

Aviva plc (“the Company”)
Terms of Reference of the Board Nomination and Governance Committee (“the Committee”)

<p>1. Chair</p>	<p>The Board Chair shall be the Committee Chair and shall be appointed by the Board.</p> <p>Where a meeting is considering issues relating to the Chair of the Board, including the appointment of a successor, the Senior Independent Director shall take the Chair.</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>
<p>2. Members</p>	<p>All members shall be appointed by the Board and comprise of the Independent Non-Executive Directors on the Board of the Company (INEDS).</p> <p>Appointments to the Committee 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 of membership of the Committee and subject to the articles of association of the Company and re-election by shareholders.</p>
<p>3. In attendance</p>	<p>Only Committee members have the right to attend.</p> <p>The following may attend any Committee meeting, upon invitation (except for part of any meeting at which their own position is discussed):</p> <ul style="list-style-type: none"> - Executive Directors - Members of Management - Any advisers appointed by the Committee
<p>4. Secretary</p>	<p>Group Company Secretary or a nominee.</p>
<p>5. Quorum</p>	<p>Two members.</p>
<p>6. Meeting Frequency and format</p>	<p>There shall be a minimum of four Committee meetings per year, and at other times as required (at the request of the Committee Chair, the Senior Independent Director or any two Committee members).</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.</p>
<p>7. Conflict of Interest</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>8. Main Responsibilities</p>	<p>The Nomination and Governance Committee shall assist the Board in its oversight of Board composition, Board and senior executive succession and Group corporate governance by undertaking the following:</p>

	<ul style="list-style-type: none"> a) assess the balance of skills, knowledge, experience and diversity on the Board; b) recommend Board and Board Committee appointments to the Board; c) assess succession plans for the Executive Directors; d) assess diversity and inclusion initiatives; e) assess talent development throughout the Group, ensuring there is a sufficient pipeline of diverse talent available to achieve the Company's current and future strategy; f) assess the operation of the Governance Framework and governance practices of the Group; g) drive consistency in respect of governance and overseeing compliance with governance principles in line with the Group's strategic priorities; h) assess the Group's organisational design and the governance and controls around any proposed changes; and i) oversight the subsidiary governance framework and regulatory control environment.
<p>9. Detailed Responsibilities</p>	<p>Board and Executive/Senior Management</p> <ul style="list-style-type: none"> a) evaluate the structure, size and composition of the Board taking into account the required balance of skills, knowledge, experience and diversity, and the Company's risk appetite and strategy; b) <i>recommend to the Board for APPROVAL</i>, suitable candidates to fill casual vacancies and appointments to the Board with reference to a role specification and the capabilities required; c) ensure that on appointment a director has sufficient time to undertake the role and to review his or her commitments; d) <i>recommend to the Board for APPROVAL</i>, the appointment of the Chair of the Board, the Senior Independent Director the Chair of the Audit, Risk, Remuneration and Customer, Conduct and Reputation Committees of the Board and the Committee membership in consultation with the relevant Committee Chair; e) for the Audit Committee, ensure that at least one member has recent and relevant financial experience; f) <i>make recommendations to the Board</i> in relation to the succession of the INEDs; g) <i>for INEDs, make recommendations to the Board</i> regarding their independence, as defined under applicable legislation and guidance, and review on appointment and annually thereafter including time commitments and performance; h) for the Group Chief Executive Officer/Executive Directors, monitor succession plans and <i>make recommendations to the Board where appropriate</i>; i) for Senior Management, regularly review career and development plans ensuring there is an adequate talent pool of potential executive directors and the skills and expertise needed on the Board going forward; j) <i>make recommendations to the Board</i> relating to each directors' actual, potential or perceived conflicts of interest and authorise any potential conflicts of interest which arise as a matter of urgency between Board meetings; k) <i>make recommendations to the Board</i> regarding the election/re-election of directors ahead of the Annual General Meeting; l) <i>assess and make recommendations to the Board</i> regarding matters in respect of the continuation in office of any director including the suspension or termination of service of an executive director as an employee of the Group; m) assess the results of the Board performance evaluation process so far as it relates to the composition of the Board; and, n) <i>recommend to the Board</i> the appointment of any Director to another appointment within the Group or, of an INED to any office outside the Group.

<p>9.1.1</p> <p>9.1.2</p> <p>9.1.3</p> <p>9.1.4</p> <p>9.1.5</p>	<p>Diversity and Inclusion</p> <ul style="list-style-type: none"> a) assess the Group's diversity and inclusion policies and practices; b) assess the diversity and inclusiveness of the Board and senior management; and c) APPROVE the Board's approach to diversity and inclusiveness and any public statement thereon. <p>Group-Wide Talent Management</p> <ul style="list-style-type: none"> a) assess the Group's policies and procedures in respect of the development of talent across the Group; and b) oversee the talent population of the Group. <p>Regulatory</p> <ul style="list-style-type: none"> a) assess the regulatory landscape in relation to the Senior Managers Certification Regime (SMCR) and monitor the embedding of an accountability culture within the Group; and b) undertake an annual assessment of the Group framework for compliance with SMCR. <p>Governance:</p> <ul style="list-style-type: none"> a) <i>recommend to the Board</i>, corporate governance practices which support the Group's strategic priorities; b) assess the operation of the Governance Framework and <i>recommend any changes to the Board for APPROVAL</i>; c) assess the Group's existing corporate governance practices and monitor compliance with implementation of the Group's Business Standards in relation to the Group's culture, conduct and values; and d) <i>recommend to the Board for APPROVAL</i> the Corporate Governance Report to be contained in the Annual Report and Accounts. <p>Subsidiary Governance:</p> <ul style="list-style-type: none"> a) oversee subsidiary board governance, including board composition and pipeline, effectiveness, subsidiary board and committee appointments and continuing engagement as defined in the Subsidiary Governance Principles; b) note the appointment, removal and resignation of executive directors of Tiers 1, 2 and 4 boards as defined in the Subsidiary Governance Principles; c) APPROVE the appointment of independent non-executive directors to material operational/holding company boards and committees; d) APPROVE the template standard Terms of Reference for the boards of the Group's principal subsidiaries, and any material deviations from it; and e) receive and review a summary of material issues transacted at those principal subsidiaries' and obtain reports on any other material matters referred by the Chair of those boards.
<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 for APPROVAL</i> as necessary; and, c) The Committee shall produce an annual report of its duties and activities for inclusion in the Company's annual report and accounts.

