

SUPPLEMENT DATED 26 SEPTEMBER 2019 TO THE PROSPECTUS DATED 1 MAY 2019



Aviva plc

Incorporated in England with limited liability (Registered number 2468686)

£7,000,000,000

Euro Note Programme

This Supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the base prospectus dated 1 May 2019 as supplemented on the date hereof (the “**Prospectus**”) (which comprises a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU, as amended (the “**Prospectus Directive**”))), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (“**FSMA**”) and is prepared in connection with the Euro Note Programme (the “**Programme**”) established by Aviva plc (the “**Issuer**”). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus issued by the Issuer and all documents which are incorporated herein or therein by reference.

This Supplement has been approved as a supplement to the Prospectus by the United Kingdom Financial Conduct Authority (the “**FCA**”), which is the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom. The Prospectus constitutes a base prospectus prepared in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to:

1. incorporate by reference the Half Year Report 2019 (as defined below) other than that section listed at paragraph (A) of this Supplement;
2. incorporate by reference the SFCR (as defined below);
3. update the no significant change statement of the Issuer in the Prospectus; and
4. update the sub-section entitled "Directors" under the section entitled "Description of the Group".

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Prospectus to which this Supplement relates.

1. DOCUMENTS INCORPORATED BY REFERENCE

Half Year Report 2019

On 8 August 2019, the Issuer published its unaudited interim half year report for the six months to 30 June 2019 (the "**Half Year Report 2019**"). By virtue of this Supplement, the Half Year Report 2019 is hereby incorporated in and forms part of this Supplement (and is thereby incorporated in and forms part of the Prospectus), except that the following section in the Half Year Report 2019 shall not be deemed to be incorporated in, and shall not be deemed to form part of the Supplement or the Prospectus:

- A. the first seven pages of the Half Year Report 2019 titled "News Release".

Alternative performance measures

Certain alternative performance measures ("**APMs**") are included or referred to in the Half Year Report 2019. APMs are non-IFRS measures, used by the Group within its financial publications to supplement disclosures prepared in accordance with other regulations such as IFRS. The Issuer considers that these measures provide useful information to enhance the understanding of financial performance. The APMs should be viewed as complementary to, rather than a substitute for, the figures determined according to other regulatory measures. APMs have been referenced using the "‡" in the Half Year Report 2019. An explanation of each such metric's components and calculation method can be found at pages 98 to 103 (incorporated by reference herein) of the Half Year Report 2019 for the half year ended 30 June 2019.

Solvency and Financial Condition Report

On 28 May 2019, the Issuer published its Solvency and Financial Condition Report 2018 for the year ended 31 December 2018 (the "**SFCR**"). By virtue of this Supplement, the SFCR is hereby incorporated in and forms part of this Supplement (and is thereby incorporated in and forms part of the Prospectus).

2. GENERAL INFORMATION

The no significant change statement of the Issuer at page 194 of the Prospectus is updated as set out below:

There has been no significant change in the financial or trading position of the Issuer or of the Group since 30 June 2019, being the date to which the Issuer's last published interim financial information (as set out in the Half Year Report 2019) was prepared.

3. DIRECTORS

The sub-section of the Prospectus headed "Directors of the Issuer" under "Management of the Issuer" in the "Description of the Group" on pages 139 and 140 of the Prospectus shall be supplemented by the following updated information:

Thomas Stoddard stepped down from the Board of Directors on 30 June 2019.

Keith Williams stepped down from the Board of Directors on 23 May 2019 following his appointment as Chairman of Royal Mail PLC.

Mr Jason Windsor was appointed Chief Financial Officer of the Company and an Executive Director of the Company with effect from 26 September 2019. Jason currently holds no other listed external appointments.

Patrick Flynn joined the Board of Directors on 16 July 2019 as an Independent Non-Executive Director. Patrick is currently a Non-Executive Director and Chair of the Audit Committee of The Royal Bank of Scotland Group plc.

George Culmer joined the Board of Directors on 25 September 2019 as an Independent Non-Executive Director. George will also join the Board Audit, Risk and Nomination Committees.

4. GENERAL

Copies of all documents or information incorporated by reference in this Supplement and the Prospectus can be obtained from the Issuer as described in the Prospectus or are otherwise available for viewing free of charge on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-homes.html.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement, and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplement, the statements in (a) above will prevail.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference to this Supplement or where this Supplement is specifically defined as including such information.

Save as disclosed in this Supplement and any supplement previously issued by the Issuer, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since publication of the Prospectus.

No person is authorised to give any information or to make any representation not contained in the Prospectus or this Supplement, and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of the Issuer or the Dealers. The delivery of the Prospectus and/or this Supplement at any time does not imply that there has been no change in the affairs of the Issuer since the date hereof, or that the information contained in either of them is correct as at any time subsequent to each of their respective dates.

THIS SUPPLEMENT IS DATED 26 SEPTEMBER 2019