



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 supplemented on 26 September 2019 and as further 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 update parts of the following sections of the Prospectus:

1. references to the Group’s solvency cover ratio;
2. incorporate by reference the Preliminary Results (as defined below) other than that section listed at paragraph (2)(A) of this Supplement;
3. the section entitled “Risk Factors”; and

4. the following sub-sections under the section entitled “Description of the Group”:
 - a. the sub-section entitled “Strategy of the Group”;
 - b. the sub-section entitled “Directors”; and
 - c. the sub-section entitled “Overview of the Group”.

1. FINANCIAL OUTCOMES

The references to the Solvency II shareholder cover ratio on pages 2 and 24 of the Half Year Report 2019 incorporated by the Supplemental Prospectus dated 26 September 2019 shall be considered deleted in their entirety and the following shall be included:

“as at 13 March 2020 the Solvency cover ratio is estimated at approximately 175%, after allowing for payment of the Issuer’s proposed final dividend.”

2. DOCUMENTS INCORPORATED BY REFERENCE

Preliminary Results

On 5 March 2020 the Issuer published its audited consolidated financial results for the year ended 31 December 2019 (the “**Preliminary Results**”). By virtue of this Supplement the Preliminary Results are hereby incorporated in and form part of this Supplement (and are thereby incorporated in and form part of the Prospectus), except that the following section of the Preliminary Results shall not be deemed to be incorporated in, and shall not be deemed to form part of this Supplement or the Prospectus:

- a) the first nine pages of the Preliminary Results titled “News Release”.

3. RISK FACTORS

- a) The following new risk factor shall be included on page 18 of the Prospectus under the category “*Factors that may affect the Issuer’s ability to fulfil its obligations (as appropriate) under Notes issued under the Programme include*”:

“On 11 March 2020, the World Health Organization declared the outbreak of a strain of novel coronavirus disease, COVID-19, a global pandemic. Governments in affected areas have imposed a number of measures designed to contain the outbreak, including business closures, travel restrictions, quarantines and cancellations of gatherings and events. The spread of COVID-19 has resulted in an economic downturn in countries in which the Group operates and the global economy more widely, as well as causing increased volatility and declines in financial markets. If the pandemic is prolonged, or further diseases emerge that give rise to similar effects, the adverse impact on the global economy could be deepened and result in further declines in financial markets. As an insurer the Group is also impacted by the Covid-19 pandemic through the Group’s life protection products as a result of increased mortality; income protection, critical illness and health insurance products as a result of increased morbidity; and general insurance products as a result of travel restrictions and business interruption. The Covid-19 pandemic may also result in disruption to the Group’s key suppliers of goods and services and result in increased unavailability of staff adversely impacting the quality and continuity of service to customers and the reputation of the Group. As a result the business, results of operations, corporate reputation and financial condition of the Group could be adversely impacted for a substantial period of time.”

- b) The second paragraph of the risk factor “*Ongoing difficult conditions in the global financial markets and the economy generally may adversely affect the Group’s business and results of operations,*

and these conditions may continue” on page 16 of the Prospectus shall be deleted in its entirety and replaced by the following paragraph:

“Factors relating to general economic conditions (such as consumer spending, business investment, government spending and high sovereign debt levels, exchange rates and commodity prices), uncertainty over the outcome and effects of the UK-EU free trade agreement negotiations, the outcome of US Presidential and Congressional elections, the impact and spread of Novel Coronavirus (COVID-19) and conflict in the Middle East, the volatility and strength of both debt and equity markets, and inflation, all affect the profitability of the Group. In a sustained economic phase of low growth and high public debt, characterised by higher unemployment, lower household income, lower corporate earnings, lower business investment and lower consumer spending, the demand for financial and insurance products could be adversely affected. In addition, the Group may experience an elevated incidence of claims or surrenders of policies or claims of misselling. Any potential material adverse effect on the Group will also be dependent upon customer behaviour and confidence.”

- c) The first paragraph and the first sentence of the second paragraph of the risk factor “*Uncertainty surrounding the UK’s future relationship with the EU may have a negative effect on global economic conditions, financial markets and the Group’s business*” on page 17 of the Prospectus shall be deleted in their entirety and replaced with the following paragraphs:

“On 29 January 2020, the European Parliament ratified the withdrawal agreement. As a result, the UK left the EU at 23:00 GMT on 31 January 2020. There is now an implementation period in effect until 31 December 2020, during which time the UK will no longer be a member of the EU but will continue to be subject to EU rules and remain a member of the single market and customs union. The implementation period is subject to an extension of up to two years if agreed prior to 1 July 2020, however the UK government has, by legislation, made it illegal for the UK to seek such an extension. The purpose of the implementation period is to enable the UK and the EU to negotiate a trade agreement for the post-Brexit relationship. To the extent, therefore, that it proves impossible to negotiate a trade agreement between the UK and the EU by the end of 2020, there is a risk that a “cliff edge” Brexit may nevertheless arise. The UK has simultaneously begun negotiations with other countries to replace the trade agreements it currently has during the transition period as a former member of the EU, as well as those countries which currently do not have comprehensive trade agreements with the EU such as the US and Australia.

The EU has a number of unilateral reserved powers in relation to 3rd countries, which impact trade and market access depending on whether the EU considers the 3rd country’s regulations to be equivalent to the EU’s, in particular in relation to financial services and data protection. Subsequent to the end of the transition period the UK will be treated by the EU as a 3rd country. The EU has committed to conclude on the equivalence of relevant UK laws and regulations by 30 June 2020, which will apply after the conclusion of the transition period.

The outcome of the EU’s equivalence deliberations and negotiations on the UK’s trade and access to the country’s major trading markets, including the single EU market, is currently unknown. The exact impact of market risks faced by the Group is uncertain, difficult to predict and respond to, in particular in view of: difficulties in predicting the rate at which any economic deterioration may occur, and over what duration; and the fact that many of the related risks to the business are totally, or partly, outside the control of the Group. Due to the geographic location of the Group’s businesses and customers, the Group’s business, results, financial condition and prospects have scope to be affected.”

- d) The first paragraph of the risk factor “*The implementation of the Group’s strategy may not proceed as expected*” on page 28 of the Prospectus shall be deleted in its entirety and replaced with the following paragraph:

“The Group’s strategy, which may be revised from time to time, may involve carrying on business in new markets, developing capabilities to carry out new business activities, expanding or reducing the scope of certain types of business activity or products including portfolio actions where performance falls short or where the Group can see a better way of delivering value and reorganising the Group in a manner which is appropriate for such business development changes, taking into account legal, regulatory, operational, capital and other requirements. The implementation of any strategy, changes in strategy, adoption of any new strategy, Group reorganisation and/or entry into new markets could entail significant changes in the Group’s business which may entail higher levels of risk or could adversely affect the results of operations, the financial condition and/or the credit and financial strength ratings of the Group.”

4. STRATEGIC PRIORITIES

The five paragraphs before “Life Insurance and savings business” in sub-section 3 “Strategy of the Group” in the section “Description of the Group” on pages 136 and 137 of the Prospectus shall be deemed deleted in their entirety and replaced by the following updated information:

“Since November 2019, the Group has defined its strategy in three key areas:

Deliver great customer outcomes: providing a simple, reliable, rewarding customer experience for businesses and individuals.

Excel at the fundamentals: focus on underwriting, claims, investment performance and cost efficiency to enhance business performance.

Invest in sustainable growth: the Group is investing £1.3 billion over the next three years to transform Aviva into a simpler, stronger and better business.”

5. 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:

“Glyn Barker stepped down from the Board of Directors and as Senior Independent Non-Executive Director on 31 December 2019.

Claudia Arney stepped down from the Board of Directors on 31 December 2019.

Amanda Blanc became an Independent Non-Executive Director and the Chair of the Customer, Conduct and Reputation Committee with effect from 2 January 2020. Amanda was previously CEO at AXA UK & Ireland, and CEO, EMEA & Global Banking Partnerships at Zurich Insurance Group.

George Culmer became a Senior Independent Non-Executive Director with effect from 1 January 2020. George was previously Chief Financial Officer of Lloyds Banking Group plc; a director and Chief Financial Officer of RSA Insurance Group plc; Head of Capital Management of Zurich Financial Services and Chief Financial Officer of its UK operations. He is also a Non-Executive Director of Rolls Royce Holdings plc.

Sir Adrian Montague is stepping down as Chairman of the Board of Directors, once a successor has been appointed. The Board has initiated a process for the appointment of a successor.”

6. DESCRIPTION OF THE GROUP

The following wording shall be added at the end of the sixth paragraph in the sub-section of the Prospectus headed “Overview of the Group” on page 136 of the Prospectus:

“On 20 November 2019, the Group announced it has agreed the sale of its shareholding in its Hong Kong joint venture, Blue, to joint venture partner, Hillhouse Capital. On 6 March 2020, the Group announced its intention to sell its entire shareholding in its Indonesian joint venture, PT Astra Aviva Life, to the joint venture partner, PT Astra International Tbk. The transaction is expected to complete in Q4 2020 and is subject to certain closing conditions, including regulatory approval in Indonesia and the completion of Bangkok Bank Public Company Limited’s acquisition of PT Bank Permata Tbk, Aviva Indonesia’s bancassurance partner.”

7. 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 18 MARCH 2020