

Aviva plc (“the Company”)  
Terms of Reference of the Board Customer, Conduct and Reputation Committee (“the Committee”).

<b>1. Chair</b>	<p>Recommended by the Board Nomination and Governance Committee and approved by the Board.</p> <p>In the absence of the Committee Chair, the Committee members shall elect one of the Committee members present to chair the meeting.</p>
<b>2. Members</b>	<p>Recommended by the Board Nomination and Governance Committee and approved by the Board (in consultation with the Committee Chair).</p> <p>The Committee shall comprise of a minimum of three members and all members shall either be Independent Non-Executive Directors (INEDs) of the Company or Directors of an Aviva operating subsidiary.</p> <p>For the avoidance of doubt, all Committee members shall have the same authority when attending the Committee, irrespective of whether they are an INED or Director of an Aviva operating subsidiary.</p> <p>Appointments shall be for a period of up to three years, which may be extended by no more than two additional periods of up to three years, provided the director still meets the criteria for membership of the Committee.</p>
<b>3. In attendance</b>	<p>Only Committee members and other INEDs have the right to attend.</p> <p>Standing invitations:</p> <ul style="list-style-type: none"> <li>- Group Chief Executive Officer (CEO)</li> <li>- Group General Counsel and Company Secretary</li> <li>- Group Chief Audit Officer (CAO)</li> <li>- Group Chief Risk Officer (CRO)</li> <li>- Group Compliance and Operational Risk Director (GCORD)</li> <li>- Chair of the UK Life Conduct Committee</li> <li>- Chair of the UK GI Conduct Committee</li> </ul> <p>Members of Management and any advisers appointed by the Committee may attend any meeting of the Committee by invitation.</p>
<b>4. Secretary</b>	<p>Group Company Secretary or a nominee.</p>
<b>5. Quorum</b>	<p>Two members.</p>
<b>6. Meeting Frequency and format</b>	<p>There shall be a minimum of four Committee meetings a year, and at other times as required (at the request of the Committee Chair, two Committee members, the Board Chair, CEO, CFO, CAO, or the External Auditor).</p> <p>Members may attend a Committee meeting in person, via video or telephone. If required, matters may be approved by written resolution and approved electronically.</p> <p>Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items and supporting papers to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend, no later than five working days before the meeting.</p> <p>The Secretary shall ensure that a formal record of Committee proceedings and resolutions is maintained, and the minutes once approved by the Chair, shall be circulated to all members of the Committee and the Board.</p>

<p><b>7. Conflict of Interest</b></p>	<p>Each member of the Committee should consider whether they have any conflicts of interest prior to participating in meetings of the Committee and making decisions regarding the business of the Company.</p>
<p><b>8. Main Responsibilities</b></p>	<p>The Customer, Conduct and Reputation Committee shall assist the Board in its oversight by undertaking the following;</p> <ul style="list-style-type: none"> <li>a) review and provide oversight of the Group's conduct frameworks, conduct governance and reporting of conducts risks;</li> <li>b) review and provide oversight of material operational risks related to customer and conduct, including regulatory conduct risk, reputational risk and customer data risk arising from the Operational Risk &amp; Control Management Framework (ORCM) and within the overall operational risk appetite set by the Risk Committee;</li> <li>c) review and provide oversight of the implementation of the Group's customer strategy;</li> <li>d) monitor regulatory requirements in relation to customers and conduct;</li> <li>e) oversee the Group's brand and reputation and assess the Group's brand and reputational risks and profile;</li> <li>f) review the design and effectiveness of Group policies for the use of customer data;</li> <li>g) oversee the Group's corporate and societal obligations, including setting the guidance, direction and policies for the Group's corporate responsibility (CR) agenda and related activities; and</li> <li>h) monitor the Group's culture and purpose and the development of associated culture metrics.</li> </ul>
<p><b>9. Detailed Responsibilities</b></p>	<p><i>Customer</i> Provide oversight of the Group customer agenda including customer best interest and conduct obligations across the Group. This includes:</p> <ul style="list-style-type: none"> <li>a) oversight of the customer strategy and execution against that strategy;</li> <li>b) review and provide oversight of management information related to customer experience, customer journeys, complaints, service levels, and ensuring customer fairness including the treatment of vulnerable customers; and</li> <li>c) review reports on material customer trends; including complaints, data and outcomes and remediation.</li> </ul> <p><i>Conduct</i> Conduct risk including:</p> <ul style="list-style-type: none"> <li>a) review the Group's strategy and operations against the Group's conduct risk appetite, including where relevant outsourced arrangements, and make <i>recommendations to the Board where appropriate</i>;</li> <li>b) review and provide oversight of Management's view of emerging and potential conduct risks including any associated Management actions and responses to such changes;</li> <li>c) review and provide oversight of reports on the effectiveness of the Group risk management control framework related to conduct risks;</li> <li>d) review any Group KPIs relating to customer conduct;</li> <li>e) <i>with the Board Risk Committee</i>, consider the impact of any material conduct and reputation risks and events on the Group's capital and liquidity position;</li> <li>f) review and <i>recommend to the Board</i> for <b>APPROVAL</b> material changes to any relevant Group Business standards related to the</li> </ul>

	<p>Group's oversight of the customer and business conduct ("the Standards");</p> <ul style="list-style-type: none"> <li>g) review reports on compliance with the Standards;</li> <li>h) review the Group's overall culture and values as they impact the Group's conduct with customers; and</li> <li>i) assess whether the Group has a satisfactory governance framework to ensure customers are treated appropriately and in line with the Group's culture and values.</li> </ul> <p><i>Reputational Risk</i></p> <ul style="list-style-type: none"> <li>a) review the Group's reputational risk profile in line with the Group's risk appetite including consideration of emerging risks;</li> <li>b) provide oversight of the process for identifying, managing and overseeing Group reputational risk; and</li> <li>c) review Management actions to address any Group reputational risks identified.</li> </ul> <p><i>Regulatory</i></p> <ul style="list-style-type: none"> <li>a) review and provide oversight of the relationships with and findings of any material examinations by the conduct and competition authorities in the UK and other jurisdictions where the Group has a significant presence; and</li> <li>b) monitor the regulatory landscape in respect of conduct matters and assess the actions taken in relation to any regulatory developments which may have a material impact on the Group.</li> </ul> <p><i>Data Governance</i></p> <p>review and provide oversight of the Group's use of customer data and the associated privacy arrangements and controls.</p> <p><i>Corporate Responsibility (CR):</i></p> <ul style="list-style-type: none"> <li>a) review and <i>recommend to the Board</i> for <b>APPROVAL</b>, the Group's CR strategy and objectives, and monitor relevant external developments;</li> <li>b) review the Group's CR exposures to ensure risk exposures are fully considered and within risk appetite, in particular to assess and monitor the Group's mandatory reporting requirements;</li> <li>c) review and provide oversight of the procedures in place to ensure that significant environmental regulation is identified and addressed, and assess the adequacy of reporting and responding to breaches of environmental regulation;</li> <li>d) review the Group's policies towards suppliers and the communities it operates in and its policy of responsible investment; and</li> <li>e) <b>APPROVE</b> the Business Ethics Code and assess reports on the implementation and breaches of the Code.</li> <li>f) <i>with the Board Risk Committee:</i> assess the Group's exposure in managing financial risks from Climate Change</li> </ul> <p><i>Culture</i></p> <ul style="list-style-type: none"> <li>a) monitor the Group culture and purpose and the development of associated culture metrics; and</li> <li>b) review the Group's culture dashboard</li> </ul>
<p><b>10. Reporting Procedures</b></p>	<ul style="list-style-type: none"> <li>a) The Committee Chair shall report to the Risk Committee as soon as practicable on matters reviewed, making recommendations when requested or appropriate.</li> <li>b) Committee members shall undertake a review of the Committee's performance and the Terms of Reference annually <i>making</i></li> </ul>

	<p><i>recommendations to the Risk Committee for <b>APPROVAL</b> as necessary.</i></p> <p>c) The Committee Chair shall ensure material conduct risks and events are reported to the Risk Committee if it impacts the Group's risk appetite.</p>
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