



Notice of 2022 Annual General Meeting

The Queen Elizabeth II Centre, Broad Sanctuary,
Westminster, London SW1P 3EE
Monday, 9 May 2022 at 1pm

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.

Chair's letter

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 which will be held at 1pm on Monday, 9 May 2022 at **The Queen Elizabeth II Centre (QEII Centre), Broad Sanctuary, Westminster, London SW1P 3EE** with facilities to attend electronically. It has been three years since we last met in person and the Board and I look forward to meeting with you. You will also be contacted shortly with details of a General Meeting at which our proposal, announced on 2 March 2022, for a significant return of capital will be put to shareholders. This follows the good progress we have made in delivering our strategic goals, including focusing the business in our core markets of the UK, Canada and Ireland.

Shareholders' questions

Your Directors are committed to an open and constructive dialogue with you as a shareholder and we regard the AGM as an important forum for engagement and for the Board to listen to our shareholders. I encourage you to take advantage of this opportunity to ask questions of the Directors.

If you are unable to attend the meeting but would like to ask a question relating to the business of the meeting, please send your question by email to aviva.shareholders@aviva.com, and we will endeavour to provide you with a response as soon as possible.

Arrangements for the meeting

For the 2022 AGM, Aviva has made arrangements for shareholders to attend and participate in the meeting both physically at the QEII Centre (subject to any Government guidelines at the time of the AGM) and electronically. We hope you will be able to join us.

Shareholders planning to attend physically should note that the QEII Centre is currently applying enhanced safety measures in relation to COVID-19 and you can find details of these on page 15. Please note that the QEII Centre's safety measures are subject to change. Shareholders planning to attend electronically should refer to page 16 of this Notice of AGM, where they will find details of the electronic attendance arrangements, including how to vote online and ask questions during the meeting using the Lumi system. You can also send us a video recording of yourself asking your question as outlined in the About the AGM section on page 15.

It is possible that the Government may implement measures to address any developments in the COVID-19 situation. We will provide information on our website www.aviva.com/agm regarding any changes to the AGM arrangements, and we encourage shareholders to check regularly for updates. We also ask shareholders to use the tick box on the Form of Proxy to confirm if they intend to attend the AGM in person at the QEII to help us plan appropriately. Unfortunately, guests of shareholders, other than carers, will not be permitted to attend at the QEII this year.

Board of Directors

Martin Strobel joined the Board as an Independent Non-executive Director on 22 October 2021. Martin is an accomplished director in insurance and private equity and his business leadership and non-executive experience in both the insurance and technology sectors make him a valuable addition to the Board and to the Audit, Nomination & Governance and Risk Committees. In addition, Shonaid Jemmett-Page joined the Board as Independent Non-executive Director on 20 December 2021. Shonaid is an experienced director and her business leadership and broad experience including in the financial services, sustainability and digital sectors make her a valuable addition to the Board and to the Audit, Risk, Customer, Conduct & Reputation and Nomination & Governance Committees. Andrea Blance joined the Board as an Independent Non-executive Director on 21 February 2022. Andrea is an experienced business leader and Board member. Her extensive experience of the financial services industry and a detailed understanding of customers, risk and regulation make her a valuable addition to the Board and to the Audit, Nomination and Governance, Risk and Remuneration Committees.

Patricia Cross and Belén Romana García have confirmed that they will not be seeking re-election at the AGM and will retire from the Board at the end of the meeting. I would like to thank Patricia and Belén for the enormous contribution they have made to Aviva. In addition, following our announcement on 13 January 2022 of our CFO Jason Windsor's resignation, Jason has confirmed that he will not be seeking re-election at the AGM. I would like to thank Jason for his commitment and contribution during his time at Aviva.

The continued effectiveness of the Board, its committees and the Company's Directors was assessed through a formal evaluation process in 2021. Following this evaluation and our recent additions to the Board, the Board recommends the election or re-election of all Directors seeking election or re-election. Biographies for each Director can be found in the Appendix 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 13 and 14 of this Notice of AGM. Information about the Proximity voting platform can be found on page 14 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:

- **1pm on Thursday, 5 May 2022** for ordinary shareholders; or
- **1pm on Friday, 29 April 2022** for members of the Aviva Share Account.

Shareholders attending the AGM physically at the QEII Centre will be provided with poll cards. Shareholders attending the AGM electronically who would like to cast their vote on the day can do so using the facility described on page 16.

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 seeks an advisory vote on our Climate-Related Financial Disclosure. 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 on Climate-Related Financial Disclosures (TCFD) developed a framework with four adoptable recommendations on climate-related financial disclosures around the themes of governance, strategy, risk management and metrics and targets. These require businesses to better understand and explain the risks and opportunities from climate change. Our Climate-Related Financial Disclosure represents Aviva's response to the recommendations of the TCFD.

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
1 April 2022

Notice of 2022 Annual General Meeting

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

Notice is hereby given that the 2022 Annual General Meeting (the AGM) of Aviva plc (Aviva or the Company) will be held on Monday, 9 May 2022 at 1pm at The Queen Elizabeth II Centre (QEII Centre), Broad Sanctuary, Westminster, London SW1P 3EE, 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 19, 20 and 22 to 26 (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 2021 (the Annual Report and Accounts).

1. To receive and consider the Company's Annual Report and Accounts for the financial year ended 31 December 2021.

Directors' Remuneration Report

The Directors' Remuneration Report for 2021 is set out on pages 2.37 to 2.61 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. No changes are proposed to the Directors' Remuneration Policy, which is set out on pages 2.55 to 2.61 and was approved by shareholders at the 2021 AGM.

2. To approve the Directors' Remuneration Report set out on pages 2.37 to 2.61 of the Company's Annual Report and Accounts for the financial year ended 31 December 2021, excluding the Directors' Remuneration Policy set out on pages 2.55 to 2.61 of the Report.

Climate-related financial disclosure

The Company's climate-related financial disclosure for 2021 is set out on pages 1.66 to 1.76 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.

3. To approve the Company's climate-related financial disclosure for 2021 set out on pages 1.66 to 1.76 of the Company's Annual Report and Accounts for the financial year ended 31 December 2021.

Dividend

The final dividend for the year ended 31 December 2021, as recommended by the Directors, is 14.7 pence per ordinary share of 25p nominal value. The record date for the final dividend is Friday, 8 April 2022, and so the final dividend will be paid based on the number of 25p nominal value ordinary shares held by each holder of ordinary shares as at the close of business on that date. Further information on dividends can be found both on page 2.32 of the Annual Report and Accounts and on the Company's website at www.aviva.com/dividends

4. To declare a final dividend for the year ended 31 December 2021 of 14.7 pence per ordinary share of 25p nominal value, payable on Thursday, 19 May 2022:

- a) to ordinary shareholders named on the Register of Members as at the close of business on Friday, 8 April 2022; and
- b) by reference to the number and nominal value of ordinary shares in issue as at the close of business on Friday, 8 April 2022.

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 Thursday, 19 May 2022 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.

Election and Re-election of Directors Resolutions 5 to 14

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 all those who wish to continue to serve will be submitting themselves for election or re-election.

Martin Strobel was appointed to the Board with effect from 22 October 2021 and is recommended for election as Non-Executive Director. Martin has experience in the insurance and technology sectors.

Shonaid Jemmett-Page was appointed to the Board with effect from 20 December 2021 and is recommended for election as Non-Executive Director. She has experience in the financial services, sustainability and digital sectors.

Andrea Blance was appointed to the Board with effect from 21 February 2022 and is also recommended for election as Non-Executive Director. She has experience in the financial services industry and a detailed understanding of customers, risk and regulation.

Patricia Cross, Belén Romana García and Jason Windsor are retiring from the Board and are not seeking re-election. The Board thanks all for their enormous contribution to Aviva.

All other Directors are recommended for re-election. 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 Board is mindful that Michael Mire has served on the Board since September 2013 and is approaching nine years of service. Accordingly, his performance, including his independence, was the subject of a particularly rigorous review. The Board remains satisfied that Michael is independent and adds valuable continuity to the Board.

Notice of 2022 Annual General Meeting continued

The performance and contribution of each Director seeking re-election 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 the Appendix 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

5. To elect Andrea Blance as a Director of the Company.

6. To elect Shonaid Jemmett-Page as a Director of the Company.

7. To elect Martin Strobel as a Director of the Company.

Re-election of Directors

8. To re-elect Amanda Blanc as a Director of the Company.

9. To re-elect George Culmer as a Director of the Company.

10. To re-elect Patrick Flynn as a Director of the Company.

11. To re-elect Mohit Joshi as a Director of the Company.

12. To re-elect Pippa Lambert as a Director of the Company.

13. To re-elect Jim McConville as a Director of the Company.

14. To re-elect Michael Mire 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 2.20 to 2.26 of the Annual Report and Accounts.

15. 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. 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.

Following a competitive tender process, the Company announced on 18 November 2021 its intention to appoint Ernst & Young LLP as its auditor for the financial year ending 31 December 2024, subject to shareholder approval at the 2024 Annual General Meeting. Further details can be found in the Audit Committee report of the Annual Report and Accounts.

PricewaterhouseCoopers LLP, current external auditor, will continue in its role at the current time and, subject to reappointment by the Company's shareholders at the 2022 and 2023 Annual General Meetings, will undertake the audit for the financial years ending 31 December 2022 and 2023. PwC were first appointed as auditors to the Company for the financial year ending 31 December 2012.

16. 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.

17. 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 2023, 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 17, '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 17 seeks to renew the authority granted at the 2021 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 17 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 2023, 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 2021 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.

18. 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 £310,225,980; and**
- b) comprising equity securities (as defined in section 560 of the Act) up to a further aggregate nominal amount of £310,225,980 in connection with an offer by way of a rights issue.**

Unless previously renewed, revoked or varied, the authorities conferred by this resolution 18 shall apply in substitution for all existing authorities under section 551 of the Act (save for any authority conferred by resolution 21) 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 2023 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 18, '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 18 will, if the resolution is passed, authorise the Directors to allot the Company's ordinary shares up to a maximum nominal amount of £310,225,980, 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 Tuesday, 8 March 2022.

Paragraph (b) of resolution 18 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 £310,225,980, 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 Tuesday, 8 March 2022 (and which together with the nominal amount of any shares allotted or rights granted under the authority conferred by paragraph (a) of resolution 18 would amount to £620,451,960 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 18 are in addition to and not in substitution for the authority conferred by resolution 21 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 18 will each expire at the end of the next AGM of the Company or, if earlier, 1 July 2023. 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 Tuesday, 8 March 2022, the Company did not hold any treasury shares.

Disapplications of pre-emption rights

Resolutions 19 and 20, 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 2021 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 19 and 20, which will be proposed as special resolutions:

19. That, subject to the passing of resolution 18, 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 18 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 18 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 £46,533,897; and**

- b) in the case of the authority granted under paragraph (b) of resolution 18, 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 19 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 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 2023 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 19, 'rights issue' has the same meaning given in resolution 18 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.

20. That, subject to the passing of resolution 18, 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 19, 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 18 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 £46,533,897; 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 20 shall apply in substitution for all existing powers under sections 570 and 573 of the Act (save for any power conferred by resolutions 19 and 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 2023 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 19 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 £46,533,897, which represents no more than 5% of the issued ordinary share capital of the Company as at the close of business on Tuesday, 8 March 2022.

The authority being sought in paragraph (b) of resolution 19 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 20, 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 £46,533,897, which represents no more than 5% of the issued ordinary share capital of the Company as at the close of business on Tuesday, 8 March 2022. 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 19 and 20 are in addition to and not in substitution for any authority conferred by resolution 22 but are in substitution for any other existing authorities without prejudice to previous allotments made under such authorities. The authorities conferred by these resolutions 19 and 20 will expire at the conclusion of the next AGM of the Company or, if earlier, 1 July 2023.

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 19 and 20 were used would be £93,067,794, which represents approximately 10% of the issued ordinary share capital of the Company as at the close of business on Tuesday, 8 March 2022.

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 issuances 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 21 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 21 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 21, which will be proposed as an ordinary resolution, and resolution 22, which will be proposed as a special resolution:

21. In addition to the authority granted pursuant to resolution 18, 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 £100,000,000 million in relation to any issuance(s) of UK Solvency II (SII) Instruments where the Directors consider that such 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 21 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 2023 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 21, '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.
- 22. That, subject to the passing of resolution 21, 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 21, and also be empowered to allot equity securities for non-cash consideration, up to an aggregate nominal amount of £100,000,000 million in relation to any issuance(s) 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 22 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 2023 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 22, 'SII Instruments' shall have the same meaning as set out in resolution 21.

Resolution 21, 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 £100,000,000 million in connection with the issue of SII Instruments which is, in aggregate, equivalent to approximately 10.74% of the issued ordinary share capital of the Company as at Tuesday, 8 March 2022, being the latest practicable date before the printing of this document.

Resolution 22, 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 £100,000,000 million in relation to the issue of SII Instruments, which is equivalent to 10.74% of the issued ordinary share capital of the Company as at Tuesday, 8 March 2022, 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 22 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 22 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 21, resolution 22 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 21 and 22 are in addition to the authorities proposed in resolutions 18, 19 and 20, 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 21 and 22 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 21 and 22 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 2023. However, the Directors may seek similar authorities in the future. The Directors have not used the authority to issue SII Instruments granted at the 2021 AGM and have no present intention of exercising these authorities.

Purchase of own ordinary shares by the Company

Resolution 23, which will be proposed as a special resolution, seeks to renew the authority granted at the 2021 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 372 million (representing less than 10% of the issued ordinary share capital of the Company as at the close of business on Tuesday, 8 March 2022). 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 (within the meaning of section 693(4) of the Act).

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 Tuesday, 8 March 2022, there were options and awards over 78,849,446 ordinary shares, which represented 2.12% 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 2021 AGM and the authority proposed to be granted under resolution 23 were exercised in full, these options and awards would represent 2.47% of the Company's issued ordinary share capital calculated as at that date.

This percentage would reduce to 2.35% if no further purchases are made under the authority granted at the 2021 AGM, but the authority proposed to be granted under resolution 23 was exercised in full. As at the close of business on Tuesday, 8 March 2022, the Company did not hold any treasury shares and no warrants over ordinary shares in the capital of the Company existed.

The Company has used its authority to purchase own shares in the market, as granted by shareholders at the last Annual General Meeting held on Thursday, 6 May 2021, as follows. On 12 August 2021 Aviva announced a share buyback of ordinary shares (Share Buyback Programme) for an aggregate purchase price of up to £750 million. On 16 December 2021 Aviva announced the increase and extension of the share buyback programme to £1 billion.

As at Tuesday, 8 March 2022, the Company has purchased under the Share Buyback Programme a total number of 232,630,206 ordinary shares of 25 pence nominal value in Aviva. Shares purchased through the share buyback programme have been cancelled with the exception of 23,246,080 shares that have been purchased and not yet cancelled. Further information on Aviva's share buyback programme can be found on page 2.33 of the annual report and accounts. Information on transactions in own shares is also publicly available via the regulatory information service and on the Company's website at <https://www.aviva.com/investors/aviva-regulatory-announcements/>. The Share Buyback Programme is expected to complete no later than 31 March 2022.

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

23. 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 372 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 2023, 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 24 and 25, which will be proposed as special resolutions, seek to renew the authorities granted at the 2021 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 2023.

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 (within the meaning of section 693(4) of the Act).

Following any such purchase the preference shares so purchased would be cancelled.

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

To consider and, if thought fit, pass the following resolution 24, which will be proposed as a special resolution:

24. 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 2023, 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.

Purchase of own 8⅜% cumulative irredeemable preference shares by the Company

To consider and, if thought fit, pass the following resolution 25, which will be proposed as a special resolution:

25. 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 8⅜% cumulative irredeemable preference shares of £1 each in the capital of the Company (8⅜% preference shares) provided that:

- a) the maximum aggregate number of 8⅜% preference shares authorised to be purchased is 100 million;
- b) the minimum price which may be paid for an 8⅜% preference share is 25 pence (exclusive of expenses payable by the Company in connection with the purchase);

Notice of 2022 Annual General Meeting continued

- c) **the maximum price that may be paid for an 8⅓% 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 8⅓% preference share, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8⅓% preference share is purchased; and**
 - (ii) **an amount equal to the higher of the price of the last independent trade of an 8⅓% preference share and the highest current independent bid for an 8⅓% 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 2023, save that the Company may make a contract to purchase 8⅓% 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 8⅓% preference shares in pursuance of any such contract.**

Notice of meetings other than Annual General Meetings

Resolution 26, 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 2021 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 26, which will be proposed as a special resolution:

- 26. 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

1 April 2022

Appendix

George Culmer ▲

Position: Chair

Nationality: British

Committee Membership: Nomination and Governance Committee (Chair)

Tenure: 2 years 6 months. Appointed to the Board as a Non-Executive Director in September 2019, as Senior Independent Director in January 2020 and as Chair in 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 formerly 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; and held senior management positions at Prudential plc. George has deep insight into the challenges that affect Aviva's businesses and the implications for shareholders and this 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: 2 years 2 months. Appointed to the Board as a Non-Executive Director in January 2020 and as CEO in July 2020

Skills and Experience: Amanda started her career as a graduate at one of Aviva's legacy companies, Commercial Union plc. Since then she has held senior executive roles across the insurance industry. Amanda was previously Group CEO at AXA UK PPP & 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 plc. Amanda has served as Chair of the Association of British Insurers; Chair of the Insurance Fraud Bureau and President of the Chartered Insurance Institute. In 2021, she was appointed by HM Treasury to the role of Women in Finance Charter Champion. Amanda's broad executive experience in the insurance industry makes her well qualified to lead Aviva.

External Appointments: A member of the UK Government's Financial Services Trade Advisory Group and member of the Board of the Geneva Association.

Patrick Flynn ▲

Position: Senior Independent Director

Nationality: Irish

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

Tenure: 2 years 8 months. Appointed to the Board as a Non-Executive Director in July 2019 and as Senior Independent Director in 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. He also served as a Non-Executive Director of the boards of two listed former ING insurance companies, and his 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.

Andrea Blance ▲

Position: Independent Non-Executive Director

Nationality: British

Committee Membership: Audit Committee, Nomination and Governance Committee, Remuneration Committee and Risk Committee

Tenure: 1 month. Appointed to the Board in February 2022

Skills and Experience: Andrea is an experienced business leader and Board member who brings extensive experience of the financial services industry and a detailed understanding of customers, risk and regulation to the Board. Andrea was previously a Non-Executive Director of Scottish Widows, Lloyds Banking Group Insurance and ReAssure Group plc. Andrea has also held a number of senior roles during her executive career including as Strategy and Marketing Director and as Chief Risk Officer of Legal & General Group plc.

External Appointments: Non-Executive Director of Hargreaves Lansdown plc and Provident Financial plc.

Shonaid Jemmett-Page ▲

Position: Independent Non-Executive Director

Nationality: British

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

Tenure: 3 months. Appointed to the Board in December 2021

Skills and Experience: Shonaid is an experienced director and her business leadership and broad experience including in the financial services, sustainability and digital sectors make her a valuable addition to the Board. Shonaid was previously Chair of MS Amlin and has held a number of senior roles during her executive career including as Chief Operating Officer of CDC Group, Global SVP Finance and Information at Unilever and a partner at KPMG.

External Appointments: Chair of Greencoat UK Wind and Cordiant Digital Infrastructure Limited, Senior Independent Director of ClearBank and Non-Executive Director of QinetiQ Group and Caledonia Investments.

▲ Non-Executive Director

■ Executive Director

Appendix continued

Mohit Joshi ▲

Position: Independent Non-Executive Director

Nationality: British

Committee Membership: Nomination and Governance Committee, Risk Committee

Tenure: 1 year 3 months. Appointed to the Board in December 2020

Skills and Experience: Mohit is President of Infosys Limited, 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, Infosys Limited.

Pippa Lambert ▲

Position: Independent Non-Executive Director

Nationality: British

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

Tenure: 1 year 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 benefit programme. Pippa's experience contributes significantly to the Board discussions 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: 1 year 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 to 2012, and he 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 the Customer, Conduct and Reputation Committee. Jim's expertise significantly adds to the knowledge and expertise of the Audit Committee, Risk Committee and Nomination and Governance Committee.

External Appointments: Trustee of the Leuchie Forever Fund and of the National Galleries of Scotland.

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: 8 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 through his governmental experience, he brings a unique perspective and insight to the Board.

External Appointments: Chairman of HM Land Registry and Luther Systems Ltd, Non-Executive Director of the Department of Health and Social Care and Senior Adviser to Lazard.

Martin Strobel ▲

Position: Independent Non-Executive Director

Nationality: Swiss

Committee Membership: Audit Committee, Nomination and Governance Committee and Risk Committee.

Tenure: 5 months. Appointed to the Board in October 2021

Skills and Experience: Martin is an accomplished director in insurance and private equity and his business leadership and non-executive experience in both the insurance and technology sectors make him a valuable addition to the Aviva Board. Martin was most recently Senior Independent Director of RSA Insurance plc. He has held a number of senior roles during his career including as Group CEO of Baloise-Holding AG, Operating Partner of Advent International and with the strategy consulting firm Boston Consulting Group.

External Appointments: Vice Chair and Lead Independent Director of Partners Group Holding AG and Deputy Chair of MSG Life AG.

▲ Non-Executive Director

■ Executive Director

Notes

Information for shareholders

Share capital / voting rights

At the close of business on Tuesday, 8 March 2022 (being the latest practicable business day prior to the publication of this Notice of AGM) the issued share capital of the Company was 3,722,711,764 ordinary shares of 25 pence each, 100 million 8¼% cumulative irredeemable preference shares of £1 each and 100 million 8½% cumulative irredeemable preference shares of £1 each. Each ordinary share carries the right to one vote. The preference shares do not carry voting rights. The issued share capital includes 23,246,080 ordinary shares purchased through the Share buyback programme with cancellation pending. No shares are held in treasury. Therefore, the total voting rights in the Company as at the close of business on Tuesday, 8 March 2022 was 3,699,465,684.

Documents for inspection

Copies of: (i) the Executive Directors' employment contracts; (ii) the Non-Executive Directors' letters of appointment; and (iii) qualifying third-party indemnity provisions of which the Directors have the benefit; will be 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 12:45pm until the close of the meeting.

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/agma

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 reflect the number of shares held by a shareholder. This reflects the Company's established practice, and the Board considers that a poll is the best way of representing the views of as many shareholders as possible in the voting process.

Shareholders who attend the meeting electronically will be able to vote online at the meeting using the [AGM website, https://web.lumiagm.com](https://web.lumiagm.com). Further details can be found in the About the AGM section on page 15.

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.

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 physically at the QEII Centre or electronically and voting at the meeting.

If you're unable to attend the meeting or wish to register your proxy appointment/voting instruction now you can do so as follows:

• 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 **1pm on Thursday, 5 May 2022**. 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.

Notes continued

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 **1pm on Thursday, 5 May 2022** 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 Tuesday, 29 March 2022, 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 Tuesday, 3 May 2022**.

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 **1pm on Thursday, 5 May 2022** 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 **1pm on Friday, 29 April 2022** 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.

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.

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 Thursday, 5 May 2022 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 2022 will be held at **The Queen Elizabeth II Centre (QEII Centre), Broad Sanctuary, Westminster, London SW1P 3EE** on **Monday, 9 May 2022 at 1pm**, with facilities to attend electronically.

Time of the meeting

11:30am - Registration commences at the QEII Centre for shareholders attending physically.

11:30am - Access to the AGM website begins for shareholders attending electronically.

12:30pm - The Churchill doors open for shareholders at the QEII Centre.

1pm - The AGM commences

Attending the AGM at the QEII Centre

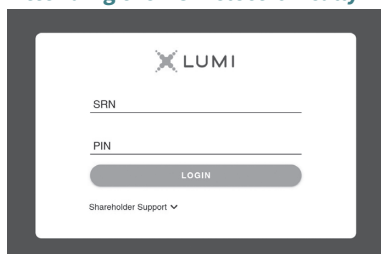
Please bring with you the Attendance Card, which is attached to the Form of Proxy or Aviva SA Voting Instruction Form, if you attend the AGM physically at the QEII Centre. If you don't have an Attendance Card your right to attend will be verified by the Company's Registrar, Computershare.

Representatives of corporate shareholders will have to produce evidence of their proper appointment when attending the AGM. Please contact Computershare if you need any further guidance on this.

The QEII Centre have provided safety measures required for all visitors, as summarised below. These are correct at the time of publishing and any material changes to these requirements will be published on our website at www.aviva.com/agm

Please monitor your health in the run up to the AGM. If you feel unwell or are displaying any symptoms of COVID-19, flu or colds, we strongly advise that you stay at home. Temperature checks will be completed on arrival and you will be asked to use hand sanitisers located in the entrance. We recommend shareholders attending the AGM wear a face mask when in public areas and carry out regular 20 second hand washes.

Attending the AGM electronically

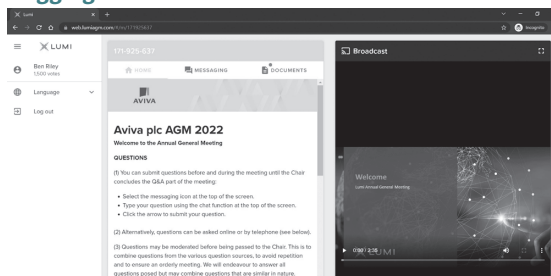


Shareholders can attend and participate in the meeting electronically, should they wish to do so.

The Lumi AGM website can be accessed online using most well-known internet browsers such as 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/171-925-637> 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 your responsibility to ensure you remain connected for the duration of the meeting.

Logging In



On accessing the website <https://web.lumiagm.com/171-925-637>, you will be asked 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 11:30am on Monday, 9 May 2022; 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

During the meeting, there will be an opportunity for shareholders, proxies and corporate representatives to ask questions on the business of the meeting. If you are attending the AGM at the QEII Centre and wish to ask a question, please make your way to the question registration desk in the Pickwick on the first floor, before the meeting starts, where a marshal will assist you. During the meeting questions may be registered at the question registration desk in the Churchill. If you are attending the AGM electronically, you may submit questions via the Lumi system, as described on page 16.

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.

If you're unable to attend the meeting but would like to ask a question relating to the business of the meeting, please send your question by email to aviva.shareholders@aviva.com, and we will endeavor to provide you with a response as soon as possible.

Notes continued

Asking questions online during the meeting



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 top of the screen. To submit your question, click the send button to the right of the text box.

If you cannot attend at the QEII and would like to ask your question in person, you can send a video recording of yourself asking your question. Please contact us by email to aviva.shareholders@aviva.com for further information, and instructions on how to submit your video, by no later than 12noon on Thursday, 5 May 2022. By submitting a video question, you consent to your video being played during the AGM broadcast; please note that the AGM recording will also be made publicly available on our corporate website after the meeting.

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.

Transport and venue arrangements for the QEII Centre

A map showing the location of the AGM is available on your Attendance Card, which has either been sent to you or is available online at www.investorcentre.co.uk/eproxy

- The nearest mainline stations to the QEII Centre are Charing Cross Station and Victoria Station whilst the nearest underground stations are Westminster and St James's Park.
- The nearest car park to the QEII Centre is Q-Park Westminster, Great College Street, Westminster, London SW1P 3RX.
- For your personal safety and security, the bags of everyone attending the meeting will be checked. Any large bags should be stored in the cloakroom. We recommend that you arrive in time to allow for this procedure.
- Cameras, recording equipment and other items that may interfere with the good order of the meeting will not be permitted in the Churchill. You will also be requested to turn off mobile telephones and other portable electronic devices.

Shareholders with special needs

- An induction loop and a speech-to-text transcription will be available for people who are deaf or hard of hearing.
- There will be a facility for shareholders who are in a wheelchair. Anyone accompanying a shareholder in need of assistance will be admitted to the meeting as a guest of that shareholder.

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.

Data privacy:

Personal data provided by you, or on your behalf, which relates to you as a shareholder (including your name, contact details, votes and shareholder reference number) will be processed in line with the Company's privacy policy which is available at www.aviva.com/investors/shareholder_privacy_policy/

Aviva plc

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London EC3P 3DQ

Registered in England and Wales

No. 2468686