

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

1. Chair	<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> <p>The Committee Chair should attend the AGM to answer shareholder questions on the Committee’s activities and responsibilities.</p>
2. Members	<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 be Independent Non-Executive Directors of the Company. (INEDs).</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>
3. In attendance	<p>Only Committee members and other INEDs have the right to attend.</p> <p>Standing invitations:</p> <ul style="list-style-type: none"> - Group Chief Executive Officer (CEO) - Group General Counsel and Company Secretary - Chief Audit Officer (CAO) - Chief Risk Officer (CRO) - Group Compliance Director (GCD) <p>Members of Management and any advisers appointed by the Committee may attend any meeting of the Committee by invitation.</p>
4. Secretary	<p>Group Company Secretary or a nominee.</p>
5. Quorum	<p>Two members.</p>
6. Meeting Frequency and format	<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>

	<ul style="list-style-type: none"> g) <i>with the Board Risk Committee</i>, ensure the impact of material conduct and reputation risks and events on the Group's capital and liquidity position are considered; h) review and APPROVE material changes to any relevant Group Business standards related to the Group's oversight of the customer, business conduct and financial crime matters ("the Standards"); i) assess compliance with the Standards; j) assess the Group's overall culture and values as they impact the Group's conduct with customers; k) assess whether the Group has satisfactory controls to ensure customers are treated appropriately and in line with the Group's culture and values and review any conduct related Risk Mitigation Plans; and l) assess any statements concerning the Group's conduct in material regulatory announcements made by the Group.
9.1.1	<p><i>Reputational Risk</i></p> <ul style="list-style-type: none"> a) evaluate the Group's reputational risk profile in line with the Group's risk appetite including consideration of emerging risks; b) analyse whether the process for identifying, managing and overseeing reputational risk is functioning effectively; and c) assess Management actions to address any reputational risks identified.
9.1.2	<p><i>Regulatory</i></p> <ul style="list-style-type: none"> a) assess 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; b) oversee 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; and c) oversee investigations in relation to material regulatory conduct and competition breaches and agree actions to be taken in response.
9.1.3	<p><i>Data Governance</i></p> <ul style="list-style-type: none"> a) assess the Group's data governance arrangements including business ownership and oversight of data through its lifecycle; b) assess the Group's data privacy arrangements and controls; c) assess any data breaches and the adequacy of the actions taken to remedy these breaches; and d) assess the implementation of the Group's data strategy.
9.2	<p>Financial Crime:</p> <ul style="list-style-type: none"> a) assess the Group's exposure to financial crime risks (<i>in line with the risk appetite set by the Risk Committee</i>); b) assess the design, completeness and effectiveness of the Group's procedures and controls relating to the prevention of financial crime including fraud, money laundering, breach of sanctions, bribery and corruption, and market abuse; c) evaluate the implementation and compliance with the Financial Crime Business Standard; d) assess Management's view of emerging and potential financial crime risks and any Management actions in response to changes in the risk profile and emerging or potential risks; and e) assess Group Key Performance Indicators relating to financial crime risk.

<p>9.3</p>	<p>Corporate Responsibility (CR):</p> <ul style="list-style-type: none"> a) review and <i>recommend to the Board</i> for APPROVAL, the Group's CR strategy and objectives, and monitor relevant external developments; b) assess 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; c) assess the procedures in place to ensure that significant environment regulation is identified and addressed, and assess the adequacy of reporting and responding to breaches of environmental regulation; d) assess the Group's policies towards suppliers and the communities it operates in and its policy of responsible investment; e) APPROVE the Business Ethics Code and assess reports on the implementation and breaches of the Code; and f) <i>with the Board Risk Committee</i>: assess the Group's exposure in managing financial risks from Climate Change.
<p>10. Reporting Procedures</p>	<ul style="list-style-type: none"> a) the Committee Chair shall report to the Board as soon as practicable on matters reviewed, making recommendations when requested or appropriate. b) Committee members shall undertake a review of the Committee's performance and the Terms of Reference annually <i>making recommendations to the Board</i> for APPROVAL as necessary. c) the Committee shall produce an annual report of its duties and activities for inclusion in the Company's annual report and accounts and <i>shall recommend this</i>, and the Corporate Governance Report <i>to the Board</i> for APPROVAL; and d) the Committee Chair shall ensure material conduct and financial crime risks and events are reported to the Risk Committee if it impacts the Group's risk appetite and the Board as appropriate.