

Company Number: 2468686

**COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**

**Special Resolutions**  
**of Aviva plc**

**Passed on 30 April 2025**

At the Annual General Meeting of the above-named Company, duly convened and held at The Aviva Centre, Brierly Furlong, Stoke Gifford, Bristol, BS34 8SW on Wednesday, 30 April 2025, the following resolutions were duly passed as special resolutions of the Company:

**Resolution 23**

**Disapplication of pre-emption rights**

That, subject to the passing of resolution 21, the Directors be generally empowered, pursuant to section 570 of 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 21 and/or pursuant to section 573 of the Act 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 21 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;
  - ii. and otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £88 million; and
- b. in the case of the authority granted under paragraph (b) of resolution 21, to the allotment of equity securities in connection with a fully pre-emptive offer.

Unless previously renewed, revoked or varied, the powers conferred by this resolution 23 shall apply in substitution for all existing powers under sections 570 and 573 of the Act (save for any power conferred by resolution 24) 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 2026 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 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 23, 'pre-emptive offer' means an offer of equity securities open or 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 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.

## **Resolution 24**

### **Disapplication of pre-emption rights - Solvency II**

That, subject to the passing of resolution 22, the Directors be empowered, pursuant to section 570 of 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 £150 million in relation to any issuance(s) of SII Instruments and/or, to the extent applicable and subject to completion of the Acquisition, the issue of ordinary shares in the Company upon any conversion of the Direct Line RT1s pursuant to the terms and conditions of the Direct Line RT1s, 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 24 shall apply in addition to all other authorities under section 570 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 2026 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 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 24, 'SII Instruments' shall have the same meaning as set out in resolution 22.

## **Resolution 25**

### **Purchase of own ordinary shares by the Company**

That, in accordance with section 701 of 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 32 17/19 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 267 million;
- b. the minimum price which may be paid for an ordinary share is 32 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 the higher of:
  - i. an amount equal to 105% of the average market quotation for an ordinary share, as derived from the London Stock Exchange Daily Official List over the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
  - ii. an amount equal to the higher of the price of the last independent trade and the highest current independent purchase bid for an ordinary share on the trading venues 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 2026, 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.

## **Resolution 26**

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

That, in accordance with section 701 of 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 the higher of:
  - i. an amount equal to 105% of the average market quotation for an 8¾% preference share, as derived from the London Stock Exchange Daily Official List over the five business days immediately preceding the day on which that 8¾% preference share is contracted to be purchased; and
  - ii. an amount equal to the higher of the price of the last independent trade and the highest current independent purchase bid for an 8¾% preference share on the trading venues 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 2026, 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.

## **Resolution 27**

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

That, in accordance with section 701 of 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);
- c. the maximum price that may be paid for an 8⅜% preference share (exclusive of expenses payable by the Company in connection with the purchase) is the higher of:
  - i. an amount equal to 105% of the average of the middle-market quotations for an 8⅜% preference share, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8⅜% preference share is contracted to be purchased; and
  - ii. an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an 8⅜% preference share on the trading venues 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 2026, save that the Company may make a contract to purchase 8⅜% 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 8⅜% preference shares in pursuance of any such contract.

## **Resolution 28**

### **Notice of meetings other than Annual General Meetings**

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.

**Susan Kuczynska**  
**Group Company Secretary**