

**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, bank manager, 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 to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



**Lord Sharman of Redlynch OBE**  
Chairman

26 March 2009

**To Aviva plc ordinary shareholders, Aviva Share Account members and participants in the Aviva Group's all employee share ownership plans.**

**Dear Shareholder**

**Annual General Meeting**

I am pleased to enclose a copy of the Company's 2009 Notice of Annual General Meeting. The meeting will be held on Wednesday, 29 April 2009 at 11am, at the Barbican Centre, Silk Street, London EC2Y 8DS. I hope you will be available to attend. Andrew Moss, the Chief Executive, will give a presentation on Aviva's performance in 2008, which will also be available to view and download from the Company's website at [www.aviva.com/agm](http://www.aviva.com/agm) shortly after the meeting.

Hard copies of the 2008 Annual Review or Annual Report and Accounts are also enclosed for those shareholders who have elected to receive them. If you are in this category, however, you may care to consider the benefits of accessing this documentation, in the future, from our website. For this purpose, we have enclosed a Shareholder Communications Election Form, containing the relevant options. Please let us know your preferences by completing and returning the form. If no response is received by Thursday, 23 April 2009 then, in accordance with relevant legislation, you will be deemed to have elected to access all documentation from our website, and you will receive written notification when new shareholder communications and documentation are available to view and download.

**Business of Meeting**

**You will note that resolution 17 seeks approval from shareholders for the operation of a scrip dividend scheme ("the Scrip Scheme"). The Scrip Scheme (conditional on approval) will allow you to receive dividends in the form of ordinary shares in the Company as an alternative to receiving cash. This will include the final dividend for 2008 payable on 15 May 2009. It replaces the existing Dividend Reinvestment Plan which is withdrawn with immediate effect. If you are currently a member of this plan you will receive your dividends in cash unless you elect to join the Scrip Scheme. You will be receiving a communication shortly explaining how to join the Scrip Scheme, together with full details of the scheme.**

I would also like to draw your particular attention to the following items of business in the Notice of Annual General Meeting. First, the Board wishes to take advantage of recent best practice guidance from the Association of British Insurers allowing the allotment, by the directors, of up to two-thirds of the Company's issued share capital and resolution 12 seeks authority to this effect. By resolution 15, the Board is seeking authority to preserve the Company's existing ability to call general meetings, other than an annual general meeting, on not less than 14 clear days' notice, which would otherwise be removed by the Shareholder Rights Directive.

**Board of Directors**

At the end of 2008, Guillermo de la Dehesa retired as a non-executive director after nine years on the Company's Board and Wim Dik will be retiring without seeking re-election at the end of the 2009 AGM, having also served for nine years. Our profound gratitude goes to them both for their invaluable contribution to the Board and the growth of the Company.

Wim Dik relinquished his position as senior independent non-executive director and was replaced with effect from January 2009 by Richard Goeltz in order to allow for a smooth transition period. The last year also saw the appointment of Mark Hodges and Euleen Goh to the Board and they are both proposed for election by shareholders at the 2009 Annual General Meeting.

**Chairman's letter continued****Shareholders' Questions**

The directors are committed to an open and constructive dialogue with you as a shareholder and we regard the Annual General Meeting as an important forum for engagement, particularly with private shareholders. We therefore welcome the opportunity to address any questions you may have. As in previous years, if you are unable to attend the meeting, a reply paid Question Form is included at the end of this document for you to ask a question relating to the business of the meeting. Alternatively, the Company's website, [www.aviva.com/agm](http://www.aviva.com/agm), contains a facility to submit questions electronically. A leaflet will be produced with the answers to the most frequently asked questions, which will be available at the meeting and afterwards on the Company's website.

**Voting Arrangements**

**Voting at the meeting will, as in previous years, be taken on a poll and I would encourage you to use your vote either by attending in person, voting electronically online or completing and returning the relevant voting card(s) by post. A reply paid envelope addressed to the Company's Registrar, Equiniti, is enclosed for this purpose. A postage stamp is not required if posted in the United Kingdom. Kindly return completed voting cards to Equiniti, as soon as possible but in any event to arrive by no later than 11am on Monday, 27 April 2009. If you wish to vote electronically you can do so through [www.aviva.com/agm](http://www.aviva.com/agm). The return of a voting card will not prevent you from attending the meeting in person and further details of how to vote are included at the end of this document. If you are entitled to attend, speak and vote at the Annual General Meeting you may appoint a proxy to exercise these rights in your place and more than one proxy can be appointed, provided that each proxy is appointed to exercise the rights attached to different shares.**

Your Board considers that each of the proposed resolutions would promote the success of the Company for your benefit as a shareholder. 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



Lord Sharman of Redlynch  
Chairman

## Notice of Annual General Meeting

*For ease of reference the formal resolutions are in black text and the explanatory notes given in respect of each resolution are in grey text.*

Notice is hereby given that the Annual General Meeting of Aviva plc will be held on Wednesday, 29 April 2009 at 11am, at The Barbican Centre, Silk Street, London EC2Y 8DS for the following purposes:

- 1 To receive and consider the Company's Annual Accounts, together with the Reports of the Directors and the Auditor for the financial year ended 31 December 2008.**

The directors are required to present to the meeting the Company's audited annual accounts and related directors' and auditor's reports for the financial year ended 31 December 2008.

- 2 To declare a final dividend for the year ended 31 December 2008.**

If resolution 2 is approved by shareholders the final dividend for the year ended 31 December 2008 will be paid on 15 May 2009 to shareholders whose names are in the Register of Members at the close of business on 27 March 2009. The dividend recommended by the directors is contained in the Annual Report and Accounts and the Annual Review.

- 3 To elect Mark Hodges as a director of the Company.**

Mark Hodges was appointed to the Board on 26 June 2008. He has worked with the group for over 18 years and has held a number of senior roles. Currently, he is the Chief Executive of Norwich Union Life, a position he has held since April 2006, and a member of the Aviva Group Executive Committee.

Since becoming a director, Mr Hodges has made a significant contribution to the Board's discussions and brings a wealth of experience and knowledge about the group's business, as well as a rare mix of operational and strategic expertise. Having reviewed Mr Hodges' performance, the Board recommends that Mr Hodges be elected as a director.

- 4 To elect Euleen Goh as a director of the Company.**

Euleen Goh was appointed to the Board on 1 January 2009. She currently sits as a non-executive director on the boards of Singapore Airlines Limited, (where she chairs the Audit Committee), MediaCorp Pte Ltd, DBS Bank Ltd, DBS Group Holdings Ltd and the Singapore Exchange Limited. Ms Goh had a 21 year career at Standard Chartered Bank in Singapore and was Chief Executive there between 2002 and 2006. Before that she was Financial Controller with Pontiac Land, which she joined from PricewaterhouseCoopers in 1982.

Since becoming a director, Ms Goh has made a significant contribution to the Board's discussions and brings substantial experience and knowledge both from an executive and non-executive standpoint, in addition to a fresh insight into important areas of business activity for Aviva in South East Asia. Through its Nomination Committee, the Board has undertaken appropriate due diligence on Ms Goh's other interests and her time commitments and has concluded that she is free from any relationship or circumstances that could affect her judgement. Accordingly, the Board recommends that Ms Goh be elected as a director.

*Ms Goh is a member of the Audit and Corporate Social Responsibility Committees.*

**Note to resolutions 3 and 4, above.**

Under the Company's Articles of Association, any director appointed by the Board since the date of the last Annual General Meeting shall be elected to the Board by shareholders at the following Annual General Meeting.

- 5 To re-elect Mary Francis, CBE as a director of the Company.**

Mary Francis was appointed to the Board on 1 October 2005. She is currently senior independent director of Centrica plc, a non-executive director of St Modwen Properties plc and a director of Almeida Theatre Company Limited. Mrs Francis is also a senior adviser to Chatham House and Governor of the Pensions Policy Institute. She was formerly Director General of the Association of British Insurers, a non-executive director of the Bank of England, Alliance and Leicester plc and Fund Distribution Limited and a senior civil servant.

Through its Nomination Committee, the Board has undertaken appropriate due diligence on Mrs Francis' other interests and her time commitments and has concluded that she continues to be free from any relationship or circumstances that could affect the exercise of her independent judgment. Accordingly, the Board, having reviewed Mrs Francis' performance and the contribution she makes, recommends that she be re-elected as a director.

*Mrs Francis is chairman of the Risk and Regulatory Committee and a member of the Audit and Remuneration Committees.*

- 6 To re-elect Carole Pivnica as a director of the Company.**

Carole Pivnica was appointed to the Board on 8 May 2003. She is a member of the New York and Paris Bars. Mrs Pivnica is currently a director of Naxos UK and a non-executive director of Toepfer International GmbH, Dairy Crest Group plc and a member of the biotech advisory board of Monsanto. She was formerly a non-executive director and vice-chairman of governmental affairs for Tate & Lyle plc and a non-executive director of S A Spadel N.V. and former chairman of Amylum Group.

Through its Nomination Committee, the Board has undertaken appropriate due diligence on Mrs Pivnica's other interests and her time commitments and has concluded that she continues to be free from any relationship or circumstances that could affect the exercise of her independent judgment. Accordingly, the Board, having reviewed Mrs Pivnica's performance and the contribution she makes, recommends that she be re-elected as a director.

*Mrs Pivnica is chairman of the Corporate Social Responsibility Committee and a member of the Remuneration Committee.*

- 7 To re-elect Russell Walls as a director of the Company.**

Russell Walls was appointed to the Board on 3 May 2004. He is currently a non-executive director of Signet Jewelers Ltd and chairman of its Audit Committee, non-executive director of Delphic Diagnostics Limited and Treasurer and Trustee of The British Red Cross. Mr Walls was formerly Group Finance Director of BAA plc, Wellcome plc, and Coats Viyella plc. He was also a senior independent director of Stagecoach Group plc and Hilton Group plc and a non-executive director of the Mersey Docks and Harbour Company.

Through its Nomination Committee, the Board has undertaken appropriate due diligence on Mr Walls' other interests and his time commitments and has concluded that he continues to be free from any relationship or circumstances that could affect the exercise of his independent judgment. Accordingly, the Board, having reviewed Mr Walls' performance and the contribution he makes, recommends that he be re-elected as a director.

*Mr Walls is chairman of the Audit Committee and a member of the Risk and Regulatory and Nomination Committees.*

**Notice of Annual General Meeting continued****8 To re-elect Richard Karl Goeltz as a director of the Company.**

Richard Goeltz was appointed to the Board on 3 May 2004. He is currently a non-executive director of the Warnaco Group Inc, the New Germany Fund, the Central Europe and Russia Fund, the European Equity Fund and a Governor of the London School of Economics and Political Science. He was formerly the Chief Financial Officer of American Express Company and Natwest Group plc. Former non-executive director of Delta Air Lines, Inc and Federal Home Loan Mortgage Corporation (Freddie Mac), and a former member of the Accounting Standards Board (UK).

Through its Nomination Committee, the Board has undertaken appropriate due diligence on Mr Goeltz's other interests and his time commitments and has concluded that he continues to be free from any relationship or circumstances that could affect the exercise of his independent judgment. Accordingly, the Board, having reviewed Mr Goeltz's performance and the contribution he makes, recommends that he be re-elected as a director.

*Mr Goeltz is the senior independent director and a member of the Nomination and Audit Committees.*

**Note to resolutions 5 to 8, above.**

Under the Company's Articles of Association, one-third of the directors are obliged to retire by rotation at each Annual General Meeting and no director may serve for more than three years without being re-elected by shareholders. Mrs Francis, Mrs Piwica, Mr Walls and Mr Goeltz, whose biographical details are set out above and in the Company's Report and Accounts and Annual Review, will all retire by rotation this year in accordance with the Articles of Association and are proposed for re-election through the separate resolutions numbered 5 to 8, above.

**9 To reappoint Ernst & Young 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 annual accounts are laid.**

Auditors have to be appointed at each general meeting at which annual accounts are presented to shareholders. Ernst & Young LLP has advised of its willingness to stand for reappointment as the auditor of the Company.

**10 To authorise the directors to determine the auditor's remuneration.**

The remuneration of auditors must be fixed by the Company in a general meeting or in such manner as the Company may determine in a general meeting. The usual practice is for shareholders to resolve at the Annual General Meeting that the directors decide on such remuneration.

**Increase in Authorised Share Capital****11 That the authorised share capital of the Company be increased from £1,950,000,000 and €700,000,000 to £2,500,000,000 and €700,000,000 by the creation of 2,200,000,000 ordinary shares of 25 pence each.**

Resolution 11 seeks to increase the authorised share capital of the Company from £1,950,000,000 and €700,000,000 to £2,500,000,000 and €700,000,000 by the creation of 2,200,000,000 ordinary shares of 25 pence each, which represents a 28% increase in the authorised ordinary share capital of the Company. The directors have no present intention of issuing new shares, save as stated in the explanatory note to resolution 12. This resolution is therefore being proposed so that the authorities sought in resolution 12 could be exercised in full if appropriate in the future (please see the explanatory note to resolution 12 for further details).

**12 That, in substitution for all existing authorities and without prejudice to previous allotments, offers or agreements made under such authorities, the directors of the Company be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot:**

- (a) relevant securities (within the meaning of Section 80 of the Act) up to an aggregate nominal amount of £221,475,135; and
- (b) relevant securities comprising equity securities (within the meaning of Section 94 of the Act) up to an aggregate nominal amount of £442,950,270 (such amount to be reduced by the nominal amount of any relevant securities issued under paragraph (a) of this resolution 12) in connection with an offer by way of rights issue:
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to 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,

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which they 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, such authorities to apply (unless previously renewed, varied or revoked by the Company in general meeting) until 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 2010 but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require relevant securities to be allotted after the authority expires and the directors of the Company may allot relevant securities under any such offer or agreement as if the authority conferred hereby had not expired.

The authority conferred on the directors at last year's Annual General Meeting to allot the authorised but unissued share capital of the Company expires at the conclusion of the forthcoming Annual General Meeting. The Board recommends that this authority be renewed and paragraph (a) of resolution 12 will, if passed, authorise the directors to allot the Company's unissued shares up to a maximum nominal amount of £221,475,135, which represents an amount which is equal to one-third of the aggregate nominal value of the issued and unconditionally allotted ordinary share capital of the Company (excluding treasury shares) as at close of business on 10 March 2009. As at close of business on 10 March 2009, the Company did not hold any treasury shares.

In December 2008 the Association of British Insurers issued new guidance on the approval of allotments of shares, in which it stated that, in addition to requests for authorisation to allot new shares in an amount up to one-third of the existing issued share capital of a company, it would regard as routine requests to authorise the allotment of a further one-third in connection with a rights issue. In light of this, paragraph (b) of resolution 12 proposes that a further authority be conferred on the directors to allot unissued shares in connection with a rights issue in favour of holders of equity securities (which would include ordinary shareholders) as required by the rights of those securities or as the directors may otherwise consider necessary, up to a maximum aggregate nominal amount of £442,950,270, which represents an amount which is equal to two-thirds of the aggregate nominal value of the issued and unconditionally allotted ordinary share capital of the Company as at close of business on 10 March 2009 (such amount to be reduced by the nominal amount of any relevant securities issued under the authority conferred by paragraph (a) of resolution 12).

In the event that this further authority is exercised, the directors intend to follow emerging best practice as regards its use (including the requirement for directors to stand for re-election) as issued by the Association of British Insurers.

The authorities sought in paragraphs (a) and (b) of resolution 12 are in substitution for all existing authorities, granted in the Company's Articles of Association or otherwise, and without prejudice to previous allotments made under such existing authorities. The authorities will each expire at the earlier of the conclusion of the next Annual General Meeting of the Company and 1 July 2010. Other than in relation to the Company's employee share plans and the operation of the Company's scrip dividend scheme (assuming the passing of resolution 17), 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 they determine that it is appropriate to do so.

**To consider and, if thought fit, pass the following resolution 13 which will be proposed as a special resolution:**

**13** That, in substitution for all existing powers and without prejudice to previous allotments, offers or agreements made under such powers, and subject to the passing of resolution 12, the directors of the Company be generally empowered pursuant to Section 95 of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of Section 94(2) of the Act) for cash pursuant to the general authorities conferred by resolution 12 and/or where the allotment constitutes an allotment of equity securities by virtue of Section 94(3A) of the Act, in each case free of the restriction in Section 89(1) of the Act, such power to be limited:

- (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of resolution 12, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholdings; and
  - (ii) to 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,

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which it considers 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; and

- (b) to the allotment of equity securities pursuant to the authority granted under paragraph (a) of resolution 12 and/or an allotment which constitutes an allotment of equity securities by virtue of Section 94(3A) of the Act (in each case, otherwise than in the circumstances set out in paragraph (a) of this resolution 13) up to an aggregate nominal amount of £33,221,270,

such power to apply (unless previously renewed, varied or revoked by the Company in general meeting) until 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 2010 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 any such offer or agreement as if the power conferred hereby had not expired.

Resolution 13, which will be proposed as a special resolution, seeks to renew the authority conferred on the directors at last year's Annual General Meeting to issue equity securities of the Company for cash without application of the pre-emption rights provided by Section 89 of the Act. The authority being sought provides for non-pre-emptive allotments of equity securities (i) to ordinary shareholders in proportion to their existing shareholdings, (ii) to holders of other equity securities as required by, or subject to (as the directors consider necessary), the rights of those securities, and to deal with treasury shares, fractional entitlements and legal and practical problems in any territory, for example on a rights issue or other similar share issue and (iii) for cash up to an aggregate nominal value of £33,221,270, which represents less than 5% of the issued ordinary share capital of the Company as at close of business on 10 March 2009. The authority being sought is in substitution for all existing authorities, granted in the Company's Articles of Association or otherwise, and without prejudice to previous allotments made under such authorities and will expire at the earlier of the conclusion of the next Annual General Meeting of the Company and 1 July 2010.

The authority sought and the limits set by this resolution will also disapply the application of Section 89 of the Act from a sale of treasury shares to the extent also specified in this resolution.

In accordance with the guidelines issued by the Pre-Emption Group, the Board confirms its intention that no more than 7.5% of the issued share capital will be issued for cash on a non-pre-emptive basis during any rolling three year period.

**14** To approve the Directors' Remuneration Report contained within the Report and Accounts and the auditor's report on the part of the Directors' Remuneration Report which is required to be audited for the financial year ended 31 December 2008.

In accordance with Section 241A of the Act, shareholders are required to approve the Directors' Remuneration Report. The Directors' Remuneration Report for 2008 is set out on pages 100 to 119 of the full Report and Accounts and a summary is set out on pages 21 to 27 of the Annual Review.

**To consider and, if thought fit, pass the following resolution 15 which will be proposed as a special resolution:**

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

**15** That a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice, provided that this authority expires at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution.

This resolution, which will be proposed as a special resolution, is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulations implementing this Directive will increase the notice period for general meetings of the Company to 21 days. The Company is currently able to call general meetings other than an annual general meeting on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. This resolution seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed in order to renew this power.

The Directive provides that from 3 August 2009, the Company will need to ensure that it offers the facility for shareholders to vote by electronic means accessible to all shareholders if it is to call meetings on 14 days' notice. The Company already provides the ability to vote electronically online, however, if something further is needed to fulfil this requirement in the future, we will inform shareholders accordingly.

**Notice of Annual General Meeting continued****Political donations**

- 16** That 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 be authorised to:
- (a) make political donations to political parties or independent election candidates (as such terms are defined in Sections 363 and 364 of the Companies Act 2006), not exceeding £100,000 in aggregate;
  - (b) make political donations to political organisations other than political parties (as such terms are defined in Sections 363 and 364 of the Companies Act 2006), not exceeding £100,000 in aggregate; and
  - (c) incur political expenditure (as such term is defined in Section 365 of the Companies Act 2006), not exceeding £100,000 in aggregate,
- during the period beginning on the date of this resolution and ending on 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 2010, provided that the maximum amounts referred to in (a), (b) and (c) may comprise sums in different currencies which shall be converted at such rate as the Board may in its absolute discretion determine to be appropriate.

Resolution 16 seeks to renew the authority granted at last year's Annual General Meeting for the Company and its subsidiaries to make political donations to political parties, to other political organisations and to independent election candidates or to incur political expenditure.

It is not the policy of the Company to make political donations of this type and the directors have no intention of changing that policy. However, as a result of the wide definitions in the Companies Act 2006 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, national and European 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 Companies Act 2006. In this regard, the Report and Accounts indicates that, during the year, the Company sponsored events in support of the rebranding of Norwich Union to Aviva, which could be construed to fall within these provisions.

This resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Companies Act 2006 and is intended to authorise normal donations and expenditure. If passed, resolution 16 would allow the Company and its subsidiaries to make donations to political parties, other political organisations and independent election candidates and to incur political expenditure (as defined in the Companies Act 2006) up to an aggregate limit of £100,000 during the period up to 12 months after the passing of the resolution whilst avoiding inadvertent infringement of the statute. Any political donation made or political expenditure incurred which is in excess of £2,000 will be disclosed in the Company's Report and Accounts for next year, as required by the Companies Act 2006. The authority will not be used to make political donations within the normal meaning of that expression.

**Scrip Dividend**

- 17.** That the directors be generally and unconditionally authorised to:
- a) exercise the power conferred on them by article 31.16 of the Company's Articles of Association as from time to time varied so that, to the extent and in the manner determined by the directors, the holders of ordinary shares in the Company be permitted to elect to receive new ordinary shares in the Company, credited as fully paid, instead of the whole or any part of any cash dividends (including interim dividends) paid by the directors or declared by the Company in general meeting (as the case may be) on or after 29 April 2009 and on or before 28 April 2014; and
  - b) to capitalise an amount equal to the aggregate nominal value of the new ordinary shares of the Company to be allotted pursuant to any elections made as aforesaid out of the amount standing to the credit of reserves (including any share premium account or capital redemption reserve) or the profit and loss account, as the directors may determine, to apply such sum in paying up such ordinary shares in the Company in full and to allot such ordinary shares to the shareholders of the Company validly making such elections in accordance with their respective entitlements.

Article 31.16 of the Company's Articles of Association provides for the directors to be given authority by ordinary resolution in order to offer shareholders the choice of receiving their dividends in cash or as fully paid ordinary shares by way of a scrip dividend. The authority sought pursuant to resolution 17 will allow the Board to introduce and operate a scrip dividend scheme ("the Scrip Scheme"), which will offer holders of ordinary shares in the Company the option to elect to receive fully paid ordinary shares in the Company instead of the whole or any part of their cash dividend in the future. This authority, if given, will be for a period of five years from the date of the Annual General Meeting.

As announced in conjunction with the announcement of our preliminary results, the Board proposes, subject to shareholder approval, to introduce the Scrip Scheme commencing with the 2008 final dividend proposed in resolution 2. Full details of the proposed Scrip Scheme will be sent to shareholders shortly together with a mandate form. The Company's current Dividend Reinvestment Plan has been withdrawn.

**To consider and, if thought fit, pass the following resolutions  
18, 19 and 20 which will be proposed as special resolutions:**

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

- 18.** That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 25 pence each in the capital of the Company ("ordinary shares") provided that:
- the maximum aggregate number of ordinary shares authorised to be purchased is 265 million (representing less than 10% of the issued ordinary share capital);
  - the minimum price which may be paid for an ordinary share is 25 pence;
  - the maximum price which may be paid for an ordinary share is an amount equal to 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
  - 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 2010 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.

This resolution, which will be proposed as a special resolution, renews the authority granted at last year's Annual General Meeting, which expires on the date of the forthcoming Annual General Meeting and gives the Company authority to buy back its own ordinary shares in the market as permitted by the Companies Act 1985. The authority limits the number of shares that could be purchased to a maximum of 265 million (representing less than 10% of the issued share capital of the Company as at close of business on 10 March 2009) and sets minimum and maximum prices. This authority will expire no later than 15 months after the date of the Annual General Meeting.

The directors have no present intention of exercising the authority to purchase the Company's ordinary shares 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 result in an increase in earnings per share and would be in the best interests of shareholders generally.

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

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

As at close of business on 10 March 2009, there were options and awards over 43,741,100 ordinary shares in the capital of the Company, which represented 1.6% of the Company's issued ordinary share capital (excluding treasury shares) as at that date. If the remainder of the authority to purchase the Company's ordinary shares granted at last year's Annual General Meeting and the authority proposed to be granted under resolution 18 were both exercised in full these options and awards would, assuming no further ordinary shares are issued after that date, represent 2.1% of the Company's issued ordinary share capital (excluding treasury shares) as at that date. This percentage would reduce to 1.8% if no further purchases are made under the authority granted at last year's Annual General Meeting but the authority proposed to be granted under resolution 18 was exercised in full. As at close of business on 10 March 2009, the Company did not hold any treasury shares and no warrants over ordinary shares in the capital of the Company existed.

**Purchase of own 8<sup>3</sup>/<sub>4</sub>% cumulative irredeemable preference shares by the Company**

- 19** That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of 8<sup>3</sup>/<sub>4</sub>% cumulative irredeemable preference shares of £1 each in the capital of the Company ("8<sup>3</sup>/<sub>4</sub>% preference shares") provided that:
- the maximum aggregate number of 8<sup>3</sup>/<sub>4</sub>% preference shares authorised to be purchased is 100 million;
  - the minimum price which may be paid for an 8<sup>3</sup>/<sub>4</sub>% preference share is 25 pence;
  - the maximum price which may be paid for an 8<sup>3</sup>/<sub>4</sub>% preference share is an amount equal to 105% of the average of the middle-market quotations of an 8<sup>3</sup>/<sub>4</sub>% preference share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8<sup>3</sup>/<sub>4</sub>% preference share is purchased; and
  - 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 2010 save that the Company may make a contract to purchase 8<sup>3</sup>/<sub>4</sub>% 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 8<sup>3</sup>/<sub>4</sub>% preference shares in pursuance of any such contract.

**Notice of Annual General Meeting continued****Purchase of own 8<sup>3</sup>/<sub>8</sub>% cumulative irredeemable preference shares by the Company**

- 20** That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of 8<sup>3</sup>/<sub>8</sub>% cumulative irredeemable preference shares of £1 each in the capital of the Company ("8<sup>3</sup>/<sub>8</sub>% preference shares") provided that:
- the maximum aggregate number of 8<sup>3</sup>/<sub>8</sub>% preference shares authorised to be purchased is 100 million;
  - the minimum price which may be paid for an 8<sup>3</sup>/<sub>8</sub>% preference share is 25 pence;
  - the maximum price which may be paid for an 8<sup>3</sup>/<sub>8</sub>% preference share is an amount equal to 105% of the average of the middle-market quotations of an 8<sup>3</sup>/<sub>8</sub>% preference share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8<sup>3</sup>/<sub>8</sub>% preference share is purchased; and
  - 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 2010 save that the Company may make a contract to purchase 8<sup>3</sup>/<sub>8</sub>% 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 8<sup>3</sup>/<sub>8</sub>% preference shares in pursuance of any such contract.

**Note to resolutions 19 and 20, above.**

Resolutions 19 and 20, which will be proposed as special resolutions, renew the authorities granted at last year's Annual General Meeting and give the Company authority to buy back its own preference shares in the market as permitted by the Companies Act 1985 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 no later than 15 months after the date of the Annual General Meeting.

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 result in an increase in earnings per share and would be in the best interests of shareholders generally.

Any purchases of the preference shares would be by means of market purchases through the London Stock Exchange. Following any such purchase the preference shares so purchased would be cancelled and the nominal authorised capital of such preference shares would be divided into, and reclassified as, ordinary shares of 25 pence each in the capital of the Company.

By order of the Board

**Graham Jones**  
Group Company Secretary



Aviva plc, St Helen's, 1 Undershaft  
London EC3P 3DQ  
Registered No. 2468686

26 March 2009

## Notes

- 1 Shareholders entitled to attend, speak and vote at the Annual General Meeting may appoint a proxy to exercise these rights in their place at such meeting. If a shareholder wants their proxy to speak on their behalf, they must appoint someone other than the Chairman as their proxy. 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 members may instruct Equiniti Corporate Nominees Limited to vote on their behalf on a poll and participants in the Group's all employee share ownership plans may instruct the trustee to vote on their behalf on a poll. Completion and return of the proxy card issued with this Notice of Annual General Meeting will appoint the appropriate proxy.  

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 Companies Act 2006 (a "nominated person"), does not have a right to appoint a proxy. 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.
- 2 If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to them in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.
- 3 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered on the relevant Register of Members of the Company as at 6pm on Monday, 27 April 2009 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant Register of Members after 6pm on that date shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 4 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting services 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 the issuer's agent (ID RA19) by the latest time for receipt of proxy appointments specified in this Notice of Annual General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting services provider(s), to procure that his 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.

- 5 To facilitate voting by multiple corporate representatives of any single corporate shareholder at the Annual General Meeting, arrangements will be made at the meeting so that if:
  - (a) a corporate shareholder has appointed the Chairman of the Annual General Meeting as the designated corporate representative of that shareholder, the Chairman will act in accordance with that corporate shareholder's instructions to vote on a poll pursuant to the directions of all of the other corporate representatives for that shareholder at the Annual General Meeting, and those corporate representatives will give voting directions to the Chairman who, in accordance with those directions, will vote (or withhold a vote) as corporate representative; and
  - (b) more than one corporate representative of any single corporate shareholder attends the Annual General Meeting but that corporate shareholder has not appointed the Chairman of the Annual General Meeting as its designated corporate representative, a designated corporate representative will be nominated from those corporate representatives of that corporate shareholder who attend, who will vote (or withhold a vote) on a poll in accordance with the voting directions given to such designated corporate representative by the other corporate representatives of that corporate shareholder.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators ([www.icsa.org.uk](http://www.icsa.org.uk)) on proxies and corporate representatives for further details of this procedure. The guidance includes a sample form of representation letter if a corporate shareholder wishes to appoint the Chairman as a designated corporate representative, as described in (a) above.

- 6 Copies of the executive directors' service contracts, non-executive directors' appointment letters and qualifying third-party indemnity provisions will be available for inspection at the Company's Registered Office during normal business hours on Monday to Friday each week (public holidays excepted), from the date of this document up to and including the date of the Annual General Meeting and at the place of the Annual General Meeting from 10.45am until the close of the meeting.
- 7 At close of business on 10 March 2009 (being the last business day prior to the publication of this Notice of Annual General Meeting) the issued share capital of the Company was 2,657,701,624 ordinary shares of 25 pence each, 100,000,000 8<sup>3</sup>/<sub>4</sub>% cumulative irredeemable preference shares of £1 each and 100,000,000 8<sup>3</sup>/<sub>8</sub>% cumulative irredeemable preference shares of £1 each. Each ordinary share carries the right to one vote. Therefore the total voting rights in the Company as at close of business on 10 March 2009 was 2,657,701,624.

## Information for shareholders

### Time of the meeting

Registration will take place on Level G of the Barbican Centre from 9.30am on Wednesday, 29 April 2009 and the Annual General Meeting will start promptly at 11am. If you are planning to attend the Annual General Meeting, the Barbican Centre is located in the City of London. A map of the venue is set out on the back of your Attendance Card.

If you are unable to attend the meeting, the presentations on Aviva's key achievements in 2008 will be available to view and download from the Company's website at [www.aviva.com/agm](http://www.aviva.com/agm) shortly after the meeting.

### Attendance at the meeting

Please bring the Attendance Card, which is attached to the voting form, with you if you attend the AGM. It will authenticate your right to attend, speak and vote and will speed up your admission to the meeting.

### Venue arrangements

Travel arrangements – The Barbican Centre is approximately a ten minute walk from Liverpool Street which is the nearest Main Line station. The nearest Underground stations are Barbican and Moorgate (approximately a five minute walk). The Barbican Centre has four car parks operated by Legions Parking Service with a total of 390 car parking spaces for which a fee is charged. Entrances are on Silk Street and Beech Street.

Shareholders with disabilities – Special arrangements have been made to help shareholders with disabilities. We advise any disabled shareholders to use Car Park 3 for easier access to the AGM. Sound amplification facilities, headsets, an induction loop and a speech to text transcription will be provided for people with hearing difficulties. There will be facilities 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.

### Questions

The Chairman will take questions from shareholders on the business of the meeting. If you wish to ask a question please make your way to the question registration desk on Level -1, where someone will assist you.

If you are unable to attend the Company's Annual General Meeting, but would like to ask the directors a question in connection with the business of the meeting, you can do so by using the shareholder question form opposite or by submitting a question on the Company's website at [www.aviva.com/agm](http://www.aviva.com/agm). The Company will produce a leaflet setting out the answers to the most frequently asked questions, which will be available at the meeting and afterwards on the Company's website at [www.aviva.com/agm](http://www.aviva.com/agm).

### Other enquiries

If your questions relate to either a specific shareholder query or a customer query, there will be helpdesks available on Level -1 which will be open before the meeting and for a short time afterwards.

### Voting arrangements

As in previous years, each of the resolutions to be put to the forthcoming Annual General Meeting will be taken on a poll, rather than a show of hands, so that all votes tendered, whether in person, by proxy or through the registered owner, are taken into account. A poll reflects the number of shares held by a shareholder, whether or not the shareholder is able to attend the meeting. For the above reasons the Board believes that a poll is a more democratic procedure. The results of the polls will be announced to the London Stock Exchange as soon as practicable following the conclusion of the meeting and will also be published on the Company's website at [www.aviva.com/agm](http://www.aviva.com/agm).

The Company has included on the voting cards a "Votes Withheld" option in order for shareholders to abstain on any particular resolution. However, it should be noted 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.

### Completing the Form of Proxy/Voting Instruction Form/Form of Direction

Notes on completing the Form of Proxy/Voting Instruction Form/Form of Direction can be found on the relevant form and should be read carefully before the form is completed.

- *For ordinary shareholders* – a Form of Proxy is enclosed.
- *For Share Account members* – a Voting Instruction Form is enclosed.
- *For participants in the Group's all employee share ownership plans* – a Form of Direction to the trustee is enclosed.

### Action to be taken

If you are unable to attend the meeting or wish to register your proxy votes now in relation to the resolutions proposed, you should complete the enclosed voting card(s) and return it to the Company's Registrar, Equiniti, to be received by **no later than 11am on Monday, 27 April 2009**. A reply paid envelope addressed to Equiniti is enclosed for this purpose. A postage stamp is not required if posted in the United Kingdom. Returning the Form of Proxy/Voting Instruction Form will not prevent you from subsequently attending in person and voting at the meeting.

### Electronic proxy voting

You may, if you wish, register the appointment of a proxy or voting instructions for this meeting electronically by visiting [www.aviva.com/agm](http://www.aviva.com/agm) or logging onto [www.sharevote.co.uk](http://www.sharevote.co.uk). Full details of the procedure are given on that website. The proxy appointment and/or voting instructions must be received by Equiniti by **no later than 11am on Monday, 27 April 2009**. Please note that any electronic communication sent to the Company or the Registrar that is found to contain a computer virus will not be accepted.

You will need to have your Form of Proxy/Voting Instruction Form/Form of Direction to hand when you log on as it contains information which is required in the process.

CREST members who wish to appoint or instruct a proxy or proxies via the CREST electronic proxy appointment service should refer to note 4 on page 9 of the Notice of Annual General Meeting where there is information on how to proceed.

### General enquiries

The Company's Registrar, Equiniti, maintain the Company's Register of Members. They also provide a telephone helpline service (telephone number 0871 384 2953 or +44(0)121 415 7046 if calling from outside the UK). Calls to 0871 384 2953 are charged at 8 pence per minute from a BT landline. Charges from other telephone providers may vary. If you have any queries about the meeting or about your shareholding, please contact Equiniti at the following address:

**Equiniti Limited**  
Aspect House  
Spencer Road  
Lancing  
West Sussex  
BN99 6DA

[www.equiniti.com](http://www.equiniti.com)

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## Shareholder questions

Aviva plc Annual General Meeting 2009

If you are unable to attend the Company's Annual General Meeting, but would like to ask a question in connection with the business of the meeting,

you can do so by using this form and returning it as indicated to the Group Company Secretary, Freepost RLTE – RBXX – RBHB, Group Secretarial Department, Aviva plc, St Helen's, 1 Undershaft, London EC3P 3DQ – there is no need to affix a stamp if posted in the United Kingdom. Alternatively, you may submit a question through the Company's website at [www.aviva.com/agm](http://www.aviva.com/agm).

The Company will produce a leaflet setting out the answers to the most frequently asked questions, which will be available at the meeting and afterwards on the Company's website at [www.aviva.com/agm](http://www.aviva.com/agm). If your question is not one which was "frequently asked" we will endeavour to provide you with a written response by post or by email if you supply us with your email address.

If you would like to receive a hard copy of the frequently asked questions leaflet please tick the box below and complete the name, address and shareholder account number sections.

Please send me a copy of the frequently asked questions leaflet when it is available.

Question:

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Shareholder Account Number:

Form with 1 horizontal line for entering the Shareholder Account Number.

Name:

Form with 1 horizontal line for entering the Name.

Email Address:

Form with 1 horizontal line for entering the Email Address.

Address:

Form with 4 horizontal lines for entering the Address.

Postcode:

Form with 1 horizontal line for entering the Postcode.

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**Freepost RLTE – RBXX – RBHB**  
Group Secretarial Department  
Aviva plc  
St Helen's  
1 Undershaft  
LONDON  
EC3P 3DQ