



Notice of 2021 Annual General Meeting

**St Helen's, 1 Undershaft, London EC3P 3DQ
Thursday, 6 May 2021 at 2pm**

This document is important and requires your immediate attention.

If you have any doubts about what action you need to take, you should contact your stockbroker, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all of your holding of ordinary shares you should pass this booklet and the accompanying documents (except for any personalised form) to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Dear Shareholder

Annual General Meeting (AGM) of Aviva plc (Aviva or the Company)

I am pleased to write to you with the arrangements for this year's AGM, my first as Chair, and enclose your Notice of AGM. The meeting will be held at **2pm on Thursday, 6 May 2021 at St Helen's, 1 Undershaft, London EC3P 3DQ** with facilities to attend electronically.

Arrangements for the meeting

For the 2021 AGM, Aviva is inviting shareholders to attend and participate in the meeting electronically. Details of the arrangements, including how to vote online and ask questions during the meeting using the Lumi system, are on page 18 of this Notice of AGM. We hope you will be able to join us.

The health and safety of our shareholders, colleagues and the wider community is of paramount importance to us. Therefore, in view of the continuing Government restrictions in relation to the COVID-19 pandemic, we are asking that shareholders do not attend the physical AGM venue this year. As a consequence, and particularly if you are not planning to join us electronically, I would encourage you to appoint the Chair of the AGM as proxy, with voting instructions. Voting at the AGM will be on a poll, and will reflect all proxy instructions duly received.

Additionally, you can register any question you would like to be put to the Board at the AGM by email to aviva.shareholders@aviva.com by 12pm on Tuesday 4 May 2021.

The situation continues to evolve, and the Government may change current restrictions or implement further measures. We will provide information on our website www.aviva.com/agm regarding any changes to the AGM arrangements, and we encourage you to check regularly for updates.

Board of Directors

During the year there have been several changes to the composition of the Board.

Sir Adrian Montague retired from the Board on 31 May 2020 and Maurice Tulloch stepped down on 6 July 2020. I would like to thank them both for their valuable service to Aviva.

Mohit Joshi and Jim McConville were both appointed to the Board as independent Non-Executive Directors on 1 December 2020. Mohit is an established business leader in technology and transformation and his knowledge adds significantly to the expertise of the Board. Jim's extensive experience in financial services means he is a strong addition to the Board and is well placed to chair the Customer, Conduct and Reputation Committee. In addition, Pippa Lambert was appointed to the Board as an independent Non-Executive Director on 1 January 2021. Pippa has extensive experience in the transformation of HR, improving diversity and driving digital change and she is a valuable addition to the Board and the Remuneration Committee.

Amanda Blanc moved from her position as a Non-Executive Director to become Chief Executive Officer in July 2020. She has extensive leadership experience in the insurance industry and is the right person to build on our credentials as a high-performing, innovative and customer-centric business.

The continued effectiveness of the Board, its committees and the Company's Directors was assessed through a formal evaluation process in 2020. Following this evaluation and our recent additions to the Board, the Board recommends the election or re-election of all Directors. Biographies for each Director can be found in Appendix 1 to this Notice of AGM.

Voting arrangements

I would like to encourage all our shareholders to take an active part in voting. Shareholders can do so in advance of the meeting by appointing a proxy and providing a voting instruction electronically or by completing and returning the relevant form(s) of proxy or voting form(s) by post. If you wish to provide your proxy instruction

electronically, you can do so through www.investorcentre.co.uk/eproxy. CREST members who wish to appoint a proxy via the CREST electronic proxy appointment service should refer to the CREST section on pages 16 and 17 of this Notice of AGM. Information about the Proximity voting platform can be found on page 17 of this Notice of AGM.

Completed proxy appointment and voting instruction forms must be submitted to the Company's Registrar, Computershare Investor Services PLC (Computershare), as soon as possible, but in any event to arrive by no later than:

- **2pm on Tuesday, 4 May 2021** for ordinary shareholders; or
- **2pm on Thursday, 29 April 2021** for members of the Aviva Share Account.

Employee share plan participants with shares held on the Shareworks site should refer to their AGM notification for details of how to vote.

Shareholders attending the AGM electronically who would like to cast their vote on the day can do so using the facility described on page 18.

Business of the meeting

I would like to draw your particular attention to the following items of business in the Notice of AGM. Resolution 2 seeks an advisory vote on the Directors' Remuneration Report as detailed in the Company's Annual Report and Accounts. Resolution 3 is seeking approval from shareholders for the Directors' Remuneration Policy, which was last approved by shareholders in 2018. If approved by shareholders, this policy will apply for up to three years from the date of this meeting.

Resolution 4 seeks an advisory vote on our Climate-Related Financial Reporting. We are strong advocates of the need for listed companies to publish consistent information on climate risks and the impact on their businesses. The Task Force for Climate-Related Financial Disclosure developed a framework for better climate-related disclosures around the themes of governance, strategy, risk and metrics, and targets. These require businesses to better understand and explain the risks and opportunities from climate change. We were one of the first companies to disclose key climate-related financial risks in line with the recommendations from the Task Force and, with this resolution, we will be the first insurer to put our disclosure to a shareholder vote.

Resolutions 24 to 26 seek approval for the renewal of certain of our discretionary and all-employee UK and global share plans, which were last approved in 2011 and which expire in May 2021, for another 10 years from the date of this meeting.

Recommendation

Your Board considers that each of the resolutions to be proposed at the AGM would promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely



George Culmer

Chair
25 March 2021

For ease of reference the formal resolutions are in bold black text.

Notice is hereby given that the 2021 Annual General Meeting (the AGM) of Aviva plc (Aviva or the Company) will be held on Thursday, 6 May 2021 at 2pm at St Helen's, 1 Undershaft, London EC3P 3DQ, with facilities to attend electronically, for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, of which resolutions 20, 21, 23 and 27 to 30 (inclusive) will be proposed as special resolutions and all other resolutions will be proposed as ordinary resolutions.

Annual Report and Accounts

The Directors are required to present to the meeting the Company's audited annual accounts and related reports for the financial year ended 31 December 2020 (the Annual Report and Accounts).

1. To receive and consider the Company's Annual Report and Accounts for the financial year ended 31 December 2020.

Directors' Remuneration Report

The Directors' Remuneration Report for 2020 is set out on pages 93 to 119 of the Annual Report and Accounts. In accordance with the Companies Act 2006 (the Act), this vote is advisory only and the Directors' entitlement to receive remuneration is not conditional upon it. The resolution and vote are a means of providing shareholder feedback to the Board.

2. To approve the Directors' Remuneration Report set out on pages 93 to 119 of the Company's Annual Report and Accounts for the financial year ended 31 December 2020, excluding the Directors' Remuneration Policy set out on pages 98 to 103 of the Report.

Directors' Remuneration Policy

The Directors' Remuneration Policy is set out on pages 98 to 103 of the Annual Report and Accounts. The Directors' Remuneration Policy was previously approved by shareholders at the AGM held in 2018.

Our recent review of the Policy highlighted that on the whole our framework remains fit for purpose. We are not therefore proposing any major changes to the Policy, nor the overall construct of pay at Aviva. We are, however, making some revisions to the metrics under the Annual Bonus Plan and the Long Term Incentive Plan to reinforce our desire to reduce complexity, to ensure colleagues are focused on the areas which will transform performance and to support our environmental, social and governance responsibilities. Additionally, we are proposing minor changes to the Policy to ensure continued alignment with best practice and to incorporate actions the Remuneration Committee took last year.

Once approved, the Company will not be able to make a remuneration payment to a current or future Director or a payment for loss of office to a current or former Director, unless that payment is consistent with the Directors' Remuneration Policy or has been approved by a resolution of the shareholders of the Company.

3. To approve the Directors' Remuneration Policy set out on pages 98 to 103 of the Directors' Remuneration Report contained within the Company's Annual Report and Accounts for the financial year ended 31 December 2020.

Climate-related financial reporting

The Company's climate-related financial disclosure for 2020 is set out on pages 60 to 63 of the Annual Report and Accounts and further information can also be found at www.aviva.com/social-purpose/climate-related-financial-disclosure. This resolution and vote are a means of providing shareholder feedback to the Board.

4. To approve the Company's climate-related financial disclosure for 2020 set out on pages 60 to 63 of the Company's Annual Report and Accounts for the financial year ended 31 December 2020.

Dividend

The final dividend for the year ended 31 December 2020, as recommended by the Directors, is 14 pence per ordinary share. Details can be found both on page 89 of the Annual Report and Accounts and on the Company's website at www.aviva.com/dividends

5. To declare a final dividend for the year ended 31 December 2020 of 14 pence per ordinary share, payable on Friday, 14 May 2021 to ordinary shareholders named on the Register of Members as at the close of business on Friday, 9 April 2021.

In compliance with the rules issued by the Prudential Regulation Authority (PRA) and other regulatory requirements to which the Group is subject, the dividend is required to remain cancellable at any point prior to it becoming due and payable on Friday, 14 May 2021 and to be cancelled if, prior to payment, the Group ceases to hold capital resources equal to or in excess of its Solvency Capital Requirement, or if that would be the case if the dividend was paid.

The Directors have no intention of exercising this cancellation right, other than where required to do so by the PRA or for regulatory capital purposes.

Re-election of Directors Resolutions 6 to 15

The UK Corporate Governance Code recommends that all Directors stand for annual election by shareholders. In line with this and the Company's articles of association, all of our Directors will be retiring at this year's AGM and submitting themselves for election or re-election.

Jim McConville and Mohit Joshi were appointed with effect from 1 December 2020 and Pippa Lambert with effect from 1 January 2021. They are recommended for election as Non-Executive Directors.

Amanda Blanc was appointed as Chief Executive Officer on 6 July 2020 having been elected as a Non-Executive Director at the 2020 AGM.

Through its Nomination and Governance Committee, the Board has undertaken appropriate due diligence on each Non-Executive Director's other interests and external time commitments and has concluded that each is fully able to commit to the role and is free from any relationship or circumstance that would affect their judgement, and accordingly all the Non-Executive Directors are considered independent by the Board.

The performance and contribution of each Director has been subject to a formal evaluation process. Following this evaluation, the Board confirms that each such Director's performance continues to be effective and they demonstrate commitment to the role.

The biographical details of all Directors are set out in Appendix 1 on pages 11 and 12. In the Board's view, these illustrate why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

Election of Directors

6. To elect Mohit Joshi as a Director of the Company.
7. To elect Pippa Lambert as a Director of the Company.
8. To elect Jim McConville as a Director of the Company.

Re-election of Directors

9. To re-elect Amanda Blanc as a Director of the Company.
10. To re-elect Patricia Cross as a Director of the Company.
11. To re-elect George Culmer as a Director of the Company.
12. To re-elect Patrick Flynn as a Director of the Company.
13. To re-elect Belén Romana García as a Director of the Company.
14. To re-elect Michael Mire as a Director of the Company.
15. To re-elect Jason Windsor as a Director of the Company.

Re-appointment and remuneration of Auditor

Details of the work undertaken by the Auditor, its remuneration and the Company's policy with respect to non-audit work are set out on pages 82 to 86 of the Annual Report and Accounts.

16. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which the Annual Report and Accounts are laid.

Auditors have to be appointed at each general meeting at which the Annual Report and Accounts are presented to shareholders. A competitive tender process for the Auditor had commenced during 2020. However, as a result of COVID-19 the Audit Committee, following approval by the Financial Reporting Council (FRC), agreed to defer the external audit tender, by two years, as the requirement to have an open, transparent process could not be met. An assessment of the effectiveness, independence and objectivity of the Auditor has been undertaken by the Audit Committee which has recommended to the Board that PricewaterhouseCoopers LLP be re-appointed as Auditor.

17. To authorise the Audit Committee to determine the Auditor's remuneration.

The remuneration of the Auditor must be fixed by the Company in a general meeting or in such manner as the Company may determine in a general meeting. This resolution authorises the Audit Committee to decide on the level of such remuneration.

Political donations

It is not the policy of the Company to make any donations to political organisations or to incur any other political expenditure and the Directors have no intention of changing that policy. However, as a result of the wide definition in the Act of matters constituting political donations, normal expenditure (such as expenditure on organisations concerned with matters of public policy, law reform and representation of the business community) and business activities (such as communicating with the Government and political parties at local and national level) might be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the Act. This resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Act.

18. To authorise the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect, for the purposes of section 366 of the Companies Act 2006 (the Act), to:

- a) make political donations to political parties or independent election candidates, not exceeding £100,000 in aggregate;
- b) make political donations to political organisations other than political parties, not exceeding £100,000 in aggregate; and
- c) incur political expenditure, not exceeding £100,000 in aggregate,

provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning on the date of the passing of this resolution and ending at the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2022, provided that the aggregate amount may comprise sums in different currencies that shall be converted at such rate as the Directors of the Company may in their absolute discretion determine to be appropriate.

For the purposes of this resolution 18, 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given to them in sections 363 to 365 of the Act.

Resolution 18 seeks to renew the authority granted at the 2020 AGM for the Company and its subsidiaries to make political donations to political parties or independent election candidates, to other political organisations, or to incur political expenditure.

If passed, resolution 18 would allow the Company and its subsidiaries to make donations to political parties or independent election candidates, to other political organisations, or to incur political expenditure (as defined in the Act) up to an aggregate limit of £100,000 during the period beginning on the date of passing this resolution and ending at the conclusion of the next AGM of the Company after the date on which this resolution is passed or, if earlier, 1 July 2022, whilst avoiding inadvertent infringement of the statute.

Any political donation made, or political expenditure incurred that is in excess of £2,000 will be disclosed in the Company's Annual Report and Accounts for next year, as required by relevant legislation. The authority will not be used to make political donations within the normal meaning of that expression.

Authority to allot ordinary shares

The authority conferred on the Directors at the 2020 AGM to allot shares or grant rights to subscribe for or to convert any security into shares in the Company expires at the end of this year's AGM and the Board recommends that this authority be renewed.

19. To generally and unconditionally authorise the Directors of the Company in accordance with section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot ordinary shares in the Company or grant rights to subscribe for or to convert any security into ordinary shares in the Company:

- a) up to an aggregate nominal amount of £327,392,204; and
- b) comprising equity securities (as defined in section 560 of the Act) up to a further aggregate nominal amount of £327,392,204 in connection with an offer by way of a rights issue.

Unless previously renewed, revoked or varied, the authorities conferred by this resolution 19 shall apply in substitution for all existing authorities under section 551 of the Act (save for any authority conferred by resolution 22) until the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2022 but, in each case, so that the Company may make offers and enter into agreements before the authority expires that would, or might, require shares to be allotted or rights to be granted after the authority expires and the Directors of the Company may allot shares or grant such rights under such an offer or agreement as if the authority conferred hereby had not expired.

For the purposes of this resolution 19, 'rights issue' means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) that may be traded for a period before payment for the securities is due, but subject in both cases to such limits, restrictions or arrangements as the Directors consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Paragraph (a) of resolution 19 will, if the resolution is passed, authorise the Directors to allot the Company's ordinary shares up to a maximum nominal amount of £327,392,204, which represents an amount that is approximately equal to one-third (33.33%) of the aggregate nominal value of the issued ordinary share capital of the Company as at the close of business on 10 March 2021.

Paragraph (b) of resolution 19 proposes that, consistent with the guidance issued by The Investment Association (IA) concerning Directors' powers to allot share capital in the context of a rights issue, a further authority be conferred on the Directors to allot shares in connection with a rights issue in favour of holders of equity securities (which would include ordinary shareholders). The allotments would be as required by the rights of those securities or as the Directors may otherwise consider necessary, up to a further aggregate nominal amount of £327,392,204, which represents an amount that is approximately equal to one-third (33.33%) of the aggregate nominal value of the issued ordinary share capital of the Company as at the close of business on 10 March 2021 (and which together with the nominal amount of any shares allotted or rights granted under the authority conferred by paragraph (a) of resolution 19 would amount to £654,784,408 representing an amount that is approximately equal to two-thirds (66.66%) of such aggregate nominal value).

The authorities sought in paragraphs (a) and (b) of resolution 19 are in addition to and not in substitution for the authority conferred by resolution 22 described in this Notice of AGM, but are in substitution for all other existing authorities, and are without prejudice to previous allotments made under such existing authorities.

The authorities conferred by this resolution 19 will each expire at the end of the next AGM of the Company or, if earlier, 1 July 2022. The Directors have no present intention of exercising these authorities but believe that it is in the best interests of the Company to have the authorities available so that the Board has the flexibility to issue securities at short notice and without the need for a general meeting should the Board determine that it is appropriate to do so. As at 10 March 2021, the Company did not hold any treasury shares.

Disapplications of pre-emption rights

Resolutions 20 and 21, which will be proposed as separate special resolutions, seek to renew, in line with the latest guidelines, the authority conferred on the Directors at the 2020 AGM to issue equity securities of the Company for cash without application of the pre-emption rights provided by section 561 of the Act.

To consider and, if thought fit, pass the following resolutions 20 and 21, which will be proposed as special resolutions:

- 20. That, subject to the passing of resolution 19, the Directors of the Company be generally empowered, pursuant to section 570 of the Companies Act 2006 (the Act), to allot equity securities (as such phrase is to be interpreted in accordance with section 560(2) of the Act) for cash pursuant to the authority granted by resolution 19 and/or pursuant to section 573 of the Act to allot equity securities for cash where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case free of the restriction in section 561 of the Act, such power to be limited:**
- a) in the case of the authority granted under paragraph (a) of resolution 19 and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the Act, to the allotment of equity securities:
 - (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £49,108,830; and
 - b) in the case of the authority granted under paragraph (b) of resolution 19, to the allotment of equity securities in connection with an offer by way of a rights issue.

Unless previously renewed, revoked or varied, the powers conferred by this resolution 20 shall apply in substitution for all existing powers under sections 570 and 573 of the Act (save for any power conferred by resolutions 21 and 23) until the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2022 but, in each case, so that the Company may make offers and enter into agreements before the power expires, which would, or might, require equity securities to be allotted after the power expires and the Directors of the Company may allot equity securities under such an offer or agreement as if the power conferred hereby had not expired.

For the purposes of this resolution 20, 'rights issue' has the same meaning given in resolution 19 and 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the Directors to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary, but subject in both cases to such limits, restrictions or arrangements as the Directors consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

- 21. That, subject to the passing of resolution 19, the Directors of the Company be generally empowered, pursuant to section 570 of the Companies Act 2006 (the Act), in addition to any authority granted under resolution 20, to allot equity securities (as such phrase is to be interpreted in accordance with section 560(2) of the Act) for cash pursuant to the authority granted by resolution 19 and/or pursuant to section 573 of the Act to allot equity securities for cash where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case free of the restriction in section 561 of the Act, such power to be:**
- a) limited to the allotment of equity securities up to an aggregate nominal amount of £49,108,830; and
 - b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction that the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice.

Unless previously renewed, revoked or varied, the powers conferred by this resolution 21 shall apply in substitution for all existing powers under sections 570 and 573 of the Act (save for any power conferred by resolutions 20 and 23) until the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2022 but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors of the Company may allot equity securities under such an offer or agreement as if the power conferred hereby had not expired.

The authority being sought in paragraph (a) of resolution 20 provides for non-pre-emptive allotments of equity securities:

- (i) in connection with a pre-emptive offer; and
- (ii) otherwise than in connection with a pre-emptive offer up to an aggregate nominal value of £49,108,830, which represents no more than 5% of the issued ordinary share capital of the Company as at the close of business on 10 March 2021.

The authority being sought in paragraph (b) of resolution 20 provides for non-pre-emptive allotments of equity securities in connection with an offer by way of a rights issue.

The authority being sought in resolution 21, which reflects the Pre-emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the Statement of Principles), provides for non-pre-emptive allotments of equity securities up to an additional aggregate nominal value of £49,108,830, which represents no more than 5% of the issued ordinary share capital of the Company as at the close of business on 10 March 2021. The authority will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authorities being sought in resolutions 20 and 21 are in addition to and not in substitution for any authority conferred by resolution 23 but are in substitution for any other existing authorities without prejudice to previous allotments made under such authorities. The authorities conferred by these resolutions 20 and 21 will expire at the conclusion of the next AGM of the Company or, if earlier, 1 July 2022.

The authorities sought and the limits set by these resolutions will also disapply the application of section 561 of the Act from a sale of any treasury shares to the extent provided for in the resolutions.

The maximum nominal value of equity securities that could be allotted if the authorities in both resolutions 20 and 21 were used would be £98,217,660, which represents approximately 10% of the issued ordinary share capital of the Company as at the close of business on 10 March 2021.

The Directors do not intend to issue more than 7.5% of the issued ordinary share capital of the Company for cash on a non-pre-emptive basis in any rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Statement of Principles) without prior consultation with shareholders.

Additional authority to allot new ordinary shares in relation to an issuance of SII Instruments and related disapplication of pre-emption rights

Aviva plc and its subsidiaries (the Group) are subject to the UK Solvency II (SII) regulatory framework. Under SII, the Group is required to hold sufficient capital to absorb losses in periods of stress and to provide a buffer to increase resilience against unexpected losses.

The Directors believe it is in the best interests of the Company to have the flexibility to issue SII Instruments from time to time so that the Company has the flexibility to manage and maintain its and the Group's capital structure more effectively in the light of evolving regulatory capital requirements, market conditions and appetite for different instruments and their cost-effectiveness (including through the use of risk mitigation techniques permitted under SII).

The authority sought in resolution 22 may be used if, in the opinion of the Directors at the relevant time, such an issuance of SII Instruments would be desirable, including in connection with, or for the purposes of, complying with or maintaining compliance with regulatory requirements or targets applicable to the Company or to the Group from time to time. However, the request for authority in resolution 22 should not be taken as an indication that the Company will or will not issue any, or any given amount of, SII Instruments.

The Group's overall capital requirements may be satisfied by different types of own funds, the highest quality of which is classified as Tier 1 (Tier 1 Instruments) which includes ordinary shares, preference shares and paid-up subordinated bonds or other liabilities (Equity Convertible Instruments or ECIs) which are converted into ordinary shares in the event that the capital or solvency position of the Group or any member thereof falls below certain defined levels. On the occurrence of such an event, the ECIs will automatically convert into new ordinary shares in the Company. SII Instruments include the Tier 1 Instruments described above as well as legally binding agreements to subscribe or pay for ECIs on demand.

Where the SII Instruments involve the conversion of any instrument into ordinary shares or the allotment of ordinary shares to the holders of such instrument, the terms and conditions of the SII Instruments will specify at the outset a mechanism for setting the applicable allotment, subscription or conversion price. The resolutions give the Directors authority to set such terms and conditions.

To consider and, if thought fit, pass the following resolution 22, which will be proposed as an ordinary resolution, and resolution 23, which will be proposed as a special resolution:

22. In addition to the authority granted pursuant to resolution 19, to unconditionally authorise the Directors of the Company in accordance with section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot ordinary shares in the Company or grant rights to subscribe for or to convert any security into ordinary shares in the Company:

- a) up to an aggregate nominal amount of £100 million in relation to any issuance of UK Solvency II (SII) Instruments where the Directors consider that such an issuance of SII Instruments would be desirable, including in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory requirements or targets applicable to the Company or to the Group from time to time; and
- b) subject to applicable law and regulation, at such allotment, subscription or conversion prices (or such maximum or minimum allotment, subscription or conversion price methodologies) as may be determined by the Directors of the Company from time to time.

Unless previously renewed, revoked or varied, the authority conferred by this resolution 22 shall apply in addition to all other authorities under section 551 of the Act until the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2022 but, in each case, so that the Company may make offers and enter into agreements before the authority expires that would, or might, require ordinary shares to be allotted or rights to be granted after the authority expires and the Directors of the Company may allot ordinary shares or grant such rights under such an offer or agreement as if the authority conferred hereby had not expired.

For the purpose of this resolution 22, ‘SII Instruments’ means any securities, instruments or other agreements to be issued or entered into by the Company or any other member of the Group, and which in each such case are:

- (i) intended to form all or part of a type or class of securities, instruments or other agreements the terms of which are eligible or otherwise enable the Company or any other member of the Group to meet any applicable regulatory requirements specified by the Prudential Regulation Authority or other such authority having primary supervisory authority with respect to the Company or the Group from time to time, including requirements in relation to own funds, capital resources, capital, contingent capital or buffer capital of the Company or the Group;**
- (ii) convertible into, exchangeable for, or otherwise may result in the issuance of ordinary shares of the Company in the event that the capital or solvency position of the Company, the Group and/or any member of the Group falls below certain defined levels; and**
- (iii) otherwise on such terms as may be determined by the Directors of the Company or a committee thereof upon issue.**

23. That, subject to the passing of resolution 22, the Directors of the Company be empowered, pursuant to section 570 of the Companies Act 2006 (the Act), to allot equity securities (as such phrase is defined in section 560(1) of the Act and to be interpreted in accordance with section 560(2) of the Act) for cash pursuant to the authority granted by resolution 22, and also be empowered to allot equity securities for non-cash consideration, up to an aggregate nominal amount of £100 million in relation to any issuance of SII Instruments, free of the restriction in section 561 of the Act in the case of an allotment for cash.

Unless previously renewed, revoked or varied, the power conferred by this resolution 23 shall apply until the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2022 but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors of the Company may allot equity securities under such an offer or agreement as if the power conferred hereby had not expired.

For the purpose of this resolution 23, ‘SII Instruments’ shall have the same meaning as set out in resolution 22.

Resolution 22, will, if approved, give the Directors authority to allot ordinary shares in the Company or grant rights to subscribe for, or to convert any security into, ordinary shares in the Company, in accordance with section 551 of the Act up to an aggregate nominal amount of £100 million in connection with the issue of SII Instruments which is, in aggregate, equivalent to approximately 10.18% of the issued ordinary share capital of the Company as at 10 March 2021, being the latest practicable date before the printing of this document.

Resolution 23, which will be proposed as a special resolution, proposes that, without prejudice to any existing power, the Directors be empowered to allot equity securities (as defined in section 560 of the Act) for cash up to a nominal amount of £100 million in relation to the issue of SII Instruments, which is equivalent to 10.18% of the issued ordinary share capital of the Company as at 10 March 2021, being the latest practicable date before the printing of this document, as if section 561 of the Act, to the extent applicable, did not apply to any such allotment.

Resolution 23 is applicable in relation to the allotment of equity securities for cash in relation to the issue of SII Instruments. However, there are circumstances in which the Directors may contemplate such an allotment for non-cash consideration (such as the receipt of assets, subject to applicable law and regulation), and such an allotment is also authorised.

Resolution 23 would permit the Company the flexibility necessary to allot equity securities pursuant to any proposal to issue SII Instruments without the need to comply with the strict pre-emption requirements of the UK statutory regime. Together with resolution 22, resolution 23 is intended to provide the Directors with the flexibility to issue SII Instruments that may convert into, be exchanged for or otherwise result in the issuance of ordinary shares in the Company. This will allow the Company to optimise the management of its capital in the most efficient and economical way for the benefit of shareholders.

The authorities sought in resolutions 22 and 23 are in addition to the authorities proposed in resolutions 19, 20 and 21, which are the usual authorities sought on an annual basis by listed companies in line with the guidance issued by The Investment Association (IA). Any exercise of the other authorities would be separate from, and in addition to, the exercise of any powers under these resolutions 22 and 23 and would also have a dilutive effect on existing shareholdings. Although this authority is not contemplated by the guidance issued by the IA, it has been discussed previously with the IA.

The authorities sought in resolutions 22 and 23 will expire at the conclusion of the next AGM of the Company after the date on which the resolution is passed or, if earlier, 1 July 2022. However, the Directors may seek similar authorities in the future. The Directors have not used the authority to issue SII Instruments granted at the 2020 AGM and have no present intention of exercising these authorities.

Approval of Aviva Share Plans

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

24. That:

- a) the amendment to the rules of the Aviva Annual Bonus Plan (the “ABP”) (the principal features of which are summarised in Appendix 2 to this Notice of AGM and a copy of which will be produced in draft to the Annual General Meeting) to extend the termination date of the ABP from 4 May 2021 to 6 May 2031 be approved, so that the ABP is readopted for a further 10 years;**
- b) the Directors be authorised to do all such acts and things necessary to give effect to and operate the revised ABP; and**
- c) the Directors be authorised to establish schedules to, or further incentive plans based on, the ABP, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any awards made under such schedules or further plans are treated as counting against the limits on individual or overall participation in the ABP.**

Resolution 24 seeks approval for the renewal of the ABP for another 10 years. The proposed revised ABP rules are materially similar in structure and content to the existing plan, however the rules have been updated since they were last presented to shareholders to keep them in line with changing legislation, corporate governance requirements, investor guidance and best practice. Approval is also sought to give the Directors authority to establish schedules to, or further plans based on, the ABP, to be operated for the benefit of overseas participants. The principal terms of the proposed renewed ABP are summarised in Appendix 2 to this Notice of AGM.

25. That:

- a) **the amendment to the rules of the Aviva Long Term Incentive Plan (the "LTIP") (the principal features of which are summarised in Appendix 2 to this Notice of AGM and a copy of which will be produced in draft to the Annual General Meeting) to extend the termination date of the LTIP from 4 May 2021 to 6 May 2031 be approved, so that the LTIP is readopted for a further 10 years;**
- b) **the Directors be authorised to do all such acts and things necessary to give effect to and operate the revised LTIP; and**
- c) **the Directors be authorised to establish schedules to, or further incentive plans based on, the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any awards made under such schedules or further plans are treated as counting against the limits on individual or overall participation in the LTIP.**

Resolution 25 seeks approval for the renewal of the LTIP for another 10 years. The proposed revised LTIP rules are materially similar in structure and content to the existing plan, however the rules have been updated since they were last presented to shareholders to keep them in line with changing legislation, corporate governance requirements, investor guidance and best practice. Approval is also sought to give the directors authority to establish schedules to, or further plans based on, the LTIP, to be operated for the benefit of overseas participants. The principal terms of the proposed renewed LTIP are summarised in Appendix 2 to this Notice of AGM.

26. That:

- a) **the amendments to the trust deed and rules of the Aviva All Employee Share Ownership Plan (the "AESOP") and the rules of the Aviva Global Matching Share Plan (the "GMSP") (the principal features of which are summarised in Appendix 2 to this Notice of AGM and copies of which will be produced in draft to the Annual General Meeting) to extend the termination date of both plans to 6 May 2031, so that the AESOP and GMSP are readopted for a further 10 years;**
- b) **the Directors be authorised to do all such acts and things necessary to give effect to and operate the revised AESOP and GMSP, to ensure that the AESOP satisfies the requirements of Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003; and**
- c) **the Directors be authorised to establish schedules to, or further incentive plans based on, the AESOP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any awards made under such schedules or further plans are treated as counting against the limits on individual or overall participation in the AESOP.**

Resolution 26 seeks approval for the renewal of the AESOP and GMSP for another 10 years. The AESOP is a UK tax-qualified plan. The proposed revised AESOP rules are materially similar in structure and content to the existing plan, however the rules have been updated since they were last presented to shareholders to keep them in line with changing legislation and best practice, including HM Revenue & Customs' administration of such plans. The GMSP was established in October 2016 as the global equivalent of the AESOP, under authority granted to the directors at the 2011 Annual General Meeting to establish plans based on the AESOP for the benefit of employees overseas. Approval is also sought to give the directors authority to establish schedules to, or further plans based on, the AESOP, to be operated for the benefit of overseas participants. The principal terms of the proposed renewed AESOP and GMSP are summarised in Appendix 2 to this Notice of AGM. For the avoidance of doubt, despite this resolution, the associated AESOP trust will continue to exist in

accordance with the underlying trust deed and not be automatically terminated in May 2031.

A copy of the rules of the ABP, the LTIP, the AESOP and the GMSP, will be available for inspection during normal business hours on Monday to Friday each week (public holidays excepted) at the Company's offices at St Helen's, 1 Undershaft, London EC3P 3DQ, from the date of this Notice of AGM up to and including the date of the AGM and at the place of the AGM from 15 minutes before the start of the AGM until the close of the AGM. In view of the ongoing COVID-19 pandemic, we would ask you please to contact aviva.shareholders@aviva.com should you have any questions or if you would like to make arrangements to inspect a document.

Purchase of own ordinary shares by the Company

Resolution 27, which will be proposed as a special resolution, seeks to renew the authority granted at the 2020 AGM and gives the Company authority to buy back its own ordinary shares in the market as permitted by the Act. The authority limits the number of ordinary shares that could be purchased to a maximum of 392 million (representing less than 10% of the issued ordinary share capital of the Company as at the close of business on 10 March 2021). The authority sets minimum and maximum prices.

The Directors may consider exercising the authority to purchase the Company's ordinary shares if market conditions and the Company's financial position make this possible but will keep the matter under review, taking into account other investment opportunities. The authority will be exercised only if the Directors believe that to do so would be in the best interests of the shareholders as a whole.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors to be in the best interests of the shareholders at the time.

As at the close of business on 10 March 2021, there were options and awards over 90,417,829 ordinary shares, which represented 2.30% of the Company's issued ordinary share capital as at that date. If the authority to purchase the Company's ordinary shares granted at the 2020 AGM and the authority proposed to be granted under resolution 27 were exercised in full, these options and awards would represent 2.88% of the Company's issued ordinary share capital calculated as at that date.

This percentage would reduce to 2.56% if no purchases are made under the authority granted at the 2020 AGM, but the authority proposed to be granted under resolution 27 was exercised in full. As at the close of business on 10 March 2021, the Company did not hold any treasury shares and no warrants over ordinary shares in the capital of the Company existed.

To consider and, if thought fit, pass the following resolution 27, which will be proposed as a special resolution:

27. That, in accordance with section 701 of the Companies Act 2006 (the Act), the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 25 pence each in the capital of the Company (ordinary shares) provided that:

- a) **the maximum aggregate number of ordinary shares authorised to be purchased is 392 million;**
- b) **the minimum price which may be paid for an ordinary share is 25 pence (exclusive of expenses payable by the Company in connection with the purchase);**
- c) **the maximum price which may be paid for an ordinary share (exclusive of expenses payable by the Company in connection with the purchase) is an amount equal to the higher of:**

- (i) 105% of the average of the middle-market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and
- d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2022, save that the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority, which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract.

Purchase of own preference shares by the Company

Resolutions 28 and 29, which will be proposed as special resolutions, seek to renew the authorities granted at the 2020 AGM and give the Company authority to buy back its own preference shares in the market as permitted by the Act and in accordance with the rights attaching to those shares, which allow their repurchase on such terms as the Directors may determine. These authorities limit the number of preference shares that may be purchased, set minimum and maximum prices and will expire at the conclusion of the next AGM of the Company after the date of the passing of the resolution or, if earlier, 1 July 2022.

The purpose of these resolutions is to provide the Company with flexibility in managing its capital effectively. The Directors have no present intention of exercising these authorities to purchase the Company's preference shares, but will keep the matter under review, taking into account other investment opportunities and opportunities to replace the preference share capital with more cost-effective forms of finance should they arise. These authorities will be exercised only if the Directors believe that to do so would be in the best interests of shareholders as a whole. As part of that decision to exercise the authority the Directors may take into consideration various factors noted by the Company in its 2017 full year results announcement on 8 March 2018, such as the fact that the preference shares will no longer be eligible as regulatory capital under UK Solvency II from 2026.

Any purchases of the preference shares would be by means of market purchases through the London Stock Exchange. Following any such purchase the preference shares so purchased would be cancelled.

Purchase of own 8¼% cumulative irredeemable preference shares by the Company

To consider and, if thought fit, pass the following resolution 28, which will be proposed as a special resolution:

- 28. That, in accordance with section 701 of the Companies Act 2006 (the Act), the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of 8¼% cumulative irredeemable preference shares of £1 each in the capital of the Company (8¼% preference shares) provided that:**
- a) the maximum aggregate number of 8¼% preference shares authorised to be purchased is 100 million;
 - b) the minimum price which may be paid for an 8¼% preference share is 25 pence (exclusive of expenses payable by the Company in connection with the purchase);

- c) the maximum price that may be paid for an 8¼% preference share (exclusive of expenses payable by the Company in connection with the purchase) is an amount equal to the higher of:
 - (i) 105% of the average of the middle-market quotations for an 8¼% preference share, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8¼% preference share is purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an 8¼% preference share and the highest current independent bid for an 8¼% preference share on the trading venue where the purchase is carried out; and
- d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2022, save that the Company may make a contract to purchase 8¼% preference shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of 8¼% preference shares in pursuance of any such contract.

Purchase of own 8¾% cumulative irredeemable preference shares by the Company

To consider and, if thought fit, pass the following resolution 29, which will be proposed as a special resolution:

- 29. That, in accordance with section 701 of the Companies Act 2006 (the Act), the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of 8¾% cumulative irredeemable preference shares of £1 each in the capital of the Company (8¾% preference shares) provided that:**
- a) the maximum aggregate number of 8¾% preference shares authorised to be purchased is 100 million;
 - b) the minimum price which may be paid for an 8¾% preference share is 25 pence (exclusive of expenses payable by the Company in connection with the purchase);
 - c) the maximum price that may be paid for an 8¾% preference share (exclusive of expenses payable by the Company in connection with the purchase) is an amount equal to the higher of:
 - (i) 105% of the average of the middle-market quotations for an 8¾% preference share, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8¾% preference share is purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an 8¾% preference share and the highest current independent bid for an 8¾% preference share on the trading venue where the purchase is carried out; and
 - d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2022, save that the Company may make a contract to purchase 8¾% preference shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of 8¾% preference shares in pursuance of any such contract.

Notice of meetings other than Annual General Meetings

Resolution 30, which will be proposed as a special resolution, is proposed to allow the Company to continue to call general meetings other than an Annual General Meeting on 14 clear days' notice pursuant to the Act. The Act permits companies to use the 14 clear days' notice period for general meetings (other than Annual General Meetings) if the Company provides a facility for shareholders to vote by electronic means and a special resolution reducing the period of notice to 14 clear days has been passed at the AGM. The Company already provides the ability to vote electronically. However, if anything further is needed to fulfil this requirement in the future, shareholders will be informed accordingly.

At the 2020 AGM of the Company, shareholders approved the calling of meetings other than an Annual General Meeting on not less than 14 clear days' notice. The Company would like to continue to preserve this ability and this resolution seeks such approval. In the event that this authority is to be exercised, the Directors will ensure that it is not used as a matter of routine, but only when time-sensitive matters are to be discussed and where merited in the interests of the Company and shareholders as a whole and intend to follow other best practice recommendations as regards its use.

The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed in order to renew this power.

To consider and, if thought fit, pass the following resolution 30, which will be proposed as a special resolution:

30. To authorise the Company to call general meetings other than an Annual General Meeting on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution.

By order of the board



Kirstine Cooper

Group General Counsel and Company Secretary

Aviva plc

Registered office:

St Helen's, 1 Undershaft,

London EC3P 3DQ

Registered in England and Wales, No. 2468686

25 March 2021

George Culmer ▲

Position: Chair

Nationality: British

Committee Membership: Nomination and Governance Committee (Chair)

Tenure: 1 year 6 months. Appointed to the Board as a Non-Executive Director on 25 September 2019, as Senior Independent Director on 1 January 2020 and as Chair on 27 May 2020

Skills and Experience: George brings significant board-level exposure with 15 years experience as a FTSE 100 Chief Financial Officer, and a deep understanding of insurance and wider financial services. George was previously Chief Financial Officer of Lloyds Banking Group plc and joined its board on 16 May 2012. He was previously 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. George has a keen insight into the challenges that affect the insurance industry, Aviva's businesses and the implications for shareholders, which makes him well placed to lead the Board in driving the strategy, culture and values of the Group.

External Appointments: Non-Executive Director of Rolls Royce plc.

Amanda Blanc ■

Position: Group Chief Executive Officer (CEO)

Nationality: British

Committee Membership: N/A

Tenure: 1 year 2 months. Appointed to the Board as a Non-Executive Director on 2 January 2020 and as CEO on 6 July 2020

Skills and Experience: Amanda started her career as a graduate at one of Aviva's ancestor companies, Commercial Union. Since then she has held senior executive roles across the insurance industry. Amanda was previously CEO at AXA UK & Ireland, and CEO, EMEA & Global Banking Partnerships at Zurich Insurance Group. Amanda has also held executive leadership positions at Towergate Insurance Brokers, Groupama Insurance Company and Commercial Union. Amanda was previously a management consultant at Ernst & Young, working on transformational assignments. Amanda has served as Chair of the Association of British Insurers; Chair of the Insurance Fraud Bureau and President of the Chartered Insurance Institute. Amanda's broad executive experience in the insurance industry makes her well qualified to continue to build Aviva as a high-performing, innovative and customer-centric business.

External Appointments: Chair of the Welsh Professional Rugby Board and a member of the UK Government's Financial Services Trade Advisory Group.

Jason Windsor ■

Position: Chief Financial Officer (CFO)

Nationality: British

Committee Membership: N/A

Tenure: 1 year 6 months. Appointed to the Board and as Chief Financial Officer in September 2019

Skills and Experience: Jason became Interim Chief Financial Officer on 1 July 2019 and was previously Chief Financial Officer of Aviva UK Insurance. Jason joined Aviva in 2010 and has extensive experience of the Group, including as Chief Capital and Investments Officer, and as a member of the Executive Committee, Jason has a proven track record as CFO of the UK Insurance business and an in depth understanding of Aviva and its markets and brings a strong analytical and commercial perspective to his role as Group CFO.

External Appointments: N/A.

Patrick Flynn ▲

Position: Senior Independent Director

Nationality: Irish

Committee Membership: Audit Committee (Chair), Nomination and Governance Committee, Remuneration Committee, Risk Committee

Tenure: 1 year 8 months. Appointed to the Board as a Non-Executive Director on 16 July 2019 and as Senior Independent Director on 7 September 2020

Skills and Experience: Patrick is an experienced finance executive and has significant experience of retail financial and insurance services. Patrick was previously Chief Financial Officer of ING, the Netherlands' largest financial services group, and was recognised for playing a key role in the transformation of the group to a well-capitalised and focused financial services provider with a significant retail offering. Prior to that Patrick was Chief Financial Officer of HSBC Insurance and served as a Non-Executive Director of the boards of two listed former ING insurance companies, and this experience thoroughly equips Patrick to chair the Audit Committee and to support the Chair as Senior Independent Director.

External Appointments: Non-Executive Director of NatWest Group PLC.

Patricia Cross ▲

Position: Independent Non-Executive Director

Nationality: Australian

Committee Membership: Remuneration Committee (Chair), Audit Committee, Nomination and Governance Committee

Tenure: 7 years 3 months. Appointed to the Board in December 2013

Skills and Experience: Patricia is an experienced company director with over 20 years' experience of serving on multiple ASX-30 boards including Macquarie Group Ltd and Macquarie Bank Ltd, National Australia Bank, Wesfarmers Ltd, AMP Ltd, and Qantas Airways Ltd. She is the founding Chair of the 30% Club in Australia. Patricia has held several Australian government positions, including with the Financial Sector Advisory Council, Companies and Securities Advisory Committee, Panel of Experts to the Australian Financial Centre Forum and Sydney APEC Business Advisory Council. Patricia has served on a wide range of not for profit boards, including the Murdoch Children's Research Institute, and she was a founding Director of The Grattan Institute. In 2001, Patricia received the Australian Centenary Medal for service to Australian society through the finance industry and was awarded Life Fellowship of the Australian Institute of Company Directors in 2018. Having started her career in the U.S. Government working in foreign affairs, Patricia had a long career in senior executive roles in large international banking and investment management organisations.

External Appointments: Chair of the Commonwealth Superannuation Corporation, and Ambassador for the Australian Indigenous Education Foundation.

▲ Non-Executive Director

■ Executive Director

Belén Romana García ▲

Position: Independent Non-Executive Director

Nationality: Spanish

Committee Membership: Risk Committee (Chair), Audit Committee, Customer, Conduct and Reputation Committee, Nomination and Governance Committee

Tenure: 5 years 9 months. Appointed to the Board in June 2015

Skills and Experience: Belén has extensive governmental and regulatory experience and brings a detailed knowledge of the financial services industry and regulation to the Board. Belén has held senior positions at the Spanish Treasury and represented the Spanish government at the Organisation for Economic Co-operation and Development. Belén's experience as both an executive and a non-executive director in the financial services sector, and in international policy making and regulation provides a valuable perspective to the Board and in her role as Chair of the Risk Committee.

External Appointments: Independent Non-Executive Director of Banco Santander and Bolsas y Mercados Españoles and a member of the advisory board of the Foundation Rafael del Pino (non-profit organisation) and TribalData and Co-Chair of the Global Board of Trustees of the Digital Future Society.

Mohit Joshi ▲

Position: Independent Non-Executive Director

Nationality: British

Committee Membership: Nomination and Governance Committee, Risk Committee

Tenure: 3 months. Appointed to the Board in December 2020

Skills and Experience: Mohit is a President of Infosys, a global leader in next-generation digital services and consulting. He heads the Financial Services, Healthcare and Life Sciences business verticals for the company and is the Chairperson for EdgeVerve, its Software subsidiary. Mohit joined Infosys in 2000 after an initial career in banking and has over 24 years of professional experience working across the US, India, Mexico and Europe. Mohit is an established business leader in technology and transformation and this expertise adds significantly to the skills and expertise of the Board.

External Appointments: President of Infosys Financial Services, Insurance, Healthcare and Life Sciences business and Chairperson for EdgeVerve, its software subsidiary.

Pippa Lambert ▲

Position: Independent Non-Executive Director

Nationality: British

Committee Membership: Customer, Conduct and Reputation Committee, Nomination and Governance Committee, Remuneration Committee

Tenure: 2 months. Appointed to the Board in January 2021

Skills and Experience: Pippa was previously Global Head of Human Resources at Deutsche Bank where she was responsible for leading the development of a successful and progressive HR transformation programme, focused on improving the group's culture, diversity and inclusion, and digital agendas. Prior to that, Pippa was Group Head of Reward at the Royal Bank of Scotland from 2011 to 2013 where she worked closely with the RBS Board on the redevelopment and restructure of the Bank's compensation and benefits programs. Pippa's skill set will contribute significantly to the Board in areas relating to people and reward matters.

External Appointments: Trustee at Breast Cancer Haven and a member of the Senior Salaries Review Board.

Jim McConville ▲

Position: Independent Non-Executive Director

Nationality: British

Committee Membership: Customer, Conduct and Reputation Committee (Chair), Audit Committee, Nomination and Governance Committee, Risk Committee

Tenure: 3 months. Appointed to the Board in December 2020

Skills and Experience: Jim was previously Group Finance Director of Phoenix Group, where he was responsible for all aspects of the Group's financial strategy and management, during which he led the transition programme bringing Phoenix and Standard Life Assurance together. Prior to that he was Chief Financial Officer of Northern Rock from 2010-2012, and prior to that worked for Lloyds TSB Group (now Lloyds Banking Group plc) in a number of senior finance and strategy related roles. With Jim's extensive experience he is well placed to Chair and strengthen the Customer, Conduct and Reputation Committee. Jim's expertise significantly adds to the knowledge and expertise of the Audit Committee, Nomination and Governance Committee and Risk Committee.

External Appointments: N/A.

Michael Mire ▲

Position: Independent Non-Executive Director

Nationality: British

Committee Membership: Customer, Conduct and Reputation Committee, Nomination and Governance Committee, Remuneration Committee, Risk Committee

Tenure: 7 years 6 months. Appointed to the Board in September 2013

Skills and Experience: Michael has a detailed understanding of the financial services sector and a wealth of experience in business transformation and developing strategies for retail and financial services companies. Michael was a senior partner at McKinsey & Company where he worked for more than 30 years, and alongside his governmental experience, he brings a unique perspective and insight to the Board.

External Appointments: Chairman of HM Land Registry, Non-Executive Director of the Department of Health and Social Care, and senior adviser to Lazard.

Summary of the principal features of the proposed Aviva Share Plans

Introduction

A summary of the key features of the Aviva Annual Bonus Plan (the ABP), the Aviva Long Term Incentive Plan (the LTIP), the Aviva All Employee Share Ownership Plan (the AESOP) and the Global Matching Share Plan (the GMSP) (together, the Plans) is set out below followed by a summary of the general features applicable to all the Plans.

Aviva Annual Bonus Plan

The ABP is a discretionary plan, which has been operated since 2011 and is being put to shareholders as the existing shareholder approval is due to expire on 4 May 2021. The ABP rules have been updated to ensure they are aligned with current market standard and best practice.

Awards & participants

The ABP enables employees and executive directors of the Aviva Group to receive some or all of their annual discretionary cash bonus in the form of the Company's shares on a deferred basis. All employees and executive directors of the Aviva Group are eligible to participate, however, it is intended that only senior employees and executive directors will be invited to do so. Under the ABP, awards of shares, equal in value to the amount of bonus deferred, will be granted in the form of conditional awards or as options (for market value or less, including zero).

Deferral period and maximum value of awards

The shares under award will vest and be received by participants after a pre-determined period of time (usually three years, delivered in equal tranches). The amount of a participant's cash bonus that can be deferred in shares under the ABP in respect of any financial year will be determined by the Company's board of directors (or a duly authorised person or group of persons) (the Directors), but this will not exceed two-thirds of the value of the participant's cash bonus.

Cessation of employment

Participants who cease employment will normally forfeit their awards at the time notice of termination is given or received. However, participants who cease employment due to disability, death, or for any other reason at the Directors discretion, will receive the shares under award on the normal vesting date (or the date of death), unless the Directors decide otherwise.

Retirees are subject to post-activity restrictions which allow the Directors to reduce or recover awards if employment as an executive director (or local equivalent) is taken elsewhere.

Takeover and restructuring

In the event of a takeover, scheme of arrangement, merger or other corporate reorganisation, participants may be required or allowed to exchange their awards for awards over shares in the acquiring company. Alternatively, participants will receive all the shares under their awards as soon as possible after the relevant event.

Aviva Long Term Incentive Plan

The LTIP is a discretionary plan, which has been operated since 2011 and is being put to shareholders as the existing shareholder approval is due to expire on 4 May 2021. The LTIP rules have been updated to ensure they are aligned with current market standard and best practice.

Awards & participants

Under the LTIP, awards may be granted to employees of the Aviva Group and will take the form of conditional awards, or as options (for market value or less, including zero) over shares in the Company. All employees and directors of the Aviva Group are eligible to participate in the LTIP however, it is intended that only senior employees and executive directors will be invited to participate. The shares under award will normally be conditional on the participant remaining in employment for at least three years from the date of award, after which the award will vest.

Individual limit

In respect of each financial year, the aggregate value of shares granted under an award to any eligible employee under the LTIP will not exceed 350% of annual basic salary. In exceptional circumstances, awards to employees located in the USA may exceed this limit but in no event will an award exceed 450% of annual basic salary.

Performance conditions

The vesting of awards may, and must in the case of executive directors, be conditional on the satisfaction of one or more performance conditions linked to the performance of the Company and measured over a period of usually three consecutive years. Performance Conditions must be objective and specified at the Award Date. The Grantor, as defined in the LTIP rules, with the consent of the Directors, may waive or change a Performance Condition in accordance with its terms or if anything happens which causes the Grantor reasonably to consider it appropriate to do so.

If the award is conditional on the satisfaction of performance conditions, these will be stretching and for executive directors, will be set by the Remuneration Committee and disclosed in the Directors' Remuneration Report. The performance period will be at least three years long.

The Directors may amend the performance conditions in limited circumstances, to take account of events which may occur during the performance period.

Holding period

Conditional awards may be subject to a holding period following vest, during which shares cannot be transferred, assigned or disposed, other than for certain permitted reasons. The Directors will determine the duration of the holding period, which is currently 2 years for executive directors.

Cessation of employment

Participants who cease employment will normally forfeit their awards at the time notice of termination is given or received. However, participants who cease employment due to disability, death, or for any other reason at the Directors discretion, will receive a number of shares on the normal vesting date calculated by applying the performance conditions over the normal performance period and, unless the Directors decide otherwise, be reduced pro rata to take account of the duration of their employment during the vesting period.

Retirees are subject to post-activity restrictions which allow the Directors to reduce or recover awards if employment as an executive director (or local equivalent) is taken elsewhere.

Takeover and restructuring

In the event of a takeover, scheme of arrangement, merger or other corporate reorganisation, participants may be required or allowed to exchange their awards for awards over shares in the acquiring company. The Directors may determine that performance conditions apply to any awards which are exchanged. Alternatively, participants will receive shares as soon as possible after the relevant event. The number of shares (if any) will be calculated by applying the performance conditions up to the date of the relevant event and, unless the Directors decide otherwise, be reduced pro rata to reflect the proportion of the original vesting period that has lapsed.

Aviva All Employee Share Ownership Plan

The AESOP is a tax qualified all-employee share ownership plan. It has been operated since 2001 and is being put to shareholders as the existing shareholder approval is due to expire on 4 May 2021. The AESOP rules have been updated to ensure they are aligned with current market standard and best practice. Under the AESOP, four types of shares can be offered to employees based in the UK:

- i. Free shares;
- ii. Partnership shares;

iii. Matching shares;

iv. Dividend shares.

The AESOP rules allow for all four award types, and the Directors have power to decide which type, if any, should be granted. Currently the AESOP offers employees partnership shares, matching shares and dividend shares and the Company may decide to offer free shares in the future. The AESOP operates in conjunction with a trust, which holds shares on behalf of employees, and in line with HMRC legislation and guidance.

Eligibility

Executive directors and all employees of the Company and any subsidiaries designated by the Directors as participating companies must be eligible to join the AESOP, provided they are UK tax residents and have worked for the Company or a participating company for a qualifying period determined by the Directors, of up to 18 months.

i. Free shares

The AESOP provides for the award of free shares worth up to a maximum set by the legislation (currently £3,600) to each eligible employee each year. The shares must generally be offered to employees on similar terms, but the award may be subject to performance targets. "Similar terms" means the terms may only be varied by reference to remuneration, length of service or hours worked.

Free shares must be held in trust for a period of between three and five years at the discretion of the Company and will be free of income tax if held in trust for five years. If a participant leaves the employment of the Aviva Group, their shares cease to be subject to the plan. Ordinarily, the shares may be forfeited if the participant leaves the employment of the Aviva Group within three years of the award other than by reason of death, retirement, redundancy, injury or disability, or their employing company or business is sold out of the Aviva Group.

ii. Partnership shares

The AESOP provides for employees to be offered the opportunity to purchase shares out of monthly savings contributions from pre-tax salary of up to the maximum set by the legislation (currently £1,800 in each tax year, or 10% of salary if less). Employees can stop saving at any stage. The employees' contributions may be used to buy partnership shares immediately or may be accumulated for up to 12 months before they are used to buy shares. Where they are accumulated the price at which they are acquired is the lesser of the price at the beginning of the accumulation period and the end. Partnership shares can be withdrawn from the plan by the participant at any time, but there will be an income tax liability if the shares are withdrawn before five years.

iii. Matching shares

The AESOP provides that where employees buy partnership shares, they may be awarded additional shares by the Company on a matching basis, up to a current maximum of two matching shares for each partnership share. Matching shares are currently offered on this maximum basis. Matching shares must be held in trust for a minimum of three years and will be free of income tax if held in trust for five years. Ordinarily, if a participant withdraws their corresponding partnership shares before the trustees have held them for three years, they will forfeit the linked matching shares. If the participant ceases to be employed by the Aviva Group within the minimum three year period (or within such shorter period as the Directors may decide) other than for a specified reason such as death, retirement, redundancy, injury or disability, or their employing company or business being sold out of the Aviva Group, their matching shares will be forfeited.

iv. Dividend shares

The AESOP provides that Directors may permit any dividends paid on the free, partnership or matching shares to be re-invested in the purchase of additional shares, which must be held in the plan for a period of three years.

Voting rights

Participants may direct the trustees how to exercise the voting rights attributable to the shares held on their behalf. The trustees will not exercise the voting rights unless they receive the participants' instructions.

Aviva Global Matching Share Plan

The GMSP was established in October 2016 as the global equivalent of the AESOP, under the shareholder approval given for the AESOP on 4 May 2011 permitting further plans to be established based on the AESOP to take account of local tax, exchange control or securities laws in overseas territories. The GMSP is operated on similar terms to the AESOP and all awards made under the GMSP are treated as counting against the limits on individual or overall participation in the AESOP. The main differences between the GMSP and the AESOP are:

- the Directors can set any period of qualifying service, but employees are not eligible to participate in the GMSP if they are eligible to participate in the AESOP;
- awards can generally be operated more flexibly, including regarding the leaver treatment and with no specific length of vesting period for free or matching shares required;
- dividend shares are not subject to a holding period; and
- free share awards and matching share awards can include the right to receive dividend equivalents.

General provisions applicable to the ABP, LTIP, AESOP & GMSP (the Plans)

Operation

The operation of the Plans will be overseen by the Company's Remuneration Committee, or such other Committee to which the Directors delegate responsibility.

Except in exceptional circumstances, grants of awards under the ABP and LTIP and awards of free shares under the AESOP will normally only be made within 42 days of the announcement of the Company's results for any period. Grants under the Plans may be made by the Company or, with the consent of the Directors, by a subsidiary of the Company or the trustee of an employee trust established for the benefit of employees of the Company and/or any subsidiary of the Company. The Directors will determine or, where grants will not be made by the Company, approve the number of shares to be comprised in awards or options granted under the Plans.

Non-transferable

Awards will be personal to the participant and may not be transferred or assigned, except with the prior consent of the Directors (for example, to permit assignment to a family trust).

Discretion

In relation to the outcomes under the ABP and LTIP, the Directors have unfettered discretion to adjust upward or downward (including to nil) the mechanical outcome where they consider that:

- the outcome does not reflect the underlying financial or non-financial performance of the participant or the Aviva Group over the relevant period;
- the outcome is not appropriate in the context of circumstances that were unexpected or unforeseen at the award date;
- there exists any other reason why an adjustment is appropriate; and/or
- it is appropriate to do so, taking into account a range of factors, including the management of risk and good governance and, in all cases, the experience of shareholders.

Malus & Clawback

Malus and clawback provisions are included in the ABP and LTIP under which an award may be reduced or cancelled prior to vesting, or clawed back after vesting, if the Directors determine that any of the triggers set out in the internal malus and clawback policy have been invoked. The clawback period currently runs for two years from vesting.

Dividend equivalent

Additional shares may be awarded on the vesting of awards (or exercise of options) under the ABP, LTIP and GMSP to take account of dividends paid on the number of shares which vest (or are acquired on exercise) as if the dividend amount had been reinvested in shares.

Share usage

In any 10 year period, not more than 10% of the issued ordinary share capital of the Company may be issued or issuable under the Plans and all other employees' share plans operated by the Company. In addition, in any 10 year period, not more than 5% of the issued ordinary share capital of the Company may be issued or issuable under the ABP and the LTIP and all other discretionary share plans operated by the Company. These limits do not include awards which have lapsed or been surrendered. Awards may also be satisfied using treasury shares. If such shares are used, the Company will, so long as required under the guidelines of The Investment Association, count them towards the dilution limits set out above.

Variation of share capital

Awards may be varied to take account of variations in the share capital of the Company.

Issue of shares

Any shares issued under the Plans will rank equally with shares of the same class in issue on that date of allotment, except in respect of rights arising by reference to a prior record date.

Alternative methods of settling awards

At the discretion of the Directors, awards under the ABP, the LTIP and the GMSP may be satisfied by paying participants a cash amount equal to the value of the shares. In the case of options, exercises may be satisfied by paying participants cash equivalent to the difference between the option price and the market value of the shares, or delivering shares to the value of that amount.

Amending the Plans

Although the Directors will have the power to amend the provisions of the Plans in any way, the provisions relating to:

- the participants;
- the limits on the number of shares which may be issued under the Plans;
- the individual limit;
- the basis for determining a participant's entitlement to shares or cash under the Plans;
- the adjustments of awards in the event of a variation of capital; and
- the amendment rule;

cannot be altered to the advantage of participants without prior approval of shareholders in a general meeting (except for minor amendments to benefit the administration of the Plans, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the Plans or for the Company or any other members of its Group). Amendments to a key feature of the AESOP must be reported to HMRC.

Termination

The Plans may be terminated at any time and in any event no awards under the ABP and LTIP may be granted after the tenth anniversary of the approval by shareholders. For the avoidance of doubt, the associated AESOP trust will continue to exist in accordance with the underlying trust deed and not be automatically terminated on the tenth anniversary of the approval by shareholders.

General

Awards under the ABP and LTIP and awards of free shares under the AESOP and GMSP are granted for no consideration.

Benefits under the Plans are not pensionable.

The Directors may establish further plans based on the Plans or add schedules to the Plans to take account of local tax, exchange control or securities laws in overseas territories, provided that any awards made under such schedules or further plans are treated as counting against the limits on individual or overall participation in the relevant Plan. Schedules to the ABP, the LTIP and the GMSP are currently included to operate certain award types on a tax-qualified basis in France, and to amend the rules in relation to potentially adverse tax rules for US taxpayers.

Note

This summary does not form part of the rules of the Plans and should not be taken as affecting the interpretation of their detailed terms and conditions. The Directors reserve the right to amend or add to the rules of the Plans up until the time of the AGM, provided that such amendments or additions do not conflict in any material respect with this summary.

A copy of the draft rules of the ABP, LTIP, AESOP and GMSP will be available for inspection during normal business hours on Monday to Friday each week (public holidays excepted) at the registered office of the Company, from the date of the Notice of AGM up to and including the date of the 2021 Annual General Meeting from 15 minutes prior to its commencement until its conclusion. In view of the ongoing COVID-19 pandemic, we would ask you please to contact aviva.shareholders@aviva.com should you have any questions or if you would like to make arrangements to inspect a document.

Information for shareholders

Share capital / voting rights

At the close of business on 10 March 2021 (being the latest practicable business day prior to the publication of this Notice of AGM) the issued share capital of the Company was 3,928,706,452 ordinary shares of 25 pence each, 100 million 8¾% cumulative irredeemable preference shares of £1 each and 100 million 8¾% cumulative irredeemable preference shares of £1 each. Each ordinary share carries the right to one vote. The preference shares do not carry voting rights. No shares are held in treasury. Therefore, the total voting rights in the Company as at the close of business on 10 March 2021 was 3,928,706,452.

Documents for inspection

Copies of: (i) the Executive Directors' employment contracts; (ii) the Non-Executive Directors' letters of appointment; (iii) qualifying third-party indemnity provisions of which the Directors have the benefit; and (iv) the rules of the Aviva Shares Plans (i.e. the ABP, the LTIP, the AESOP and GMSP, as detailed in resolutions 24 to 26 and Appendix 2), are available for inspection at the Company's Registered Office during normal business hours on Monday to Friday each week from the date of this Notice of AGM until the time of the meeting (public holidays excepted), and will be at the place of the AGM on the day of the AGM from 1.45pm until the close of the meeting. In view of the ongoing COVID-19 pandemic, we would ask you please to contact **aviva.shareholders@aviva.com** should you have any questions or if you would like to make arrangements to inspect a document.

Website

A copy of this Notice of AGM, and other information required by section 311A of the Act, can be found at **www.aviva.com/agm**

Voting and proxy arrangements

There are a variety of ways in which a shareholder can provide a voting instruction regarding the resolutions to be put to the AGM.

Voting at the meeting

Voting on each of the resolutions to be put to the AGM will be taken on a poll, to ensure an accurate reflection of shareholder views. As explained in the Chair's letter, in view of the restrictions on physical attendance for this year's AGM, we encourage you to register your vote in advance by appointing the Chair of the AGM as your proxy, with voting instructions, particularly if you are not planning to attend the AGM electronically.

Shareholders who attend the meeting electronically may, if they prefer, vote online at the meeting, as explained below.

Voting online at the meeting

For the 2021 AGM, Aviva is for the first time enabling shareholders to attend and participate in the meeting electronically, should they wish to do so. This can be done by accessing the AGM website, **https://web.lumiagm.com**. Further details can be found in the About the AGM section below.

Giving your voting instruction in advance of the meeting:

Shareholders are entitled to appoint a proxy to exercise any or all of their rights to attend, speak and vote at the AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. Due to the current situation with regard to COVID-19, shareholders are encouraged to appoint the Chair of the AGM as their proxy, with voting instructions, particularly those shareholders who are not planning to attend the AGM electronically and vote during the meeting. In view of the physical attendance arrangements for this year's AGM, as described in the Chair's letter, we ask that shareholders do not appoint any other named proxy if that proxy would intend to attend the physical meeting venue.

Aviva Share Account (Aviva SA) members may instruct Computershare Company Nominees Ltd to vote on their behalf on a poll.

Appointing a proxy in advance of the meeting will not prevent shareholders from subsequently attending the meeting electronically and voting at the meeting. Please however note that, as explained in the Chair's letter, we are asking shareholders not to attend the physical meeting venue this year. Shareholders may, if they wish, appoint another named proxy if that proxy would intend to join the AGM electronically.

If you wish to register your proxy appointment now you can do so:

• Online

You can register your instruction electronically through **www.investorcentre.co.uk/eproxy** or by accessing the mobile site via the Quick Response code:



You will need to have your Form of Proxy, Voting Instruction Form, the Aviva SA annual summary, Notice of Availability or the Aviva AGM Notification email to hand when you log on as it contains information that is required in the process.

Employee share plan participants with shares held on the Shareworks site should refer to their AGM notification for details of how to vote.

• By post:

Alternatively, you can complete the Form of Proxy or the Voting Instruction Form issued with hard copies of this Notice of AGM and return it to the Company's Registrar, Computershare. A pre-paid envelope addressed to Computershare is enclosed for this purpose. A postage stamp is not required if posted in the United Kingdom.

Please ensure that you sign the Form of Proxy or the Voting Instruction Form and initial any alterations. If someone other than you signs the Form of Proxy or the Voting Instruction Form, it must be returned with either the letter of authority, power of attorney or a certified copy of the power of attorney authorising them to sign on your behalf. If the holder is a corporation, the Form of Proxy or the Voting Instruction Form must be signed either under seal or under the hand of a duly authorised officer or attorney of that company, stating their capacity.

• By CREST:

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual (available by logging on at **www.euroclear.com**). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC (ID 3RA50) by **2pm on Tuesday, 4 May 2021**. For this purpose, the time of receipt will be taken to be the

time (as determined by the time stamp applied to the message by the CREST Application Host) from which Computershare is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

• Proximity Voting:

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to **www.proximity.io**. Your proxy must be lodged by **2pm on Tuesday, 4 May 2021** in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

American Depositary Shares (ADS):

If you held Aviva plc ADS as at 5pm (United States Eastern Standard Time (EST)) on Monday, 22 March 2021, you will be entitled to instruct Citibank, N.A. (the ADS Depositary) to vote the shares represented by your ADS at the AGM on your behalf as your proxy.

If you hold your ADS directly on the register of ADS holders maintained by the ADS Depositary, simply complete and return the relevant ADS proxy card provided to the ADS Depositary to arrive by the voting deadline, **10am (EST) on Friday, 30 April 2021**.

If you hold your ADS indirectly through a bank, broker or nominee, you will need to contact them directly to exercise your right to instruct the ADS Depositary to vote the shares represented by your ADS on your behalf as your proxy.

Vote withheld:

The Company has included on the Forms of Proxy and Voting Instruction Forms a 'Vote withheld' option in order for shareholders to abstain on any particular resolution. However, please note that a 'Vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the relevant resolution.

Proxy appointments must be received by Computershare by:

no later than **2pm on Tuesday, 4 May 2021** for ordinary shareholders.

Shareholders must inform Computershare in writing of any termination of the authority of a proxy.

Voting instructions must be received by Computershare by:

no later than **2pm on Thursday, 29 April 2021** for members of the Aviva SA.

Employee share plan participants with shares held on the Shareworks site:

should refer to their AGM notification for details of how to vote.

The results of the polls:

will be announced to the London Stock Exchange as soon as practicable following the conclusion of the AGM and will also be published on the Company's website at **www.aviva.com/agm**

Indirect investor rights:

A person who is not a shareholder of the Company, but has been nominated by a shareholder to enjoy information rights in accordance with section 146 of the Act (a nominated person), does not have a right to appoint a proxy; however, nominated persons may have a right under an agreement with the shareholder to be appointed (or to have someone else appointed) as a proxy for the meeting.

Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under an agreement with the relevant shareholder to give instructions as to the exercise of voting rights. Nominated persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investment in the Company.

Please note that, as explained in the Chair's letter, we ask that people do not attend the physical meeting venue this year, but we welcome electronic attendance at the meeting, as described on page 18.

Corporations:

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member, provided that multiple corporate representatives do not vote in relation to the same ordinary shares. Please note that, as explained in the Chair's letter, we ask that people do not attend the physical meeting venue this year, but we welcome electronic attendance at the meeting.

Entitlement to vote:

Pursuant to section 360B(2) of the Act, the Company specifies that only those shareholders registered on the Register of Members of the Company at close of business on Tuesday, 4 May 2021 shall be entitled to attend or vote at the AGM in respect of the number of ordinary shares registered in their name at that time or, in the event of an adjournment of this AGM, shareholders on the Register of Members at close of business on the date (excluding any non-working days) that is two days before the adjourned AGM. Changes to entries on the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Shareholder requests

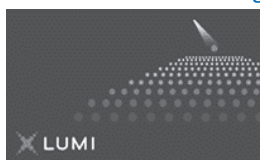
Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual reports and accounts were laid in accordance with section 437 of the Act.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business that may be dealt with at the meeting includes any statement that the Company has been required to publish on a website under section 527 of the Act.

About the AGM

The Company's AGM for 2021 will be held at St Helen's, 1 Undershaft, London EC3P 3DQ on Thursday, 6 May 2021 at 2pm, with facilities to attend electronically.

Attendance at the meeting



Shareholder engagement is an important aspect of the AGM and for the 2021 AGM, Aviva is for the first time enabling shareholders to attend and participate in the meeting electronically, should they wish to do so. This can be

done by accessing the AGM website, <https://web.lumiagm.com> up to an hour before the scheduled meeting start time.

Accessing the AGM website

The Lumi AGM website can be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Chrome, Edge, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. Please go to <https://web.lumiagm.com> on the day.

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and watch the online broadcast of the meeting. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

Logging in



On accessing the AGM website, you will be asked to enter the Lumi Meeting ID which is **132-339-454**. You will then be prompted to enter your unique Shareholder Reference number and Personal Identification Number. These can be found printed on your Form of Proxy, Voting Instruction Form, the Aviva SA annual summary, Notice of Availability or the Aviva AGM Notification email. If you are attending as a proxy, corporate representative or an indirect investor, you should contact Computershare to obtain log in details.

Access to the meeting will be available from 1pm on 6 May 2021; however, please note that your ability to vote will not be enabled until the Chair formally declares the poll open.

Online broadcast



The meeting will be broadcast and you will be able to see the presenters. Once logged in, and at the commencement of the meeting, you will be able to watch the proceedings of the meeting on your device.

AGM presentations

The presentations and formal business of the meeting will be available to view on the Company's website at www.aviva.com/agm after the meeting.

Questions

Shareholders attending the AGM have the right to ask questions relating to the business of the AGM and the Company has an obligation to cause such questions to be answered unless they fall within any of the statutory exceptions. No answer will therefore be required to be given if: (i) it is undesirable in the interests of the Company or the good order of the AGM; (ii) to do so would unduly interfere with the preparation for the meeting or involve the disclosure of confidential information; or (iii) the answer has already been given on a website in the form of an answer to a question.

Questions will be invited before the resolutions are formally put to the vote. Shareholders attending electronically may ask questions via the Lumi system.

If you would like to register a question or ask the Directors a question in connection with the business of the meeting in advance, you can do so by sending a question by email to aviva.shareholders@aviva.com **by 12pm on Tuesday, 4 May 2021**. Should you wish to receive a response before the AGM we will endeavour to provide you with a response as soon as possible.

Asking questions online



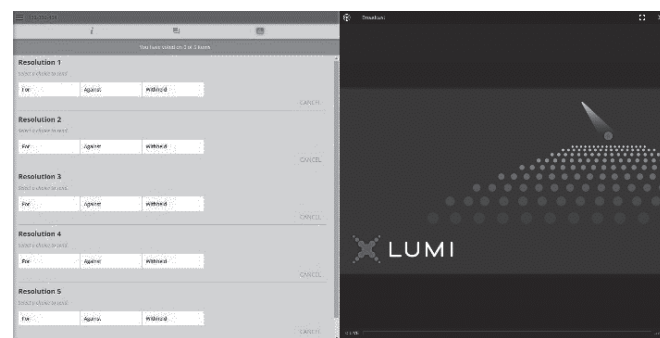
Shareholders attending electronically may ask questions by typing and submitting their questions in writing. Select the messaging icon from within the navigation bar and type your question at the bottom of the screen. To submit your question, click the send button to the right of the text box.

Voting online during the meeting



Once the Chair has formally opened the meeting, they will explain the voting procedure. Once voting has opened, the polling icon will appear on the navigation bar. From here, the resolutions and voting choices will be displayed.

Select the option that corresponds with how you wish to vote. Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – There is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure.



Limitations of electronic addresses

You may not use any electronic address provided in either this Notice of AGM or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Please note that any electronic communication sent to the Company or the Registrar, Computershare, that is found to contain a computer virus will not be accepted.

Contact details

Ordinary shareholders and members of the Aviva SA

If you require any help or further information regarding your shareholding, please contact Computershare using the contact details below:

By telephone: 0371 495 0105

We're open Monday to Friday, 8.30am to 5.30pm UK time, excluding public holidays. Please call +44 117 378 8361 if calling from outside the UK.

By email:

AvivaSHARES@computershare.co.uk

Online:

www.computershare.co.uk/contactus

In writing:

Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, United Kingdom

For American Depositary Share Holders

If you require any help or further information regarding your ADS holding, please contact the ADS Depositary, who maintains the Company's register of ADS holders, using the contact details below:

By telephone: 1 877 248 4237

(1 877-CITI-ADR), or +1 781 575 4555 if you're calling from outside the US. Lines are open from 8.30am to 6pm, Monday to Friday (EST).

By email:

citibank@shareholders-online.com

In writing:

Citibank Shareholder Services, PO Box 43077, Providence, Rhode Island 02940-3077 USA

Alternative format:

If you would like to request a copy of the Notice of AGM in an alternative format please contact our Registrar, Computershare, on 0371 495 0105.

Aviva plc

Registered office:
St Helen's, 1 Undershaft,
London EC3P 3DQ

Registered in England and Wales

No. 2468686