loans with fellow Group companies. The interest received and paid on the loans is linked to SONIA, CORRA or EURIBOR benchmark rates and so a change in any of those rates would impact the level of interest income earned and interest expense paid by the Company.

Sensitivity of profit before tax and shareholder funds to changes in these benchmark interest rates is given in section (f) 'risk and capital management' below.

(iii) Currency risk

The Company has exposure to currency risk primarily through Euro, Canadian Dollar and Singapore Dollar denominated loans due to and from its parent and subsidiaries, foreign exchange derivatives and its investments in overseas subsidiaries principally denominated in Euro. The Company has a low appetite for currency risk and actively manages the position using derivatives where appropriate.

The Company's total equity deployment by currency (after impact of hedging) is set out below. The Company uses foreign currency forwards to manage planned Euro dividend distributions from its subsidiaries (albeit no forward contracts were in-force at 31 December 2023) and Euro denominated equity options, which are sensitive to changes in foreign currency exchange rates.

	GBP	EUR	CAD	USD	SGD	Total
31 December 2023	£m	£m	£m	£m	£m	£m
Total equity	18,277	(1,924)	22	109	648	17,132

	GBP	EUR	CAD	USD	SGD	Total
31 December 2022	£m	£m	£m	£m	£m	£m
Total equity	18,633	(1,939)	21	(32)	643	17,326

(iv) Derivatives risk

Derivatives are used for efficient investment management, and risk hedging purposes. Derivatives are used within policy guidelines agreed by the Board of Directors and activity is overseen by the Group Capital and Group Risk teams, which monitor exposure levels and approve large or complex transactions.

The Company applies strict requirements to the administration and valuation processes it uses, and has a control framework that is consistent with market and industry practice for the activity that is undertaken.

(d) Liquidity risk

Liquidity risk is the risk of not being able to make payments as they become due because there are insufficient assets in cash form.

The Company seeks to ensure that it maintains sufficient financial resources to meet its obligations as they fall due.

The Company has set its investment strategy to ensure it has sufficient liquid funds to meet its expected obligations as they fall due. In extreme circumstances, the Company would approach the Company's parent, Aviva plc, for additional short-term borrowing whilst the Company liquidated other assets.

Aviva plc maintains significant undrawn committed borrowing facilities of £1,700 million (2022: £1,700 million) from a range of highly-rated banks to mitigate this risk further.

The Company's liquidity position and financing of its longer-term loan commitments is dependent on the payment of dividends by subsidiaries, which may be subject to regulatory approval.

Notes to the financial statements continued

26. Risk management continued

(d) Liquidity risk continued

Maturity analyses

The following tables show the maturities of the Company's liabilities, and of the financial assets held to meet them. A maturity analysis of the contractual amounts payable for payables, other financial liabilities and derivatives is given in notes 22, 23 and 27, respectively.

(i) Analysis of maturity of liabilities

The following table shows the Company's financial liabilities analysed by duration:

2023				
	Total	On demand or within 1 year	1-5 years	5-15 years
	£m	£m	£m	£m
Payables and other financial liabilities	3,914	1,090	1,610	1,214
Other liabilities	112	75	37	—
	4,026	1,165	1,647	1,214
2022				
	Total	On demand or within 1 year	1-5 years	5-15 years
	£m	£m	£m	£m
Payables and other financial liabilities	4,473	1,129	2,025	1,319
Other liabilities	60	23	37	—
	4,533	1,152	2,062	1,319

(ii) Analysis of maturity of financial assets

The following table provides an analysis, by maturity date of the principal, of the carrying value of financial assets which are available to fund the repayment of liabilities as they crystallise.

2023						
		Total	On demand or within 1 year	1-5 years	Over 5 years	No fixed term (perpetual)
	Note	£m	£m	£m	£m	£m
Equity securities	15	119	—	—	—	119
Other investments	15	134	121	—	—	13
Receivables and other financial assets	16	835	67	483	285	—
Cash and cash equivalents	25	2,168	2,168	—	—	—
		3,256	2,356	483	285	132
2022						
	Note	Total	On demand or within 1 year	1-5 years	Over 5 years	No fixed term (perpetual)
		£m	£m	£m	£m	£m
Equity securities	15	119	—	—	—	119
Other investments	15	265	118	—	—	147
Receivables and other financial assets	16	1,768	32	224	1,512	—
Cash and cash equivalents	25	2,228	2,228	—	—	—
		4,380	2,378	224	1,512	266

The assets above are analysed in accordance with the earliest possible redemption date of the instrument at the initiation of the Company. Where an instrument is transferable back to the issuer on demand, such as a unit trust or similar type of investment vehicle, it is included in the 'On demand or within 1 year' column. Debt securities with no fixed contractual maturity date are generally callable at the option of the issuer at the date the coupon rate is reset under the contractual terms of the instrument. The terms for resetting the coupon are such that the Company expects the securities to be redeemed at this date, as it would be uneconomic for the issuer not to do so, and for liquidity management purposes the Company manages these securities on this basis. The first re-pricing and call date is normally ten years or more after the date of issuance. Most of the Company's investments in equity securities and debt securities are market traded and therefore, if required, can be liquidated for cash at short notice in unstressed circumstances.

Notes to the financial statements continued

26. Risk management continued

(e) Operational risk

Operational risk is the risk of direct or indirect loss, arising from inadequate or failed internal processes, people and systems, or external events including changes in the regulatory environment.

Our business units are primarily responsible for identifying and managing operational risks within their businesses, within the Group-wide operational risk framework including the risk and control self-assessment process. Businesses must be satisfied that all material risks falling outside our risk tolerances are being mitigated, monitored and reported to an appropriate level. Any risks with a high potential impact are monitored centrally on a regular basis.

Operational risk is quantitatively assessed on the basis of financial loss and misstatement. Potential reputational and conduct impacts are qualitatively assessed. Management use key indicator data to help monitor the status of the risk and control environment. They also identify and capture loss events, taking appropriate action to address actual control breakdowns and promote internal learning.

(f) Risk and capital management

The Company's capital risk is determined with reference to the requirements of the Company's stakeholders. In managing capital, the Company seeks to maintain sufficient, but not excessive, financial strength to support the requirements of stakeholders. The sources of capital used by the Company are primarily equity shareholders' funds and other reserves. At 31 December 2023 the Company had £17,132 million (2022: £17,326 million) of total capital employed.

The Company uses a number of sensitivity test-based risk management tools to understand the volatility of earnings, the volatility of capital requirements and to manage its capital more efficiently. Risk based capital models are used to support the quantification of risk under the Solvency II framework. Management undertakes a quarterly review of risk, the output from which is a key input into the risk-based capital assessments. Primarily, a risk-based capital model and scenario tests are used. Sensitivities to economic and operating experience are regularly produced on financial performance measurements to inform the Group's decision making and planning processes, and as part of the framework for identifying and quantifying the risks to which the Company is exposed.

(i) Sensitivity results

Some results of sensitivity testing for the Company's business are set out below. For each sensitivity the impact of a change in a single factor is shown, with other assumptions left unchanged.

Sensitivity factor	Description of sensitivity factor applied
Interest rate and investment return	The impact of a change in market interest rates by $\pm 1\%$
Foreign exchange rates	The impact of a change in the GBP: Foreign currency exchange rate of $\pm 10\%$, with a positive change representing a strengthening of pound sterling.

The above sensitivity factors are applied using statistical models. The impacts are shown in tables below:

	2023		2023					
	Interest rates 1%	Interest rates -1%	Euro 10%	Euro -10%	CAD 10%	CAD -10%	SGD 10%	SGD -10%
	£m	£m	£m	£m	£m	£m	£m	£m
Impact on profit before tax	(11)	11	246	(300)	(2)	3	(22)	27
Impact on shareholders' equity	(11)	11	199	(243)	(2)	2	(18)	22
	2022		2022					
	Interest rates 1%	Interest rates -1%	Euro 10%	Euro -10%	CAD 10%	CAD -10%	SGD 10%	SGD -10%
	£m	£m	£m	£m	£m	£m	£m	£m
Impact on profit before tax	(11)	11	315	(385)	(2)	3	(21)	26
Impact on shareholders' equity	(11)	11	255	(312)	(2)	2	(17)	21

Notes to the financial statements continued

26. Risk management continued

(f) Risk and capital management continued

Limitations of sensitivity analysis

The sensitivity analyses do not take into account that the assets and liabilities are actively managed and may vary at the time that any actual market movement occurs. For example, the Company's financial risk management strategy aims to manage the exposure to market fluctuations. As investment markets move past various trigger levels, management actions could include selling investments, changing investment portfolio allocation and taking other protective action.

Other limitations in the above sensitivity analyses include the use of hypothetical market movements to demonstrate potential risks that only represent the Company's view of possible near-term market changes that cannot be predicted with any certainty, and the assumption that all interest rates move in an identical fashion.

Assets are held at fair value in accordance with the relevant accounting policy. Other than investments in subsidiaries, the majority of such assets are valued based on quoted market information or observable market data and the remaining assets recorded at fair value are based on estimates. Where estimates are used, these are based on a combination of independent third party evidence and internally developed models calibrated to market observable data where possible.

The Company's capital risk is determined with reference to the requirements of the Company's stakeholders. In managing capital, the Company seeks to maintain sufficient, but not excessive, financial strength to support the payment of interest due on loans and the requirements of other stakeholders. The sources of capital used by the Company are equity shareholders' funds.

(g) Risks relating to staff pension schemes

In addition to credit risk, the funding guarantees provided to the ASPS, FPPS, RAC PS, UURBS and AISPS expose the Company indirectly to risks affecting the value of the assets and liabilities of these schemes, which can be summarised as follows:

- Market risks affecting the valuation of pension scheme assets, being interest rates, equity prices, property prices and foreign exchange rates.
- Credit and market risks affecting the average rate yield on AA-rated corporate bonds used to discount pension scheme liabilities.
- Risks affecting assumptions used to calculate pension scheme liabilities, such as retail / consumer price inflation and mortality assumptions. Mortality assumptions are subject to longevity risk.

See note 21 for further information on ASPS, FPPS, RAC PS and AISPS and the funding guarantees provided by the Company to them.

27. Derivative financial instruments and hedging

The Company uses a variety of derivative financial instruments, in line with our overall risk management strategy. The objectives include managing exposure to price, foreign currency and/or interest rate risk on existing assets or liabilities, as well as planned or anticipated investment purchases.

In the narrative and tables below, figures are given for both the notional amounts and fair values of these instruments. The notional amounts reflect the aggregate of individual derivative positions on a gross basis and so give an indication of the overall scale of the derivative transaction. They do not reflect current market values of the open positions. The fair values represent the gross carrying values at the year end for each class of derivative contract held (or issued) by the Company.

The fair values do not provide an indication of credit risk, as many over-the-counter transactions are contracted and documented under International Swaps and Derivatives Association (ISDA) master agreements or their equivalent. Such agreements are designed to provide a legally enforceable set-off in the event of default, which reduces credit exposure. In addition, the Company has collateral agreements in place with the relevant counterparties. See note 28 for further information on collateral and net credit risk of derivative instruments.

Notes to the financial statements continued

27. Derivative financial instruments and hedging continued

(a) Instruments not qualifying for hedge accounting

Certain derivatives either do not qualify for hedge accounting or the option to designate them as hedge instruments has not been taken.

The company did not apply hedge accounting to derivatives at 31 December 2022 but did apply hedge accounting at 31 December 2023 to three SGD forward contracts in relation to the sale of Singapore Life Holdings Pte Ltd, disclosed in note 27(b).

(i) The Company's derivatives at 31 December 2023 and 2022 were as follows

	2023			2022		
	Contract/ notional amount	Fair value asset	Fair value liability	Contract/ notional amount	Fair value asset	Fair value liability
	£m	£m	£m	£m	£m	£m
Foreign exchange contracts						
<i>Exchange traded</i>						
Forward contracts	1,132	—	(8)	1,319	20	(1)
	1,132	—	(8)	1,319	20	(1)
Total as at 31 December	1,132	—	(8)	1,319	20	(1)

(ii) The contractual undiscounted cash flows in relation to derivative liabilities have the following maturities

	2023	2022
	£m	£m
Within 1 year	(8)	(1)
	(8)	(1)

(b) Instruments qualifying for hedge accounting

The Company has formally assessed and documented the effectiveness of its instruments qualifying for hedge accounting. The Company applied cash flow hedging to a transaction that has completed post year-end. The currency component of the derivatives used to hedge currency risk from the \$SGD 1.4 billion sales proceeds of Singapore Life Holdings Pte Ltd (2022: no cash flow hedging) is designated in a cash flow hedge. The currency derivatives convert the \$SGD proceeds to Sterling at predetermined rate at maturity, and there is an economic relationship between the hedged item and the hedging instrument due to the matching currency.

The Group has established a hedge ratio of 1:1 since the notional of the currency derivatives match the expected proceeds from the disposal. No ineffectiveness is expected from the cash flow hedge. The forward element of the currency derivatives of £0.7 million, representing the time value of money, is excluded from the hedge relationship and deferred in the hedge instruments reserve until disposal.

The following hedging instruments for the cash flow hedge are included within financial investments respectively in the statement of financial position.

	2023			2022		
	Carrying amount of hedging instruments	Change in value of hedging instrument recognised in hedging instrument reserve	Change as a result of FX movement	Carrying amount of hedging instruments	Change in value of hedging instrument recognised in hedging instrument reserve	Change as a result of FX movement
	£m	£m	£m	£m	£m	£m
Cash flow hedge						
SGD1,444 million currency derivatives	(4)	4	4	—	—	—
	(4)	4	4	—	—	—

(c) Collateral

Certain derivative contracts, primarily interest rate and currency swaps, involve the receipt or pledging of cash and non-cash collateral. The amounts of cash collateral payable are included in note 22.

Notes to the financial statements continued

28. Financial assets and liabilities subject to offsetting, enforceable master netting arrangements and similar agreements

(a) Offsetting financial assets and liabilities and related net exposures

Financial assets and liabilities are offset in the statement of financial position when the Company has a currently enforceable legal right to offset and has the intention to settle the asset and liability on a net basis, or to realise the asset and settle the liability simultaneously.

The Company mitigates credit risk in derivative contracts by entering into collateral agreements, where practical, and in International Swaps and Derivatives Association (ISDA) master netting agreements to facilitate the Company's right to offset credit risk exposure. The credit support agreement will normally dictate the threshold over which collateral needs to be pledged by the Company or its counterparty.

Derivative transactions requiring the Company or its counterparty to post collateral are typically the result of over-the-counter derivative trades, comprised mostly of interest rate swaps, currency swaps and credit swaps. These transactions are conducted under terms that are usual and customary to standard long-term borrowing, derivative, securities lending and securities borrowing activities.

In other arrangements, securities are exchanged for other securities. The collateral received must be in a readily realisable form such as listed securities and is held in segregated accounts. Transfer of title always occurs for the collateral received. In many instances, however, no market risk or economic benefit is exchanged and these transactions are not recognised on the statement of financial position in accordance with our accounting policies, and accordingly not included in the tables below. If risks and benefits are exchanged then the transactions are recognised on the statement of financial position and reflected in the tables below.

	2023				
	Offset under IAS 32			Amounts under a master netting agreement but not offset under IAS 32	
	Gross amounts	Gross amounts offset	Net amounts presented in the statement of financial position	Cash collateral	Net amount
	£m	£m	£m	£m	£m
Financial assets					
Derivative financial assets	4	—	4	2	6
Total financial assets	4	—	4	2	6
Financial liabilities					
Derivative financial liabilities	(8)	—	(8)	(3)	(11)
Total financial liabilities	(8)	—	(8)	(3)	(11)
	2022				
	Offset under IAS 32			Amounts under a master netting agreement but not offset under IAS 32	
	Gross amounts	Gross amounts offset	Net amounts presented in the statement of financial position	Cash collateral	Net amount
	£m	£m	£m	£m	£m
Financial assets					
Derivative financial assets	20	—	20	3	23
Total financial assets	20	—	20	3	23
Financial liabilities					
Derivative financial liabilities	(1)	—	(1)	(18)	(19)
Total financial liabilities	(1)	—	(1)	(18)	(19)

Derivative assets are recognised as 'Derivative financial instruments' in note 15, while derivative liabilities are recognised as such in note 22.

(b) Collateral

In the tables above, the amounts of assets or liabilities presented in the statement of financial position are offset first by financial instruments that have the right of offset under master netting or similar arrangements with any remaining amount reduced by the amount of cash and securities collateral. The actual amount of collateral may be greater than amounts presented in the tables above in the case of over collateralisation.

Of the collateral received by the Company, none can be sold or re-pledged in the absence of default in 2023 or 2022.

The level of collateral held is monitored regularly, with further collateral obtained where this is considered necessary to manage the Company's risk exposure.

Notes to the financial statements continued

29. Related party transactions

The Company has the following transactions with related parties which include parent companies, subsidiaries, and fellow Group companies in the normal course of business.

Loans to and from all group companies are made on normal arm's-length commercial terms.

(a) The Company had the following related party transactions**(i) Loans receivable***Loans due from parent*

On 3 September 2013 the Company provided an unsecured rolling credit facility of £1,000 million with the Company's parent, with an initial maturity date of 3 September 2018, which was subsequently extended to 31 December 2028. On 6 October 2016, the facility increased to £5,000 million. The loan accrues interest at a fixed rate of 0.895%, but from 1 January 2024 will accrue interest at the 12 month SONIA swap rate plus 0.648%. As at the statement of financial position date, the loan balance outstanding was £256 million (2022: £1,031 million).

Loans due from subsidiaries

On 18 December 2015, the Company provided an unsecured loan of £250 million to its subsidiary, Aviva Life Holdings UK Limited. The loan accrues interest at a fixed rate of 0.67% per annum with settlement expected to be received on the revised maturity date of 18 December 2025. As at the statement of financial position date, the total amount drawn down at 2023 was £250 million (2022: £250 million), and has a fair value of £227 million (2022: £221 million).

On 27 June 2016, the Company provided an unsecured loan of CAD 480 million to its subsidiary, Aviva Insurance Limited. The loan accrues interest of 49 basis points above 6 month CORRA OIS plus 4.74% (previously 49 basis points above 6 month CORRA OIS plus 3.48%) with settlement expected to be received at maturity on 26 June 2046. As at the statement of financial position date, the total amount drawn down was £285 million (2022: £294 million).

On 17 January 2022, the Company acquired a loan receivable of £2 million with its subsidiary, Wealthify. The loan accrued interest at a fixed rate of 10.0% per annum and was settled in full on 30 June 2023 prior to its maturity date of 22 June 2025. As at the statement of financial position date, the total amount drawn down was £nil (2022: £2 million).

On 10 October 2022, the Company provided an unsecured loan of £88 million to Friends Provident Pension Scheme Trustees Ltd for short term liquidity purposes. The loan accrued interest at overnight SONIA plus 0.4% and was settled in full on 9 January 2023 prior to its maturity date of 31 January 2023. As at the statement of financial position date, the total amount drawn down was £nil (2022: £26 million).

The maturity analysis of the related party loans receivable is as follows:

	2023	2022
	£m	£m
Within 1 year	—	26
1-5 years	483	223
Over 5 years	285	1,325
	768	1,574
Effective interest rate	2.29%	1.74%

The interest received on these loans shown in the income statement is £42 million (2022: £39 million), which comprises interest income due from subsidiaries of £30 million (2022: £25 million) and interest income due from parent of £12 million (2022: £14 million). See note 2.

(ii) Loans payable*Loans due to parent*

On 1 January 2013, Aviva International Holdings Limited, a subsidiary, transferred an unsecured loan of €250 million with the Company's parent Aviva plc by way of an in specie dividend to the Company. This loan accrues interest at a fixed rate of 5.5% with settlement to be paid at maturity on 7 May 2033. As at the statement of financial position date, the total amount drawn down on the facility was £217 million (2022: £221 million), and has a fair value of £250 million (2022: £258 million).

On 23 December 2014, the Company's parent, Aviva plc, provided an unsecured revolving credit facility of £2,000 million to the Company with an initial maturity date of 3 September 2018, which was subsequently extended to 31 December 2028. The facility accrues interest at a fixed rate of 0.895%, but from 1 January 2024 will accrue interest at the 12 month SONIA swap rate plus the Five Year Credit Default Swap Spread. As at the statement of financial position date, the total amount drawn down on the facility was £nil (2022: £nil).

On 27 June 2016, the Company's parent, Aviva plc, provided an unsecured loan of CAD 446 million to the Company with a maturity date of 27 June 2046. The loan accrues interest at 49 basis points above 6 month CORRA OIS plus 3.48% (previously 348 basis points above 6 month CDOR). As at the statement of financial position date, the total amount drawn down was £264 million (2022: £273 million).

On 30 September 2016, the Company's parent, Aviva plc, provided the following unsecured loans:

- €850 million to the Company with a maturity date of 30 September 2026. The loan accrues interest at 49 basis points above 12 month EURIBOR with settlement to be paid at maturity. As at the statement of financial position date, the total amount drawn down on the facility was £212 million (2022: £207 million).
- €650 million to the Company with a maturity date of 5 July 2023. The loan accrued interest at a fixed rate of 1.54% and was settled in full at maturity date. As at the statement of financial position date, the total amount drawn down on the facility was £nil (2022: £267 million).
- €700 million to the Company with a maturity date of 3 July 2024. The loan accrues interest at a fixed rate of 1.64% with settlement to be paid at maturity. As at the statement of financial position date, the total amount drawn down on the facility was £607 million (2022: £620 million).

Notes to the financial statements continued

29. Related party transactions continued

(a) The Company had the following related party transactions continued

(ii) Loans payable continued

- €900 million to the Company with a maturity date of 4 December 2025. The loan accrues interest at a fixed rate of 1.74% with settlement to be paid at maturity. As at the statement of financial position date, the total amount drawn down on the facility was £780 million (2022: £797 million).

On 21 November 2016, the Company's parent, Aviva plc, provided an unsecured loan of €500 million to the Company with a maturity date of 27 October 2023. The loan accrued interest at a fixed rate of 1.75% and was settled in full at maturity. As at the statement of financial position date, the total amount drawn down was £nil (2022: £279 million).

Loans due to subsidiaries

On 22 December 2008, Aviva Annuity UK Limited, the Company's indirect subsidiary, provided an unsecured loan of £87 million to the Company. This loan was transferred to UKLAP via a Part VII Transfer on 1 January 2017 prior to the dissolution of Aviva Annuity UK Limited. The loan accrues interest at a fixed rate of 8.2% with settlement to be paid at maturity on 22 December 2028. As at the statement of financial position date, the total loan balance outstanding is £87 million (2022: £87 million).

On 1 January 2013, the Company entered into a loan of £5,870 million from Aviva Insurance Limited, a subsidiary. The loan is secured on the UK Life business and certain non-UK operations of the Group, and has a final maturity date of December 2042. The credit margin is reset every 5 years, and was reset on 31 December 2022. This follows a fair value of assessment of the credit risk of the Company and the terms and conditions of the loan agreement. The next reset of the credit margin is due on 31 December 2027. Interest accrues at a floating rate of 2.0% above 12 month SONIA swap plus 46bps. As at the statement of financial position date, the total loan balance outstanding is £500 million (2022: £500 million).

On 1 January 2013, Aviva International Insurance Limited, a subsidiary, provided a secured loan facility to the Company of £15,942 million. The loan has a maturity date of 31 December 2042. The credit margin is reset every 5 years, and was reset on 31 December 2022. This follows a fair value of assessment of the credit risk of the Company and the terms and conditions of the loan agreement. The next reset of the credit margin is due on 31 December 2027. The loan accrues interest at 1.95% plus 12 month ICE SONIA swap plus 46.44bps plus step-up 100 bps. As at the statement of financial position date, the total loan balance outstanding is £200 million (2022: £200 million). This facility has been secured by a legal charge against the ordinary share capital of Aviva Insurance Limited.

Aviva Life & Pensions UK Limited, the Company's indirect subsidiary, provided the following loans to the Company:

- On 18 December 2015, an unsecured loan of £250 million accruing interest at a fixed rate of 0.47% with settlement to be paid at maturity on 18 December 2025 after an extension of the loan agreement in 2020. As at the statement of financial position date, the total loan balance outstanding is £250 million (2022: £250 million).
- On 9 January 2017, an unsecured loan of £150 million accruing interest at a fixed rate of 3.22% with settlement to be paid at maturity on 9 January 2025. As at the statement of financial position date, the total loan balance outstanding is £150 million (2022: £150 million).

On 16 December 2022, the Company entered into a loan of £50 million with ACP, a direct subsidiary, accruing interest at a floating rate of overnight SONIA with settlement to be paid at maturity on 31 December 2025. As at the statement of financial position date, the total loan balance outstanding is £3 million (2022: £1 million).

The maturity analysis of the related party loans payable is as follows:

	2023	2022
	£m	£m
Within 1 year	607	546
1-5 years	1,482	2,025
Over 5 years	1,214	1,318
	3,303	3,889
Effective interest rate	3.73%	2.08%

The interest paid on these loans shown in the Income Statement is £140 million (2022: £111 million), see note 3.

(b) Financial investments

On 30 November 2020, Aviva Singlife, a joint venture of the Company issued SGD260 million perpetual Tier 1 notes to the Company. As at the financial position date, the total balance outstanding was £146 million. The interest received from these loan notes shown in the income statement is £9 million (2022: £9 million). These loan notes had a fair value of £136 million (2022: £137 million) at the financial position date. Following the announcement of the sale of Singapore Life Holdings Pte Ltd, these loan notes were reclassified as held for sale and are disclosed in note 13.

Notes to the financial statements continued

29. Related party transactions continued

(c) Other transactions

(i) Services provided to related parties

	2023		2022	
	Income earned in the year	Receivable at year end	Income earned in the year	Receivable at year end
	£m	£m	£m	£m
Subsidiaries	1,870	65	2,754	2
	1,870	65	2,754	2

Income earned relates to dividends received of £1,870 million (2022: £2,747 million).

The related parties' receivables are not secured and no guarantees were received in respect thereof. The receivables will be settled in accordance with normal credit terms.

(ii) Services provided by related parties

	2023		2022	
	Expenses incurred in the year	Payable at year end	Expenses incurred in the year	Payable at year end
	£m	£m	£m	£m
Parent	—	30	—	27
Subsidiaries	76	442	35	421
	76	472	35	448

Expenses incurred in the year relates to pension funding expense of £7 million (2022: £36 million) and £69 million other expenses (2022: £(1) million).

The related parties' payables are not secured, and no guarantees were given in respect thereof. The payables will be settled in accordance with normal credit terms.

(iii) Audit fees

There were no non-audit fees paid to the Company's auditors during the year (2022: £nil). Audit fees as described in note 7 are borne by the Company's ultimate parent, Aviva plc.

(iv) Group relief

Transactions with Group companies for settlement of corporation tax assets and liabilities by way of group relief are described in note 20.

(v) Dividends paid

Dividends paid relate to an intercompany transaction of £2,000 million (2022: £2,000 million) with the Company's parent, Aviva plc.

(d) Key management compensation

Key management, which comprises the directors of the Company, are not remunerated directly for their services as directors of the Company and the amount of time spent performing their duties is incidental to their role across the Group. All such costs are borne by Aviva plc and are not recharged to the Company. See note 6 for details of directors' remuneration.

(e) Ultimate parent entity

The ultimate parent entity and controlling party, is Aviva plc, a public limited Group incorporated and domiciled in the United Kingdom. This is the parent undertaking of the smallest and largest Group to consolidate these financial statements. Copies of Aviva plc consolidated financial statements are available on application to the Group Company Secretary, Aviva plc, 80 Fenchurch Street, London, EC3M 4AE, United Kingdom, and on the Aviva plc website at www.aviva.com.

30. Subsequent events

On 1 January 2024, the Company renewed two facilities, one from Aviva plc and one to Aviva plc:

- The Company has renewed its £5,000 million unsecured rolling credit facility with Aviva plc, extending the maturity date to 31 December 2028. From 1 January 2024 this facility will accrue interest at the GBP SONIA Swap Rate plus the Five Year Credit Default Swap Spread.
- The Company has renewed its £2,000 million unsecured revolving credit facility with Aviva plc, extending the maturity date to 31 December 2028. From 1 January 2024 this facility will accrue interest at the GBP SONIA Swap Rate plus the Five Year Credit Default Swap Spread.

On 2 January 2024, the Company made a capital injection by way of cash consideration of £1 million into its subsidiary company, ACP. In return, ACP issued £1 million of ordinary shares to the Company. This was followed by further capital injections into ACP on 26 March 2024 of £3 million, and on 2 April 2024 of £1 million, both in exchange for equal issuance of ordinary shares.

On 2 January 2024, the Company made a capital injection by way of cash consideration of £5 million into its subsidiary company, Wealthify. In return, Wealthify issued £5 million of ordinary shares to the Company.

On 3 January 2024, the Company made a capital injection by way of cash consideration of £100 million into its subsidiary company, AIL. In return, AIL issued £100 million of ordinary shares to the Company.

Notes to the financial statements continued

30. Subsequent events continued

On 18 March 2024, the Company completed its sale of Singapore Life Holdings Pte Ltd after receiving final regulatory approval on 4 March 2024, for total cash consideration of \$SGD 1.6 billion (approximately £937 million).

On 3 April 2024, the Company made a capital injection by way of cash consideration of £453 million into its subsidiary, Aviva Life Holdings UK Limited ("ALHUK"). In return, ALHUK issued £453 million of ordinary shares to the Company.

On 8 May 2024, the Board approved a capital injection of £229 million into its subsidiary, AIL, in consideration for the issuance of a corresponding number of ordinary shares to the Company.

31. Related undertakings

The Companies Act 2006 requires the disclosure of the Company's related undertakings. Related undertakings comprise direct and indirect subsidiaries, joint ventures, associates, and other significant holdings.

This note contains real asset fund entities that are owned by an external unit trust and managed by Aviva Investors. The Group does not own equity in these entities and therefore a share class and ownership percentage are not disclosed.

The Company's related undertakings along with the country of incorporation, the registered address, the class of shares held, and the effective percentage of equity owned at 31 December 2023 are listed below.

(a) The direct related undertakings of the Company as at 31 December 2023 are listed below:

Name of undertaking	Registered address	Country of incorporation	Share class	% held
Acre Platforms Limited	Zetland House, 5-25 Scrutton Street Units, E-G 4th Fl, London EC2A 4HJ, United Kingdom	United Kingdom	Ordinary Shares	20
Aviva Asia Management Pte. Ltd.	1 Harbourfront Avenue, #14-08 Keppel Bay Tower, 098632, Singapore	Singapore	Ordinary shares	100
Aviva Capital Partners Limited	80 Fenchurch Street, London, EC3M 4AE, United Kingdom	United Kingdom	Ordinary shares	100
Aviva Central Services UK Limited	8 Surrey Street, Norwich, Norfolk, NR1 3NG, United Kingdom	United Kingdom	Ordinary shares	100
Aviva Europe UK Societas	80 Fenchurch Street, London, EC3M 4AE, United Kingdom	United Kingdom	Ordinary shares	100
Aviva Insurance Limited	Aviva, Pitheavlis, Perth, Perthshire, PH2 0NH, United Kingdom	United Kingdom	Ordinary shares	100
Aviva International Holdings Limited	80 Fenchurch Street, London, EC3M 4AE, United Kingdom	United Kingdom	Ordinary shares	100
Aviva International Insurance Limited	80 Fenchurch Street, London, EC3M 4AE, United Kingdom	United Kingdom	Ordinary shares	100
Aviva Investors Holdings Limited	80 Fenchurch Street, London, EC3M 4AE, United Kingdom	United Kingdom	Ordinary shares	100
Aviva Italia Holding S.p.A	Via Scarsellini 14, 20161, Milan, Italy	Italy	Ordinary shares	100
Aviva Life Holdings UK Limited	Aviva, Wellington Row, York, YO90 1WR, United Kingdom	United Kingdom	Ordinary shares	100
Singapore Life Holdings Pte Limited (formerly Aviva Singlife Holdings Pte. Ltd.)	4 Shenton Way, 01 SGX Centre 2, 068807, Singapore	Singapore	Ordinary shares	24
CGU International Holdings BV	80 Fenchurch Street, London, EC3M 4AE, United Kingdom	Netherlands	Ordinary shares	100
Friends Life Holdings Limited	Aviva, Wellington Row, York, YO90 1WR, United Kingdom	United Kingdom	Ordinary shares	100
Undershaft Limited	80 Fenchurch Street, London, EC3M 4AE, United Kingdom	United Kingdom	Ordinary shares	100
Wealthify Group Limited	Tec Marina Terra Nova Way, Penarth, Cardiff, Wales, CF64 1SA, United Kingdom	United Kingdom	Ordinary shares	100

Notes to the financial statements continued

31. Related undertakings continued

(b) The indirect related undertakings of the Company as at 31 December 2023 are listed below:

Company name	Share Class	% held
Australia		
c/o TMF Corporate Services (Aust) Pty Limited, Suite 1 Level 11, 66 Goulburn Street, Sydney NSW 2000, Australia		
Aviva Investors Pacific Pty Limited	Ordinary	100
Barbados		
c/o USA Risk Group (Barbados) Limited, 6th Floor, CGI Tower, Warrens, St. Michael, BB22026, Barbados		
Victoria Reinsurance Company Limited.	Common	100
Canada		
10 Aviva Way, Suite 100, Markham, ON, L6G0G1, Canada		
2161605 Ontario Inc	Common	100
9543864 Canada Inc.	Common	100
Aviva Canada Inc.	Common	100
Aviva General Insurance Company	Common	100
Aviva Insurance Company of Canada	Common	100
Aviva Warranty Services Inc.	Common	100
Bay-Mill Specialty Insurance Adjusters Inc.	Common	100
Elite Insurance Company	Common	100
Insurance Agent Service Inc.	Common	100
Nautimax Limited	Ordinary	100
OIS Ontario Insurance Service Limited	Common	100
Pilot Insurance Company	Common	100
S&Y Insurance Company	Common	100
Scottish & York Insurance Co. Limited	Common	100
Traders General Insurance Company	Common	100
100 King Street West, Floor 49, Toronto, ON, M5X 2A2, Canada		
Aviva Investors Canada Inc.	Common	100
150 King Street West, Suite #2401, P.O. Box 16, Toronto, ON, M5H 1J9, Canada		
ProLink Insurance Inc.	Common	34
555 Chabanel Ouest, Bureau 900, Montreal, QC H2N 2H8, Canada		
Aviva Agency Services Inc.	Common	100
Suite 1600, 925 W Georgia St, Vancouver, BC, V6C 3L2, Canada		
Westmount West Services Inc	Ordinary	20
China		
Units 1805-1807, 18th Floor, Block H Office Building, Phoenix Land Plaza, No. A5 Yard, Shuguangxili, Chaoyang District, Beijing, China		
Aviva-Cofco Yi Li Asset Management Co Limited	Ordinary	21
Czech Republic		
5/482, Ve Svahu, Prague 4, 147 00, Czech Republic		
AIEREF Renewable Energy s.r.o.	Ordinary	100
Denmark		
c/o TMF Denmark, H.C. Andersens Boulevard 38, 3. th, 1553, Copenhagen V, Denmark		
AICT EUR Real Estate (DS) GP ApS	Ordinary	100
AICT EUR Real Estate (DS) LP K/S	Ordinary	100
France		
20 PL Vendôme, Paris 75001, France		
AXA LBO Fund IV Feeder	Private Equity Fund	39
47 Rue du Faubourg Saint-Honoré, 75008, France		
CGU Equilibre	FCP	100

Company name	Share Class	% held
Germany		
c/o TMF Deutschland AG, Wiesenhüttenstrasse 11, 60329, Frankfurt am Main, Germany		
Reschop Carré Hattingen GmbH	Ordinary	95
c/o WSWP Weinert GmbH, Theaterstr. 31, 80333, Munich, Germany		
FPB Holdings GmbH	Ordinary	100
Kapitalanlagegesellschaft MHB, Ferdinandstrasse 75, Hamburg, DE-HH, 20095, DE, Germany		
Warburg Total Return Global	Unit Trust	21
Guernsey		
PO Box 155 Mill Court, La Charroterie, St Peter Port, GY1 4ET, Guernsey		
Paragon Insurance Company Guernsey Limited	Ordinary	49
PO Box 255, Trafalgar Court, Les Banques, St Peter Port, GY1 3QL, Guernsey		
Balanced Commercial Property Trust Limited	Ordinary	23
India		
2nd Floor, Prakash Deep Building, 7 Tolstoy Marg, New Delhi, 110001, India		
Aviva Life Insurance Company India Limited	Ordinary	74
A-47 (L.G.F), Hauz Khas, New Delhi, Delhi, India		
Sesame Group India Private Limited	Ordinary	100
Pune Office, Addresses 103/P3, Pentagon, Magarpatta City, Hadapsar, Pune – 411013, India		
A.G.S. Customer Services (India) Private Limited	Ordinary	100
Ireland		
13-18 City Quay, Dublin 2, Ireland		
Atrium Nominees Limited	Ordinary	100
Building 12, Cherrywood Business Park, Loughlinstown, Co Dublin, D18 W2P5, Ireland		
Aviva DB Trustee Company Ireland Designated Activity Company	Ordinary	100
Aviva DC Trustee Company Ireland Designated Activity Company	Ordinary	100
Aviva Direct Ireland Limited	Ordinary	100
Aviva Driving School Ireland Limited	Ordinary	100
Aviva Group Services Ireland Limited	Ordinary	100
Aviva Insurance Ireland Designated Activity Company	Ordinary	100
Aviva Life & Pensions Ireland Designated Activity Company	Ordinary	100
Aviva Master Trust Ireland Designated Activity Company	Ordinary	100
Aviva Retail Master Trust Ireland Designated Activity Company	Ordinary	100
Aviva Undershaft Six Designated Activity Company	Ordinary	100
Peak Re Designated Activity Company	Ordinary	100
Charlotte House, Charlemont Street, Dublin 2, Ireland		
Mercer Diversified Retirement Fund	OEIC	27
MGI UK Equity	OEIC	29
Friends First House, Cherrywood Science & Technology Park, Loughlinstown, Dublin, Co. Dublin, Ireland		
Ashtown Management Company Limited	Ordinary	50
Georges Court, 54-62 Townsend Street, Dublin, DO2 R156, Ireland		

Notes to the financial statements continued

Company name	Share Class	% held
FPPE Fund Public Limited Company	Ordinary	100
IFSC House, Custom House Quay, International Financial Services Centre, Dublin, D01 R2P9, Ireland		
Aviva Investors Euro Liquidity Fund	Liquidity Fund	89
Aviva Investors Sterling Government Liquidity Fund	Liquidity Fund	98
Aviva Investors Sterling Liquidity Fund	Liquidity Fund	68
Aviva Investors Sterling Liquidity Plus Fund	Liquidity Fund	83
Aviva Investors Sterling Standard Liquidity Fund	Liquidity Fund	100
Aviva Investors US Dollar Liquidity Fund	Liquidity Fund	83
International House, 3 Harbourmaster Place, Dublin 1, Ireland		
Merrion Managed Fund	Unit Trust	78
Merrion Multi-Asset 30 Fund	Unit Trust	100
Merrion Multi-Asset 50 Fund	Unit Trust	100
Italy		
Corse Vercelli, 40 - 20145, Milan, Italy		
AICT EUR Infra Swift S.R.L.	Ordinary	100
Piazza della Repubblica 32, Milan, 20124, Italy		
Innovo Renewables S.p.A.	Ordinary	50
Via Scarsellini 14, Milan, 20161, Italy		
Aviva Italia Holding S.p.A	Ordinary	100
Jersey		
11-15 Seaton Place, St Helier, JE4 0QH, Jersey		
1 Liverpool Street Unit Trust	Unit Trust	100
101 Moorgate Unit Trust	Unit Trust	100
Midlands Regen I Unit Trust	Unit Trust	95
22 Grenville Street, St. Helier, JE4 8PX, Jersey		
Axa Sun Life Private Equity	Private Equity Fund	100
Lekker Bolt Unit Trust	Unit Trust	100
Slas Axa Private Equity	Private Equity Fund	100
Top Hat Enterprises Limited	Ordinary	7
26 New Street, St Helier, JE2 3TE, Jersey		
Succession Finance Jersey Limited	Ordinary	100
Succession Jersey Limited	Ordinary	100
Succession Newco1 Jersey Limited	Ordinary	100
Succession Newco2 Jersey Limited	Ordinary	100
3rd Floor, One The Esplanade, St Helier, JE2 3QA, Jersey		
Crieff Road Limited	Ordinary	100
FF UK Select Limited	Ordinary	100
Gaspé House, 66-72 Esplanade, St Helier, JE1 3PB, Jersey		
1 Fitzroy Place Unit Trust	Unit Trust	50
2 Fitzroy Place Unit Trust	Unit Trust	50
10 Station Road Unit Trust	Unit Trust	50
11-12 Hanover Square Unit Trust	Unit Trust	50
20 Gracechurch Unit Trust	Unit Trust	25
20 Station Road Unit Trust	Unit Trust	50
30 Station Road Unit Trust	Unit Trust	50
30-31 Golden Square Unit Trust	Unit Trust	50
50-60 Station Road Unit Trust	Unit Trust	50
130 Fenchurch Street Unit Trust	Unit Trust	100
Aviva Investors Jersey Unit Trusts Management Limited	Ordinary	100

Company name	Share Class	% held
Barratt House Unit Trust	Unit Trust	50
Bermondsey Yards Unit Trust	Unit Trust	100
CCPF No.4 Unit Trust	Unit Trust	100
Gracechurch Investment Unit Trust	Unit Trust	25
Hams Hall Unit Trust	Unit Trust	100
Irongate House Unit Trust	Unit Trust	50
Lime Mayfair Unit Trust	Unit Trust	100
Lime Property Fund Unit Trust	Unit Trust	100
Longcross Jersey Unit Trust	Unit Trust	100
New Broad Street House Unit Trust	Unit Trust	50
Pegasus House and Nuffield House Unit Trust	Unit Trust	50
Southgate Property Unit Trust	Unit Trust	50
The Designer Retail Outlet Centres (Mansfield) Unit Trust	Unit Trust	100
The Designer Retail Outlet Centres (York) Unit Trust	Unit Trust	100
The Designer Retail Outlet Centres Unit Trust	Unit Trust	100
IFC 5, St Helier, JF11ST, Jersey		
Aviva Investors REaLM Social Housing Unit Trust	Unit Trust	86
Cannock Designer Outlet Unit Trust (Jersey)	Unit Trust	55
Luxembourg		
1c Rue Gabriel Lippmann I-5365, Munsbach, Luxembourg		
Patriarch Classic B&W Global Freestyle	FCP	54
2 Rue du Fort Bourbon, L1249, Luxembourg		
AICT EUR Real Estate (DS) SARL	Ordinary	100
AICT EUR Real Estate (Foz) SARL	Ordinary	100
Aviva Investors Alternative Income Solutions Investments S.A.	Ordinary	100
Aviva Investors Alternative Income Solutions SCSP	Fund	100
Aviva Investors Asian Equity Income	SICAV	99
Aviva Investors Climate Transition EUR Infra SARL	Ordinary	100
Aviva Investors Climate Transition EUR Infrastructure Fund	Fund	100
Aviva Investors Climate Transition EUR Real Estate Fund	Fund	100
Aviva Investors Climate Transition EUR Real Estate SARL	Ordinary	100
Aviva Investors Climate Transition GBP Infrastructure Fund	Fund	100
Aviva Investors Climate Transition GBP Real Estate Fund	Fund	100
Aviva Investors Climate Transition Global Credit	SICAV	100
Aviva Investors Climate Transition Global Equity	SICAV	100
Aviva Investors Emerging Markets Bond	SICAV	66
Aviva Investors Emerging Markets Corporate Bond	SICAV	76
Aviva Investors Emerging Markets Local Currency Bond	SICAV	98
Aviva Investors E-RELI SCSP	Ordinary	100
Aviva Investors Eur Returnplus	SICAV	99
Aviva Investors European Corporate Bond	SICAV	78
Aviva Investors GBP Returnplus	SICAV	95
Aviva Investors Global Convertibles Absolute Return	SICAV	96

Notes to the financial statements continued

Company name	Share Class	% held
Aviva Investors Global Emerging Markets Core	SICAV	100
Aviva Investors Global Emerging Markets Equity Unconstrained	SICAV	100
Aviva Investors Global Emerging Markets Index	SICAV	88
Aviva Investors Global Equity Endurance	SICAV	50
Aviva Investors Global High Yield Bond	SICAV	78
Aviva Investors Global Investment Grade Corporate Bond	SICAV	86
Aviva Investors Global Sovereign Bond	SICAV	90
Aviva Investors Infrastructure Debt Europe I S.A.	Ordinary	100
Aviva Investors Luxembourg	Ordinary	100
Aviva Investors Multi Strategy Target Return	SICAV	63
Aviva Investors Multi-Asset Alternative Income S.A.	Ordinary	100
Aviva Investors Natural Capital Transition Global Equity	SICAV	79
Aviva Investors Perpetual Acht NL SARL	Ordinary	100
Aviva Investors Social Transition Global Equity	SICAV	76
Aviva Investors UK Equity Unconstrained	SICAV	93
2, Boulevard Konrad Adenauer, L1115 Luxembourg		
Xtrackers II Eurozone Government Bond 15-30 UCITS ETF	SICAV	21
16 Avenue de la Gare, L-1610, Luxembourg		
AIEREF Holding 1 S.à.r.l.	Ordinary	100
AIEREF Holding 2 S.à.r.l.	Ordinary	100
Aviva Investors Alternative Income Solutions General Partner S.à.r.l.	Ordinary	100
Aviva Investors EBC S.à.r.l.	Ordinary	100
Aviva Investors E-RELI (GP) SARL	Ordinary	100
Aviva Investors European Renewable Energy S.A.	Ordinary	100
Aviva Investors Luxembourg Services S.à.r.l.	Ordinary	100
Aviva Investors Perpetual Capital (GP) SARL	Ordinary	100
European Properties Sarl	Ordinary	73
Victor Hugo 1 S.à.r.l.	Ordinary	100
24-26, Avenue de la Liberté, L-1930 Luxembourg		
Greenman Open Fund	SICAV	77
37A Avenue JF Kennedy, L-1855, Luxembourg		
Abrdn SICAV II - European Smaller Companies Fund	SICAV	31
Invesco Funds - Invesco Sustainable Global Structured Equity Fund	SICAV	59
46a Avenue John F Kennedy, L-1855, Luxembourg		
Aviva Investors Polish Retail S.à.r.l.	Ordinary	100
80, route d'Esch, L-1470, Luxembourg		
Allspring (Lux) Worldwide Fund	SICAV	40
562, rue de Neudorf, L-2220, Luxembourg		
Nordea 1 - Swedish Bond Fund	SICAV	21
Nordea 1 - Swedish Short-Term Bond Fund	SICAV	34
c/o Apex Fund Services, 3, rue Gabriel Lippmann, Munsbach, L-5365, Luxembourg		
Aviva Investors Debt Europe I S.A.	Ordinary	100
Mauritius		
Les Cascades, Edith Cavell Street, Port Louis, Mauritius		
Actis China Investment Company Limited	Ordinary	50

Company name	Share Class	% held
Netherlands		
ASR Vermogensbeheer N.V., Archimedeslaan 10, 3584 BA Utrecht, Netherlands		
ASR Separate Account Mortgage Fund	Mutual Fund	22
Norway		
c/o TMF Norway AS, Hagalokkveien 26, 1383, Asker, Norway		
Kongsgard Alle 20 AS	Ordinary	100
Poland		
Al Jana Pawla II 25, 00-854, Warsaw, Poland		
Focus Park Piotrków Trybunalski sp.z o.o.	Ordinary	100
Focus Mall Zielona Gora	Ordinary	100
Wroclaw BC sp. z.o.o	Ordinary	100
Inflancka 4b, 00-189, Warsaw, Poland		
Aviva Services Spółka z ograniczoną odpowiedzialnością	Ordinary	100
Plac Piłsudskiego 1 Warsaw, Mazowieckie, 00-078 Poland		
PBC Lodz SP zoo	Unit Trust	100
Singapore		
1 Harbourfront Avenue, #14-08 Keppel Bay Tower, 098632, Singapore		
Aviva Global Services (Management Services) Private Ltd.	Ordinary	100
1 Raffles Quay, #27-13, South Tower, Singapore, 048583, Singapore		
Aviva Investors Asia Pte. Limited	Ordinary	100
4 Shenton Way, 01 SGX Centre 2, 068807, Singapore		
Singapore Life Holdings Pte Ltd.	Ordinary	24
Singapore Life Ltd.	Ordinary	24
Spain		
1D, 13 Edificio América Av. de Bruselas, 28108, Alcobendas, Madrid, Spain		
Eólica Almatret S.L.	Ordinary	100
c/o TMF Spain, calle Principe de Vergara 112, Planta 4a, 28002, Madrid, Spain		
Berryway Invest SL	Ordinary	100
Banbury Invest SL	Ordinary	100
Browhead Invest SL	Ordinary	100
Switzerland		
Leutschenbachstrasse 45, 8050 Zurich, Switzerland		
Aviva Investors Schweiz GmbH	Ordinary	100
United Kingdom		
1 Filament Walk, Suite 203, London, SW18 4GQ, United Kingdom		
Freetricity South East Limited	—	—
1 London Wall Place, London, EC2Y 5AU, United Kingdom		
Schroder Dynamic Multi Asset Z Acc.	Unit Trust	27
Schroder QEP US Core Fund	Unit Trust	44
1st Floor, Finlay House, 10-14 West Nile Street, Glasgow, G1 2PP, United Kingdom		
MacKenzie Investment Strategies Ltd.	Ordinary	100
Spence and Spence (Scotland) Limited	Ordinary	100
2nd Floor, 36 Broadway, London, SW1H 0BH, United Kingdom		
Fred. Olsen CBH Limited	—	—
3a Dublin Meuse, Edinburgh, EH3 6NW, United Kingdom		
PAR Forestry IV L.P.	Partnership	100
4th Floor, New London House, 6 London Street, London, EC3R 7LP, United Kingdom		
Polaris U.K. Limited	Ordinary	39

Notes to the financial statements continued

Company name	Share Class	% held
4th Floor Pountney Hill House, 6 Laurence Pountney Hill, London EC4R 0BL, United Kingdom		
ES Alliance Bernstein Low Volatility Global Equity Fund	OEIC	69
5 Lister Hill, Horsforth, Leeds, LS18 5AZ, United Kingdom		
Astute Financial Advisers Limited	Ordinary	49
Tenet & You Limited	Ordinary	49
Tenet Business Solutions Limited	Ordinary	49
Tenet Client Services Limited	Ordinary	49
Tenet Compliance Services Limited	Ordinary	49
Tenet Financial Services Limited	Ordinary	49
Tenet Group Limited	Ordinary	49
Tenet Limited	Ordinary	49
Tenet Mortgage Solutions	Ordinary	49
TenetConnect Limited	Ordinary	49
TenetConnect Services Limited	Ordinary	49
TenetLime Limited	Ordinary	49
8 Surrey Street, Norwich, NR1 3NG, United Kingdom		
Aviva Health UK Limited	Ordinary	100
Aviva Insurance UK Limited	Ordinary	100
Aviva UKGI Investments Limited	Ordinary	100
Gresham Insurance Company Limited	Ordinary	100
Healthcare Purchasing Alliance Limited	Ordinary	50
London and Edinburgh Insurance Company Limited	Ordinary	100
RAC Pension Trustees Limited	Ordinary	100
Solus (London) Limited	Ordinary	100
Synergy Sunrise (Broadlands) Limited	Ordinary	100
9-10 St Andrew Square, Edinburgh, EH2 2AF, United Kingdom		
Criterion Tec Holdings Ltd	Ordinary	24
Criterion Tec Ltd	Ordinary	24
12 Throgmorton Avenue, London EC2N 2DL, United Kingdom		
Blackrock ACS World ESG Insights Equity Fund	OEIC	96
BlackRock Growth Allocation Fund	OEIC	100
BlackRock Market Advantage Fund	Unit Trust	49
BlackRock Retirement Allocation Fund	OEIC	100
15th Floor, 140 London Wall, EC2Y 5DN, United Kingdom		
Houghton Regis Management Company Limited	Ordinary	100
17-18 Hardgate, Haddington, EH41 3JS, United Kingdom		
Forth Financial Services Limited	Ordinary	49
22 Bishopsgate, London, EC3A 6HX, United Kingdom		
AXA Ethical Distribution Fund	OEIC	42
AXA Framlington Global Sustainable Managed Fund	OEIC	20
25 Cabot Square, Canary Wharf, London E14 4QA, United Kingdom		
MSIF Japanese Equity Fund	SICAV	100
45 Gresham Street, London, EC2V 7BG, United Kingdom		
SVS BambuBlack Asia ex-Japan All-Cap Fund	OEIC	23
50 Stratton Street, London, W1J 8LT, United Kingdom		
Lazard Multicap UK Income Fund	OEIC	51
57-59 St James's Street, London, SW1A 1LD, United Kingdom		
Artemis UK Special Situations Fund	Unit Trust	25
180 Great Portland Street, London, W1W 5QZ, United Kingdom		

Company name	Share Class	% held
Quantum Property Partnership (General Partner) Limited	Ordinary	50
Quantum Property Partnership (Nominee) Limited	Ordinary	50
6600 Cinnabar Court, Daresbury Park, Daresbury, Warrington, WA4 4GE, United Kingdom		
BNet Ultra Ltd	—	—
ITS (Holdco) Limited	—	—
ITS Hammersmith & Fulham Ltd	—	—
ITS (MidCo) Limited	—	—
ITS Nottingham Ltd	—	—
ITS Technology Group	—	—
ITS Telecom Solutions Ltd	—	—
NextGenAccess Ltd	—	—
Building 1063 Cornforth Drive, Kent Science Park, Sittingbourne, ME9 8PX, United Kingdom		
Digital Greenwich Connect Ltd	—	—
Calton Square, 1 Greenside Row, Edinburgh, EH13AN, United Kingdom		
Baillie Gifford Investment Funds II ICVC-Baillie Gifford UK Equity Core Fund	OEIC	25
Baillie Gifford UK & Balanced Funds ICVC-Baillie Gifford International Fund	OEIC	28
c/o Anseco Limited, The Green Easter Park, Benyon Road, Reading, RG7 2PQ, United Kingdom		
Homesun 2 Limited	—	—
Homesun 3 Limited	—	—
Homesun 4 Limited	—	—
Homesun 5 Limited	—	—
Homesun Limited	—	—
c/o Harper MacLeod LLP, The Cadoro, 45 Gordon Street, Glasgow, G1 3PE, United Kingdom		
Brockloch Rig Windfarm Limited	—	—
Crystal Rig III Limited	—	—
c/o Innovus Whittington Hall, Whittington Road, Worcester, WR5 2ZX, United Kingdom		
Aviva Investors GR SPV1 Limited	Ordinary	100
Aviva Investors GR SPV3 Limited	Ordinary	100
Aviva Investors GR SPV 4 Limited	Ordinary	100
Aviva Investors GR SPV 5 Limited	Ordinary	100
Aviva Investors GR SPV 6 Limited	Ordinary	100
Aviva Investors GR SPV 7 Limited	Ordinary	100
Aviva Investors GR SPV 8 Limited	Ordinary	100
Aviva Investors GR SPV 9 Limited	Ordinary	100
Aviva Investors GR SPV 10 Limited	Ordinary	100
Aviva Investors GR SPV 11 Limited	Ordinary	100
Aviva Investors GR SPV 12 Limited	Ordinary	100
Aviva Investors GR SPV 13 Limited	Ordinary	100
Aviva Investors GR SPV 14 Limited	Ordinary	100
Aviva Investors GR SPV 15 Limited	Ordinary	100
Aviva Investors GR SPV16 Limited	Ordinary	100
Aviva Investors GR SPV17 Limited	Ordinary	100
c/o Interpath Ltd, 10 Fleet Place, London, EC4M 7RB, United Kingdom		
Plan 4 Wealth Limited	Ordinary	100
TMS Financial Solutions Limited	Ordinary	100
Exchange House, Primrose Street, London, EC2A 2HS, United Kingdom		
CT (Lux) Diversified Growth Fund	SICAV	100
CT (Lux) European Growth & Income Fund	SICAV	100

Notes to the financial statements continued

Company name	Share Class	% held
CT Global Total Return Bond Fund	OEIC	30
CT North American Equity Fund	OEIC	29
Exchange Tower, 19 Canning Street, Edinburgh, EH3 8EH, United Kingdom		
Hoxton Campus LP	Partnership	50
Hoxton General Partner LLP	Partnership	50
Forum 4 Solent Business Park Parkway, Whiteley, Fareham, PO15 7AD, United Kingdom		
1 Liverpool Street GP Limited	Ordinary	50
1 Liverpool Street Limited Partnership	Partnership	30
1 Liverpool Street Nominee 1 Limited	Ordinary	50
1 Liverpool Street Nominee 2 Limited	Ordinary	50
101 Moorgate GP Limited	Ordinary	50
101 Moorgate Limited Partnership	Partnership	30
101 Moorgate Nominee 1 Limited	Ordinary	50
101 Moorgate Nominee 2 Limited	Ordinary	50
Midlands Regen I GP Limited	Ordinary	95
Midlands Regen I LP	Partnership	95
Midlands Regen Nominee Limited	Ordinary	100
Grant Thornton UK LLP, 30 Finsbury Square, London, EC2P 2YU, United Kingdom		
Defined Returns Limited	Ordinary	29
NDF Administration Limited	Ordinary	29
Legal & General (Unit Trust Managers) Limited, PO Box 6080, Wolverhampton, WV1 9RB, United Kingdom		
L&G Multi-Index Eur III-NEA	OEIC	100
L&G Multi-Index Eur IV-NEA	OEIC	100
L&G Multi-Index Eur V-NEA	OEIC	100
Liontrust Fund Partners LLP, 2 Savoy Court, London, WC2R 0EZ, United Kingdom		
Liontrust Sustainable Future Corporate Bond Fund	OEIC	28
Liontrust Sustainable Future European Growth Fund	OEIC	46
Liontrust Sustainable Future Global Growth Fund	OEIC	25
Liontrust Sustainable Future Managed Fund	OEIC	44
Liontrust Sustainable Future Managed Growth Fund	OEIC	29
Liontrust Sustainable Future UK Growth Fund	OEIC	28
Liontrust UK Ethical Fund	OEIC	61
Nations House, 3rd Floor, 103 Wigmore Street, London, W1U 1QS, United Kingdom		
Cannock Consortium Holdings Limited	Ordinary	43
Cannock Consortium LLP	Partnership	43
Cannock Designer Outlet (GP Holdings) Limited	Ordinary	43
Cannock Designer Outlet (GP) Limited	Ordinary	43
Cannock Designer Outlet (Nominee 1) Limited	Ordinary	43
Cannock Designer Outlet (Nominee 2) Limited	Ordinary	43
Cannock Designer Outlet Limited Partnership	Partnership	43
Old Bouchiers Hall New Road, Aldham, Colchester, C06 3QU, United Kingdom		
County Broadband Holdings Limited	—	—
County Broadband Limited	—	—
One Coleman Street, London, EC2R 5AA, United Kingdom		

Company name	Share Class	% held
L&G Diversified Fund	Unit Trust	74
Perpetual Park, Perpetual Park Drive, Henley-on-Thames, RG9 1HH, United Kingdom		
Invesco Summit Responsible 2 Fund (UK)	OEIC	30
Invesco Summit Responsible 5 Fund (UK)	OEIC	68
Pinesgate West, Lower Bristol Road, Bath, BA2 3DP, United Kingdom		
Truespeed Communications Limited	—	—
Pitheavlis, Perth, Perthshire, PH2 0NH, United Kingdom		
AICT GBP Real Estate (Curtain House) General Partner Limited	Ordinary	100
AICT GBP Real Estate (Curtain House) Limited Partnership	Partnership	100
Aviva (Peak No.1) UK Limited	Ordinary	100
Aviva Investors (FP) Limited	Ordinary	100
Aviva Investors (FP) LP	Partnership	100
Aviva Investors (GP) Scotland Limited	Ordinary	100
Aviva Investors Climate Transition GBP Real Estate General Partner Limited	Ordinary	100
Aviva Investors Climate Transition GBP Real Estate Limited Partnership	Partnership	100
Aviva Investors Private Equity Programme 2008 Partnership	Partnership	100
Medium Scale Wind No.2 Limited	-	-
Shakespeare House, 42 Newmarket Road, Cambridge, CB5 8EP, United Kingdom		
Hillswood Management Limited	Ordinary	24
80 Fenchurch Street, London, EC3M 4AE, United Kingdom		
1 Fitzroy Place Limited Partnership	Partnership	50
2 Fitzroy Place Limited Partnership	Partnership	50
2-10 Mortimer Street (GP No 1) Limited	Ordinary	50
2-10 Mortimer Street GP Limited	Ordinary	50
2-10 Mortimer Street Limited Partnership	Partnership	50
10 Station Road LP	Partnership	50
10 Station Road Nominee 1 Limited	Ordinary	100
10 Station Road Nominee 2 Limited	Ordinary	100
10-11 GNS Limited	Ordinary	100
11-12 Hanover Square LP	Partnership	50
11-12 Hanover Square Nominee 1 Limited	Ordinary	50
11-12 Hanover Square Nominee 2 Limited	Ordinary	50
20 Gracechurch (General Partner) Limited	Ordinary	50
20 Gracechurch Limited Partnership	Partnership	25
20 Station Road LP	Partnership	50
20 Station Road Nominee 1 Limited	Ordinary	100
20 Station Road Nominee 2 Limited	Ordinary	100
30 Station Road LP	Partnership	50
30 Station Road Nominee 1 Limited	Ordinary	100
30 Station Road Nominee 2 Limited	Ordinary	100
30-31 Golden Square LP	Partnership	50
30-31 Golden Square Nominee 1 Limited	Ordinary	50
30-31 Golden Square Nominee 2 Limited	Ordinary	50
41-42 Lowndes Square Management Company Limited	Ordinary	78
50-60 Station Road LP	Partnership	50
50-60 Station Road Nominee 1 Limited	Ordinary	100
50-60 Station Road Nominee 2 Limited	Ordinary	100
130 Fenchurch Street General Partner Limited	Ordinary	100

Notes to the financial statements continued

Company name	Share Class	% held
130 Fenchurch Street LP	Partnership	100
130 Fenchurch Street Nominee 1 Limited	Ordinary	100
130 Fenchurch Street Nominee 2 Limited	Ordinary	100
2015 Sunbeam Limited	—	—
AI Special PFI SPV Limited	Ordinary	100
ALPF Single Family Homes General Partner Ltd	Ordinary	100
ALPF Single Family Homes LP	Partnership	100
Ascot Real Estate Investments GP LLP	Partnership	50
Ascot Real Estate Investments LP	Partnership	50
Atlas Park Management Company Limited	Company limited by guarantee	100
Aviva Brands Limited	Ordinary	100
Aviva Commercial Finance Limited	Ordinary	100
Aviva Company Secretarial Services Limited	Ordinary	100
Aviva Credit Services UK Limited	Ordinary	100
Aviva Employment Services Limited	Ordinary	100
Aviva Insurance Services UK Limited	Ordinary	100
Aviva Investors 30 70 Global Eq Ccy Hedged Ind Fund	TTF	100
Aviva Investors 40 60 Global Equity Index Fund	TTF	100
Aviva Investors 40 Spring Gardens (General Partner) Limited	Ordinary	100
Aviva Investors 50 50 Global Equity Index Fund	TTF	100
Aviva Investors 60 40 Global Equity Index Fund	TTF	100
Aviva Investors Asia Pacific Ex Japan Fund	TTF	100
Aviva Investors Balanced Life Fund	TTF	100
Aviva Investors Balanced Pension Fund	TTF	100
Aviva Investors Cautious Pension Fund	TTF	100
Aviva Investors Climate Transition Global Equity Fund	OEIC	99
Aviva Investors Climate Transition Real Assets Fund	TTF	100
Aviva Investors Commercial Assets GP Limited	Ordinary	100
Aviva Investors Commercial Assets Nominee Limited	Ordinary	100
Aviva Investors Continental Euro Equity Index Fund	TTF	100
Aviva Investors Corporate Bond Fund	OEIC	98
Aviva Investors CTF Holdco1 Limited	—	—
Aviva Investors CTF Infrastructure Midco 1 Limited	—	—
Aviva Investors Developed Asia Pacific Ex Japan Equity Index Fund	TTF	100
Aviva Investors Developed Euro Ex UK Equity Index Fund	TTF	100
Aviva Investors Developed Overseas Gov BD Ex UK Ind Fund	TTF	100
Aviva Investors Developed World Ex UK Equity Index Fund	TTF	100
Aviva Investors Distribution Life Fund	TTF	100
Aviva Investors EBC GP Limited	Ordinary	100
Aviva Investors EBC Limited Partnership	Partnership	100
Aviva Investors Emerging Market Equity Core Fund	TTF	47

Company name	Share Class	% held
Aviva Investors Energy Centres No.1 GP Limited	Ordinary	100
Aviva Investors Energy Centres No.1 Limited Partnership	Partnership	100
Aviva Investors EPF ICVC	Fund	73
Aviva Investors Europe Equity Ex UK Core Fund	TTF	52
Aviva Investors Europe Equity Ex UK Fund	TTF	100
Aviva Investors European Property Fund	OEIC	73
Aviva Investors Global Equity Alpha Fund	TTF	100
Aviva Investors Global Equity Endurance Fund	OEIC	99
Aviva Investors Global Equity Fund	TTF	100
Aviva Investors Global Equity Income Fund	OEIC	34
Aviva Investors Global Services Limited	Ordinary	100
Aviva Investors Ground Rent GP Limited	Ordinary	100
Aviva Investors Ground Rent Holdco Limited	Ordinary	100
Aviva Investors Index Linked Gilt Fund	TTF	100
Aviva Investors Index Linked Gilts Over 5 Years Index Fund	TTF	100
Aviva Investors Infrastructure GP Limited	Ordinary	100
Aviva Investors Infrastructure Income B Limited	—	—
Aviva Investors Infrastructure Income C Limited	—	—
Aviva Investors Infrastructure Income C No.4E Limited	—	—
Aviva Investors Infrastructure Income C No.4F Limited	—	—
Aviva Investors Infrastructure Income Limited Partnership	—	—
Aviva Investors Infrastructure Income M Limited	—	—
Aviva Investors Infrastructure Income M No.4C Limited	—	—
Aviva Investors Infrastructure Income M No.4D Limited	—	—
Aviva Investors Infrastructure Income No.1 Limited	—	—
Aviva Investors Infrastructure Income No.2 Limited	—	—
Aviva Investors Infrastructure Income No.2B Limited	—	—
Aviva Investors Infrastructure Income No.3 Limited	—	—
Aviva Investors Infrastructure Income No.3B Limited	—	—
Aviva Investors Infrastructure Income No.4A Limited	—	—
Aviva Investors Infrastructure Income No.4B Limited	—	—
Aviva Investors Infrastructure Income No.5 Limited	—	—
Aviva Investors Infrastructure Income No.6 Limited	—	—
Aviva Investors Infrastructure Income No.6a1 Limited	—	—
Aviva Investors Infrastructure Income No.6B Limited	—	—
Aviva Investors Infrastructure Income No.6B1 Limited	—	—
Aviva Investors Infrastructure Income No.6c Limited	—	—

Notes to the financial statements continued

Company name	Share Class	% held	Company name	Share Class	% held
Aviva Investors Infrastructure Income No.6c1 Limited	—	—	Aviva Investors Property Funds ICVC	Fund	100
Aviva Investors Infrastructure Income No.7 Limited	—	—	Aviva Investors Real Estate Active LTAF	Fund	100
Aviva Investors Infrastructure Income No.8 Limited	—	—	Aviva Investors Real Estate Limited	Ordinary	100
Aviva Investors International Index Tracking Fund	OEIC	80	Aviva Investors REALM Ground Rent Limited Partnership	Partnership	86
Aviva Investors Japan Equity Core Fund	TTF	50	Aviva Investors REALM Social Housing Limited Partnership	Partnership	86
Aviva Investors Japan Equity Fund	TTF	99	Aviva Investors REALTAF Holdco Limited	Ordinary	100
Aviva Investors Japan Equity Growth Fund	OEIC	100	Aviva Investors Secure Income REIT Limited	Ordinary	100
Aviva Investors Japanese Equity Index Fund	TTF	100	Aviva Investors Social Housing GP Limited	Ordinary	100
Aviva Investors Managed High Income Fund	OEIC	71	Aviva Investors Social Housing Limited	Ordinary	100
Aviva Investors Money Market VNAV Fund	TTF	100	Aviva Investors Sterling Corporate Bond Fund	TTF	100
Aviva Investors Multi-Asset 40 85 Shares Index Fund	TTF	100	Aviva Investors Sterling Gilt Fund	TTF	100
Aviva Investors Multi-Asset Core Fund I	OEIC	80	Aviva Investors Strategic Bond Fund	OEIC	74
Aviva Investors Multi-Asset Core Fund II	OEIC	77	Aviva Investors Strategic Global Equity Fund	TTF	100
Aviva Investors Multi-Asset Core Fund III	OEIC	64	Aviva Investors Sustainable Stewardship Fixed Interest Fund	TTF	95
Aviva Investors Multi-Asset Core Fund IV	OEIC	70	Aviva Investors Sustainable Stewardship Fixed International Feeder Acc Fund	OEIC	97
Aviva Investors Multi-asset Plus III Fund	OEIC	46	Aviva Investors Sustainable Stewardship International Equity Fund	TTF	100
Aviva Investors Multi-asset Plus IV Fund	OEIC	31	Aviva Investors Sustainable Stewardship International Equity Feeder Acc Fund	OEIC	98
Aviva Investors Multi-asset Plus V Fund	OEIC	32	Aviva Investors Sustainable Stewardship UK Eq Feeder Acc Fund	OEIC	97
Aviva Investors Multi-asset Sustainable Stewardship Fund I	OEIC	100	Aviva Investors Sustainable Stewardship UK EqInc Feeder Acc Fund	OEIC	98
Aviva Investors Multi-asset Sustainable Stewardship Fund II	OEIC	100	Aviva Investors Sustainable Stewardship UK Equity Fund	TTF	100
Aviva Investors Multi-asset Sustainable Stewardship Fund III	OEIC	100	Aviva Investors Sustainable Stewardship UK Equity Income Fund	TTF	96
Aviva Investors Multi-asset Sustainable Stewardship Fund IV	OEIC	100	Aviva Investors US Equity Index Fund	TTF	100
Aviva Investors Multi-Manager 20-60% Shares Fund	OEIC	81	Aviva Investors US Large Cap Equity Fund	TTF	100
Aviva Investors Multi-Manager 40-85% Shares Fund	OEIC	79	Aviva Investors UK Commercial Real Estate Senior Debt LP	Partnership	21
Aviva Investors Multi-Manager Flexible Fund	OEIC	87	Aviva Investors UK Cresd LP Limited	Ordinary	100
Aviva Investors Multi-Strategy Target Return Fund	OEIC	84	Aviva Investors UK Equity Alpha Fund	TTF	95
Aviva Investors Non-Gilt Bond All Stocks Index Fund	TTF	100	Aviva Investors UK Equity Core Fund	TTF	66
Aviva Investors Non-Gilt Bond over 15 Yrs Index Fund	TTF	100	Aviva Investors UK Equity Dividend Fund	TTF	100
Aviva Investors Non-Gilt Bond up to 5 Years Index Fund	TTF	100	Aviva Investors UK Equity Index Fund	TTF	100
Aviva Investors North American Equity Core Fund	TTF	49	Aviva Investors UK EX Aviva Investments Trusts Index Fund	TTF	100
Aviva Investors North American Equity Fund	TTF	100	Aviva Investors UK Fund Services Limited	Ordinary	100
Aviva Investors North American Equity Index Fund	TTF	100	Aviva Investors UK Gilts All Stock Index Fund	TTF	100
Aviva Investors Pacific Equity Ex Japan Core Fund	TTF	61	Aviva Investors UK Gilts Over 15 Years Index Fund	TTF	100
Aviva Investors Pacific Ex Japan Equity Index Fund	TTF	100	Aviva Investors UK Gilts Up To 5 Years Index Fund	TTF	100
Aviva Investors Pensions Limited	Ordinary	100	Aviva Investors UK Index Tracking Fund	OEIC	82
Aviva Investors PIP Solar PV (General Partner) Limited	—	—	Aviva Investors UK Listed Equity Ex Tobacco Fund	TTF	100
Aviva Investors PIP Solar PV N0.1 Limited	—	—	Aviva Investors UK Listed Equity Fund	TTF	100
Aviva Investors Polish Retail GP Limited	Ordinary	100	Aviva Investors UK Listed Equity Fund	OEIC	100
Aviva Investors Polish Retail LP	Partnership	100	Aviva Investors UK Listed Equity Income Fund	TTF	100
Aviva Investors Pre-Annuity Interest Fund	TTF	100	Aviva Investors UK Listed Equity Income Fund	OEIC	100
Aviva Investors Property Fund Management Limited	Ordinary	100	Aviva Overseas Holdings Limited	Ordinary	100
			Aviva Public Private Finance Limited	Ordinary	100

Notes to the financial statements continued

Company name	Share Class	% held	Company name	Share Class	% held
Aviva RELI 1 GP Limited	Ordinary	100	Igloo Regeneration (General Partner) Limited	Ordinary	50
Aviva RELI 1 LP	Partnership	100	Igloo Regeneration (Nominee) Limited	Ordinary	50
Aviva RELI 1 Nominee Limited	Ordinary	100	Igloo Regeneration Developments (General Partner) Limited	Ordinary	50
Aviva RELI 1 Unit Trust	Unit Trust	100	Igloo Regeneration Developments LP	Partnership	20
Aviva Special PFI GP Limited	Ordinary	100	Igloo Regeneration Partnership	Partnership	50
Aviva Special PFI Limited Partnership	Partnership	100	Igloo Regeneration Property Unit Trust	Unit Trust	50
Aviva Staff Pension Trustee Limited	Ordinary	100	Irongate House LP	Partnership	50
Aviva UK Digital Limited	Ordinary	100	Irongate House Nominee 1 Limited	Ordinary	50
Axcess 10 Management Company Limited	Company Limited by Guarantee	100	Irongate House Nominee 2 Limited	Ordinary	50
Barwell Business Park Nominee Limited	Ordinary	100	Jacks Lane Energy Limited	—	—
Bermondsey Yards General Partner Limited	Ordinary	100	Lime Property Fund (General Partner) Limited	Ordinary	100
Bermondsey Yards Limited Partnership	Partnership	100	Lime Property Fund (Nominee) Limited	Ordinary	100
Bermondsey Yards Nominee 1 Limited	Ordinary	100	Lime Property Fund Limited Partnership	Partnership	100
Bermondsey Yards Nominee 2 Limited	Ordinary	100	Lombard (London) 1 Limited	Ordinary	100
Bersey Warehouse Nominee 1 Limited	Ordinary	100	Lombard (London) 2 Limited	Ordinary	100
Bersey Warehouse Nominee 2 Limited	Ordinary	100	Longcross General Partner Limited	Ordinary	100
Biomass UK No.1 LLP	—	—	Longcross Limited Partnership	Partnership	100
Biomass UK No.2 Limited	—	—	Longcross Nominee 1 Limited	Ordinary	100
Biomass UK No. 3 Limited	—	—	Longcross Nominee 2 Limited	Ordinary	100
Biomass UK No.4 Limited	—	—	Mamhilad Solar Limited	—	—
Boston Biomass Limited	—	—	Medium Scale Wind No.1 Limited	—	—
Boston Wood Recovery Limited	—	—	Middlesex Hospital Site Property Unit Trust	Unit Trust	50
Building a Future (Newham Schools) Limited	Ordinary	100	Minnycap Energy Limited	—	—
Cara Renewables Limited	—	—	Mortimer Street Associated Co 1 Limited	Ordinary	50
CCPF No.4 LP	Partnership	100	Mortimer Street Associated Co 2 Limited	Ordinary	50
Chesterford Park (General Partner) Limited	Ordinary	50	Mortimer Street Nominee 1 Limited	Ordinary	50
Chesterford Park (Nominee) Limited	Ordinary	100	Mortimer Street Nominee 2 Limited	Ordinary	50
Chesterford Park Limited Partnership	Partnership	50	Mortimer Street Nominee 3 Limited	Ordinary	50
Commercial Union Corporate Member Limited	Ordinary	100	NCH Solar1 Limited	—	—
Commercial Union Life Assurance Company Limited	Ordinary	100	New Broad Street House LP	Partnership	50
Den Brook Energy Limited	—	—	New Broad Street House Nominee 1 Limited	Ordinary	50
Digital Garage Nominee 1 Limited	Ordinary	100	New Broad Street House Nominee 2 Limited	Ordinary	50
Digital Garage Nominee 2 Limited	Ordinary	100	Norwich Union (Shareholder GP) Limited	Ordinary	100
Electric Avenue Ltd	—	—	Norwich Union Public Private Partnership Fund	Partnership	100
Free Solar (Stage 2) Limited	—	—	NU 3PS Limited	Ordinary	100
Fitzroy Place GP 2 Limited	Ordinary	50	NU Developments (Brighton) Limited	Ordinary	100
Fitzroy Place Management Co Limited	Ordinary	50	NU Library For Brighton Limited	Ordinary	100
Fitzroy Place Residential Limited	Ordinary	50	NU Local Care Centres (Bradford) Limited	Ordinary	100
GES Solar2 Limited	—	—	NU Local Care Centres (Chichester No.1) Limited	Ordinary	100
GES Solar3 Limited	—	—	NU Local Care Centres (Chichester No.2) Limited	Ordinary	100
Gobafoss General Partner Limited	Ordinary	100	NU Local Care Centres (Chichester No.3) Limited	Ordinary	100
Gobafoss Partnership Nominee No 1 Limited	Ordinary	100	NU Local Care Centres (Chichester No.4) Limited	Ordinary	100
Heritage FL Single Family Homes Limited	Ordinary	100	NU Local Care Centres (Chichester No.5) Limited	Ordinary	100
Hooton Bio Power Limited	—	—	NU Local Care Centres (Chichester No.6) Limited	Ordinary	100
Houlton Commercial Management Company 2 Limited	Company Limited by Guarantee	50	NU Local Care Centres (Farnham) Limited	Ordinary	100
Houlton Commercial Management Company	Company Limited by Guarantee	50	NU Offices for Redcar Limited	Ordinary	100
Houlton Community Management Company Limited	Company Limited by Guarantee	100	NU Schools for Redbridge Limited	Ordinary	100

Notes to the financial statements continued

Company name	Share Class	% held
NU Technology and Learning Centres (Hackney) Limited	Ordinary	100
NUPPP (Care Technology and Learning Centres) Limited	Ordinary	100
NUPPP (GP) Limited	Ordinary	100
NUPPP Nominees Limited	Ordinary	100
Opus Park Management Limited	Company Limited by Guarantee	100
Pegasus House and Nuffield House LP	Partnership	50
Pegasus House and Nuffield House Nominee 1 Limited	Ordinary	50
Pegasus House and Nuffield House Nominee 2 Limited	Ordinary	50
Porth Teigr Management Company Limited	Ordinary	50
Quarryvale One Limited	Ordinary	100
RDF Energy No.1 Limited	—	—
Renewable Clean Energy 3 Limited	—	—
Renewable Clean Energy Limited	—	—
Riley Factory Nominee 1 Limited	Ordinary	100
Riley Factory Nominee 2 Limited	Ordinary	100
Rugby Radio Station (General Partner) Limited	Ordinary	50
Rugby Radio Station (Nominee) Limited	Ordinary	50
Rugby Radio Station Limited Partnership	Partnership	50
SHR Bordon Limited	Ordinary	100
SHR Coventry Limited	Ordinary	100
SHR Ipswich Limited	Ordinary	100
SHR Ipswich OpCo Limited	Ordinary	100
SHR Linmere Limited	Ordinary	100
SHR Swindon Limited	Ordinary	100
SHR Telford Limited	Ordinary	100
SHR Telford OpCo Limited	Ordinary	100
Solar Clean Energy Limited	—	—
Southgate General Partner Limited	Ordinary	50
Southgate LP (Nominee 1) Limited	Ordinary	50
Southgate LP (Nominee 2) Limited	Ordinary	50
Spire Energy Ltd	—	—
Station Road Cambridge LP	Partnership	50
Station Road General Partner LLP	Partnership	100
Station Road GP Limited	Ordinary	100
Stonebridge Cross Management Limited	Company Limited by Guarantee	100
SUE Developments LP	Partnership	50
SUE GP LLP	Partnership	50
SUE GP Nominee Limited	Ordinary	50
Sustainable Housing Holdco Limited	Ordinary	100
Sustainable Housing Topco Limited	Ordinary	100
Sustainable Storage HoldCo Limited	Ordinary	100
Sustainable Storage Portfolio SPV Limited	Ordinary	100
Sustainable Storage Topco Limited	Ordinary	100
Swan Valley Management Limited	Ordinary	100
The Designer Retail Outlet Centres (Mansfield) General Partner Limited	Ordinary	100
The Designer Retail Outlet Centres (Mansfield) Limited Partnership	Partnership	97

Company name	Share Class	% held
The Designer Retail Outlet Centres (York) General Partner Limited	Ordinary	100
The Designer Retail Outlet Centres (York) Limited Partnership	Partnership	97
The Gobafoss Partnership	Partnership	100
The Ocean Marine Insurance Company Limited	Ordinary	100
The Rutherford Nominee 1 Limited	Ordinary	100
The Rutherford Nominee 2 Limited	Ordinary	100
The Southgate Limited Partnership	Partnership	50
The Square Brighton Limited	Ordinary	100
Turncole Wind Farm Limited	—	—
Tyne Assets (No 2) Limited	Ordinary	100
Tyne Assets Limited	Ordinary	100
Welsh Insurance Corporation Limited	Ordinary	100
Westcountry Solar Solutions Limited	—	—
Woolley Hill Electrical Energy Limited	—	—
WR 11 Solar Limited	—	—
Yorkshire Insurance Company Limited	Ordinary	100
Swan Court Waterman's Business Park, Kingsbury Crescent, Staines, TW18 3BA, United Kingdom		
Healthcode Limited	Ordinary	20
Tec Marina Terra Nova Way, Penarth, Cardiff, CF64 1SA, United Kingdom		
Wealthyfy Limited	Ordinary	100
The Apex, Brest Road, Derriford Business Park, Derriford, Plymouth, PL6 5FL, United Kingdom		
Bankhouse Financial Management Limited	Ordinary	100
G&E Private Wealth Limited	Ordinary	100
G&E Wealth Management (Holdings) Ltd	Ordinary	100
G&E Wealth Management Limited	Ordinary	100
HKA (F S) Limited	Ordinary	100
HKA Holdings Limited	Ordinary	100
Investors Planning Associates Limited	Ordinary	100
JCF Financial Services Limited	Ordinary	100
KF Consulting	Ordinary	100
Oaklea Wealth Management Limited	Ordinary	100
Pannells Financial Planning Ltd	Ordinary	100
Pannells Holdings Limited	Ordinary	100
Succession Advisory Services Limited	Ordinary	100
Succession Employee Benefit Solutions Limited	Ordinary	100
Succession Financial Management Limited	Ordinary	100
Succession Group Ltd	Ordinary	100
Succession Holdings Ltd	Ordinary	100
Succession Wealth Management Limited	Ordinary	100
The Oxford Advisory Partnership Limited	Ordinary	100
The Green, Easter Park, Benyon Road, Reading, RG7 2PQ, United Kingdom		
ANESCO Mid Devon Limited	—	—
ANESCO South West Limited	—	—
Free Solar (Stage 1) Limited	—	—
New Energy Residential Solar Limited	—	—
Norton Energy SLS Limited	—	—
TGHC Limited	—	—
Unit 2, Arabesque House, Monks Cross Drive, Huntington, York, YO32 9GW, United Kingdom		

Notes to the financial statements continued

Company name	Share Class	% held
A P Associates Financial Services Limited	Ordinary	97
Wellington Row, York, YO90 1WR, United Kingdom		
Aviva (Peak No.2) UK Limited	Ordinary	100
Aviva Administration Limited	Ordinary	100
Aviva Client Nominees UK Limited	Ordinary	100
Aviva Equity Release UK Limited	Ordinary	100
Aviva ERFA 15 UK Limited	Ordinary	100
Aviva Investment Solutions UK Limited	Ordinary	100
Aviva Life & Pensions UK Limited	Ordinary	100
Aviva Life Investments International (General Partner) Limited	Ordinary	100
Aviva Life Investments International (Recovery) Limited	Ordinary	100
Aviva Life Investments International L.P.	Partnership	100
Aviva Life Services UK Limited	Ordinary	100
Aviva Management Services UK Limited	Ordinary	100
Aviva Master Trust Trustees UK Limited	Ordinary	100
Aviva Pension Trustees UK Limited	Ordinary	100
Aviva Savings Limited	Ordinary	100
Aviva Trustees UK Limited	Ordinary	100
Aviva UKLAP De-risking Limited	Ordinary	100
Aviva Wealth Holdings UK Limited	Ordinary	100
Aviva Wrap UK Limited	Ordinary	100
Bankhall Support Services Limited	Ordinary	100
CGNU Life Assurance Limited	Ordinary	100
FF Fabric Limited	Ordinary	100
Friends AEL Trustees Limited	Ordinary	100
Friends AELLAS Limited	Ordinary	100
Friends AELRIS Limited	Ordinary	100
Friends Life and Pensions Limited	Ordinary	100
Friends Life Assurance Society Limited	Ordinary	100
Friends Life Company Limited	Ordinary	100
Friends Life FPL Limited	Ordinary	100
Friends Life FPLMA Limited	Ordinary	100
Friends Life Limited	Ordinary	100
Friends Life WL Limited	Ordinary	100
Friends Provident Investment Holdings Limited	Ordinary	100
Friends Provident Life Assurance Limited	Ordinary	100
Friends' Provident Managed Pension Funds Limited	Ordinary	100
Friends Provident Pension Scheme Trustees Limited	Ordinary	100
Friends SLUA Limited	Ordinary	100
Gateway Specialist Advice Services Limited	Ordinary	100
London and Manchester Group Limited	Ordinary	100
Premier Mortgage Service Limited	Ordinary	100
Sesame Bankhall Group Limited	Ordinary	100
Sesame Bankhall Valuation Services Limited	Ordinary	75
Sesame General Insurance Services Limited	Ordinary	100
Sesame Limited	Ordinary	100
Sesame Regulatory Services Limited	Ordinary	100
Sesame Services Limited	Ordinary	100
Suntrust Limited	Ordinary	100
Lancashire and Yorkshire Reversionary Interest Company Limited	Ordinary	100

Company name	Share Class	% held
Undershaft (NULLA) Limited	Ordinary	100
Undershaft FAL Limited	Ordinary	100
Undershaft FPLLA Limited	Ordinary	100
Undershaft SLPM Limited	Ordinary	100
Voyager Park South Management Company Limited	Ordinary	52
Wealth Limited	Ordinary	100
United States		
251 Little Falls Drive, Wilmington, DE, 19808, United States		
AI-RECAP Carry I, LP	Partnership	82
AI-RECAP GP I, LLC	Sole Member	100
UKP Holdings Inc.	Common	100
1209 Orange Street, Wilmington, DE, 19801, United States		
AI-RECC I GP, LLC	Sole Member	100
Aviva Investors Americas LLC	Sole Member	100
2222 Grand Avenue, Des Moines, IA, 50312, United States		
Aviva Investors North America Holdings, Inc	Common	100
Cogency Global Inc., 850 New Burton Road, Suite 201, Dover, Delaware, Kent County, 19904, United States		
Exeter Properties Inc.	Common	95
Winslade Investments Inc.	Common	100