Remuneration Committee report

On behalf of the Remuneration Committee (Committee), I am pleased to present the Directors' Remuneration Report (DRR), for the year ended 31 December 2018.

Company performance during 2018

2018 has been a year of steady performance overall for Aviva. The Group's businesses have delivered broad-based growth, with six out of our eight major markets increasing Group adjusted operating profit[1] in 2018, while continuing to invest in improving the fundamentals of the business and maintaining a prudent approach to pricing and risk management.

Aviva's progress in recent years has positioned the Group well, putting in place strong financial foundations from which to grow. Solvency II capital surplus remained strong, with an increase in the Group's cover ratio during 2018, despite weaker investment markets and the deployment of £1.5 billion to repay debt and repurchase shares. Profitability has also continued to grow, with Group adjusted operating profit[1] before tax rising 2%, while operating Earnings Per Share (EPS)[2] increased 7%. Aviva's continued financial strength and satisfactory performance has contributed to the Board proposing a 9% increase in the full-year dividend.

Externally, the Committee recognises that challenges remain. Uncertainty in the political and economic backdrop persists, while the regulatory environment also continues to evolve. Coupled with competitive insurance and savings markets, this has provided a challenging macro-environment for the Group.

There were certain challenges of our making during the year, including our announcement in March 2018 that we were "evaluating alternatives" for the Aviva plc and General Accident plc preference shares. While we responded quickly to certain investor concerns by confirming we would take no action, and put in place a goodwill payments scheme for eligible preference shareholders who incurred losses from selling these securities during this period, it was a disappointing episode and lessons have been learned.

In addition, there were operational challenges in the UK savings business, with UK platform migration issues adversely affecting service standards for customers, although our team worked quickly to resolve these challenges.

The Committee has carefully taken Group, business unit and the individual performance of the Executive Directors (ED) into account in reaching their decisions on remuneration for 2018. At all times we have sought to ensure that executive pay is aligned with Aviva's overall performance during the year.

Remuneration decisions for 2018

2018 Annual Bonus

In considering outcomes under the annual bonus scorecard, the Committee has reflected on the financial and strategic performance of the Group during 2018, including:

- Operating EPS[2], operating capital generation[2] and cash remittances[2] performance were strong, with out-turns on all three showing healthy year-on-year improvement.
- The Group continued its digital transformation in 2018. Growth of 47% in MyAviva active customers resulted in performance between threshold and target. The number of customers with Multiple Product Holdings (MPH) also grew, although performance was below threshold on this element, falling short of the stretching targets set by the Committee at the start of the year.

As a result of this performance, the formulaic outcome against the 2018 bonus scorecard prior to downward adjustments was 137.8% (out of a maximum of 200%).

Separately, however, the Committee was mindful that when the government announced its decision in February 2017 to reduce the Ogden rate[3], the degree of uncertainty around where the rate would finally land meant that we delayed the impact on remuneration outcomes. On 20 March 2018 the Government announced it will introduce the Civil Liability Bill (Bill) which includes provisions to amend the Ogden discount rate. In December 2018, the Bill became an Act of Parliament, meaning that the new rate will be set by the Lord Chancellor in 2019. While there is certainty that there will be a change in the Ogden rate in 2019, uncertainty remains around the amount and timing of the final rate. In the Group accounts the claims reserves have been calculated using a discount rate of 0.0%, though the rate to be announced by the Lord Chancellor later this year may result in a different discount rate. The Committee is satisfied that it is appropriate now to reflect this change in the annual bonus pools for 2018.

Accordingly, the assumed discount rate of 0.0% in 2018 has reduced the outcome under the operating EPS[2] measure, resulting in a reduction in the bonus scorecard outcome of 31.3% (to 106.5%). Adjustments may be considered in future years should the final Ogden rate be different from 0.0%.

Under our remuneration framework, the annual bonus scorecard outcome is also subject to (i) a quality of earnings review, (ii) performance against non-financial modifiers focused on employee engagement, customer outcomes, and risk and controls, and (iii) individual performance. The Committee was satisfied that the quality of earnings assessment was appropriately robust, but determined that a 5% downward adjustment should be applied to the scorecard outcome (to 101.5%) under the Risk & Control modifier.

In its assessment of the individual performance of the EDs during the year, while the Committee recognised that strong performance was delivered in a number of areas with notable financial, strategic and other achievements across their scorecards, the Group experienced several events during 2018 which had an impact on our customers, our shareholders, and our broader stakeholder community. Firstly, we recognise the negative impact that our March 2018 announcement on preference shares had on the Group. Secondly, our UK savings business encountered disruption during the migration of our independent financial advisor platform to a new supplier, which adversely affected our service standards. Thirdly, the Committee is conscious that our oversight in some areas of the Canadian business fell below our high standards and contributed to the issues in financial performance experienced.

Taking these issues into account, the Committee applied a downward adjustment under the individual assessment of 17.5% of the scorecard outcome for all EDs.

1 Group adjusted operating profit is an Alternative Performance Measure (APM) which is used by the Group to supplement the required disclosures under IFRS. Please refer to note B in the 'Accounting Policies' section and 'Other Information' within the Annual report and accounts for further information.
2 This is an Alternative Performance Measure (APM) which provides useful information to enhance the understanding of financial performance. Further information on APMs, including a reconciliation to the financial statements (where possible), can be found in the 'Other Information' section of the Annual report and accounts.
3 The Ogden discount rate is set by the Lord Chancellor and is applied when calculating the present value of future care costs and loss of earnings for claims settlement purposes. In December 2018, the Civil Liability Bill became an Act of Parliament, and it includes a change in the way the Ogden discount rate is set. Although the rate remains uncertain, it is anticipated that the Government will set a discount rate which is higher than the current -0.75% rate. Aviva has adopted a rate of 0.0% within the full year 2018 reserves. For remuneration purposes, the net impact of the 2016 and 2018 rate changes are incorporated.

As a result, annual bonuses for the EDs were 84% of salary.

As a final check, the Committee reviewed whether the proposed annual bonuses aligned with the wider circumstances and performance context of the Group during 2018. The Committee were satisfied that no further adjustments were required, noting that there has been a 43% reduction in the overall annual bonus amount paid to the EDs (when measured on a like-for-like basis to reflect part-year service). The actions taken by the Committee to address the events of 2018 provide us with a strong platform for Maurice to take the Group forward in 2019.

2016-18 Long Term Incentive Plan (LTIP)
As a result of our three-year performance over the 2016-18 period, the 2016 LTIP vested at 50% of maximum. This reflected strong performance against the adjusted Return on Equity (RoE)[1] performance condition, while the relative Total Shareholder Return (TSR) condition lapsed. The outcome also reflects the impact of an assumed Ogden rate of 0.0%, although this made no difference to the final level of vesting.

Appointment of new Group Chief Executive Officer (CEO)
As announced on 4 March 2019, the Board appointed Maurice Tulloch as our new Group CEO with immediate effect. The Committee gave careful consideration to the remuneration package for Maurice, in doing so taking into account the terms of our Remuneration Policy (Policy), Maurice's current remuneration arrangements, shareholder expectations, and the provisions of the 2018 UK Corporate Governance Code (2018 Code).

Maurice's remuneration consists of:
- A salary of £975,000 per annum
- Our standard benefits package for EDs, including private family medical insurance, life insurance, and reasonable travel benefits
- Pension contributions of 14% of salary
- An annual bonus opportunity of 200% of salary, with one-third of any bonus earned paid in cash after the year end, and two-thirds deferred into shares which will vest in equal annual tranches over three years
- For 2019, Maurice will be eligible for the grant of an award under the LTIP of 300% of basic salary
- Assistance with relocation from Canada to the UK, of an amount up to £250,000 exclusive of tax, payable against receipted costs incurred within a period of 24 months from the date of appointment
- Maurice is also subject to the Group CEO shareholding requirement of 300% of salary

In approving these remuneration terms, the Committee has been mindful of the views of shareholders. Maurice's salary is below that for Mark prior to his departure, reflecting that Maurice is new to the role. We have also reduced Maurice's pension provision to align with the majority of our UK workforce, and he will not be eligible for a car allowance. Finally, Maurice's 2019 LTIP opportunity of 300% is lower than that permitted under our Policy, but in line with awards made in recent years.

Departure of Mark Wilson
On 9 October 2018, Mark stepped down as the Group CEO. The Committee carefully considered the treatment to be applied to Mark's remuneration arrangements as a result of his departure.

As announced on 9 October 2018, the Committee, in its discretion, determined that all of Mark's outstanding LTIP awards should lapse as at the date of departure. Mark retained his deferred bonus shares under the Annual Bonus Plan (ABP) as the Committee's view was that these had been earned based on previous performance under the ABP. All awards remain subject to malus and clawback.

Mark received an annual bonus in respect of 2018, pro-rated to reflect the period prior to being placed on garden leave, for six months, from 9 October 2018. His annual bonus was calculated in the same manner as for the continuing EDs, as outlined above. Mark is not eligible to receive an annual bonus in relation to 2019.

Upon appointment as Executive Chairman following the departure of Mark, Sir Adrian Montague assumed executive responsibilities. No changes were made to his existing remuneration arrangements or conditions during this period, and as such he was not eligible for an annual bonus or LTIP award in respect of 2018 or 2019.

Revised Corporate Governance Code
In July 2018, the Financial Reporting Council (FRC) published the 2018 Code. The Committee welcomes the 2018 Code and is pleased that in several areas our practice is already aligned with the new provisions. For example, approval of the remuneration for the Group Executive (GE) already falls within our remit; our Policy provides unfettered ability to apply discretion to incentive outcomes and; our malus and clawback provisions are aligned with those suggested under the 2018 Code.

Nevertheless, during the latter half of 2018, we discussed at length how the remaining provisions of the 2018 Code could be implemented in the most effective manner for the Company and all our stakeholders. To this end, we have made several changes and will continue to work towards identifying areas where our processes could be improved during 2019, as set out below:
- **Post-cessation shareholding guidelines**: the Committee recognises the importance of ensuring that our EDs are aligned with long-term shareholder interests. Our existing shareholding guidelines, which apply during employment, require EDs to build up and maintain an appropriate level of shareholding in Aviva. To complement these the Committee have reviewed a proposed policy for post employment shareholdings. This will be implemented during 2019 and align to developing market practice. The current expectation is that EDs will be required to hold shares for a further two years following their departure from the Group and this will also apply to the GE. We have set the post-cessation guideline at the same level as the current (within employment) guideline.
- **Wider workforce pay and conditions**: the Committee currently receives information from various sources in this area, but during 2019 we will work towards ensuring that we have access to a broader and more detailed suite of data regarding remuneration-related policies throughout the wider workforce, ensuring that this is appropriately taken into account when considering incentive outcomes for EDs. This is in addition to the various workforce engagement mechanics currently in operation.
- **Pensions**: as outlined above the Committee took into account the new guidance around pension provision in setting arrangements for Maurice upon appointment in March 2019, aligning his provisions with that for the majority of our UK workforce. We will continue to keep the position under review for our other EDs during 2019 and beyond.

CEO Pay Ratio
In addition to the changes introduced by the 2018 Code, last year also saw the introduction of the Companies (Miscellaneous Reporting) Regulations 2018, requiring UK companies to publish information on the pay ratio of the Group CEO to UK employees from 2019. We have chosen to voluntarily disclose this information for 2018 and further details can be found on page 81.

Gender Pay Gap Report (GPGR)
Last year we outlined our commitment to increasing the focus on our diversity agenda at Aviva and our ambition of achieving

1 Adjusted RoE relate to the 2016 LTIP award only and represent RoE calculated as IFRS profit after tax and non-controlling interest but excluding investment variances, economic assumption changes, pension scheme income/charge over average IFRS equity (excluding pension scheme net surplus/ deficit).

inclusivity across the Group. This continues to be central to our values and critical to the success of our business. We welcomed the introduction of gender pay gap reporting last year and released our second GPGR in January 2019, along with details of actions we are taking to drive change and close the gender pay gap. The report can be found at www.aviva.com/gpgr.

Remuneration in 2019

Salary

Aside from Maurice, the other EDs received salary increases of 2% for 2019, consistent with other Aviva employees in the UK.

Bonus

Customer and financial outcomes continue to be the focus for the Company as critical drivers of our short and longer term success. Consequently, 70% of the bonus will continue to be based on financial performance, although we have changed the balance of the relative weightings, increasing the emphasis on cash remittances[1].

30% will remain subject to customer-focused measures. For 2019, we have revised these measures to align them with our current areas of focus as follows:

- Growth in MPH is retained as 10% of the overall annual bonus, as it is a key measure of our most valuable customers. Our research demonstrates that customers with more than one product tend to stay with us for longer.
- Relationship Net Promoter Score (RNPS) is introduced as the second measure in place of MyAviva active customers, accounting for 20% of the bonus. RNPS is an important measure of the quality of our interactions with customers, reflecting the extent to which our customers are willing to be an advocate for the Group and our brand. Performance will be measured in each of our key markets. The higher weighting of RNPS is to ensure that the primary driver for understanding progress in customer outcomes is derived from the views of our customers.

RNPS has been replaced within the Customer non-financial modifier with a measure of brand trust. The employee engagement and risk and control modifiers remain unchanged.

The Committee considers that these changes are important to ensure that remuneration is aligned with and supports our strategic focus on driving continuous improvement in our customer performance.

2019 LTIP

Award levels under the LTIP for EDs in 2019 will be in line with those in previous years. The Committee considers that the current performance measures remain fit for purpose and no changes are proposed for this year. As detailed in last year's report, as we move forward the Committee continues to keep under review the potential to base a portion of the LTIP award on strategic measures, with a view to supporting our focus in this area. Any change would only be made following appropriate consultation with our shareholders.

2019 focus areas

2019 promises to be another busy year for the Committee. We continue to place a strong emphasis on ensuring that remuneration at Aviva aligns with the overall performance of the Group and the experience of our shareholders. In addition, we will continue to develop our implementation of the 2018 Code, with a view to ensuring that any changes we make are fully aligned with the spirit of the Code's provisions and are appropriate for Aviva.

In terms of the broader remuneration framework, the current intention is to continue with our current Policy until the 2021 Annual General Meeting (AGM). Nevertheless, we will take on board the view of the new Group CEO on our current remuneration framework and whether it supports Maurice's vision for the next stage of Aviva's development. If, as a result of this, there is appetite to make any changes a year early in 2020 we would of course consult with shareholders on any proposals ahead of this.

I look forward to seeing shareholders at the 2019 AGM.

Patricia Cross
Chair of the Remuneration Committee
6 March 2019

1 This is an Alternative Performance Measure (APM) which provides useful information to enhance the understanding of financial performance. Further information on APMs, including a reconciliation to the financial statements (where possible), can be found in the 'Other Information' section of the Annual report and accounts.

Annual report on remuneration

This section of the report sets out how Aviva has implemented its Policy for EDs during the course of 2018. This is in accordance with the requirements of the Large & Medium Sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended).

The full terms of reference for the Committee can be found on the Company's website at www.aviva.com/remuneration-committee and are also available from the Group General Counsel and Company Secretary.

Committee membership

The members of the Committee are shown below. There have been no changes during 2018.

	Member Since	Years on the Committee
Patricia Cross[1]	01/12/2013	5
Michael Mire	14/05/2015	3
Claudia Arney	01/06/2016	2
Glyn Barker	10/05/2017	1

1 Chair from 19 February 2014.

The Committee met seven times during 2018, of which four were scheduled meetings and three were additional meetings outside of the normal timetable. Details of attendance at Committee meetings are shown on page 48.

The Group Chairman attended all meetings of the Committee. The Group General Counsel and Company Secretary acted as secretary to the Committee. The Chair of the Committee reported to subsequent meetings of the Board on the Committee's work and the Board received a copy of the agenda and the minutes of each meeting of the Committee.

During the year, the Committee received assistance in considering executive remuneration from a number of senior managers, who attended certain meetings (or parts thereof) by invitation during the year, including:

- the former Group CEO;
- the Chief Financial Officer (CFO);
- the Chief People Officer;
- the Group Reward Director;
- the Chief Accounting Officer;
- the Chief Audit Officer;
- the Group Chief Risk Officer; and
- the Remuneration Committee Chair of Aviva Investors

No person was present during any discussion relating to their own remuneration.

During the year, the Committee received advice on executive remuneration matters from Deloitte LLP. Deloitte LLP were approved as advisors to the Committee in 2012 following a competitive tender process. The Committee regularly reviews and satisfies itself that the advice received from Deloitte LLP is independent and objective. The Committee notes they are a member of the Remuneration Consultants Group and adhere to its Code of Conduct. During the year, Deloitte LLP also provided advice to the Group on taxation, financial due diligence, risk, compliance and other consulting advisory services (including technology transformation and cyber). Tapestry Compliance LLP, appointed by the Company, provided advice on share incentive plan related matters, including on senior executive remuneration matters and views on shareholder perspectives.

During the year, Deloitte LLP were paid fees totalling £141,600 and Tapestry Compliance LLP were paid fees totalling £60,630 for their advice to the Committee on these matters. Fees were charged on a time plus expenses basis.

The Committee reflects on the quality of the advice provided and whether it properly addresses the issues under consideration as part of its normal deliberations. The Committee is satisfied that the advice received during the year was objective and independent.

The Committee's decisions are taken in the context of the Reward Governance Framework, which sets out the key policies, guidelines and internal controls and is summarised on the next page.

Committee performance and effectiveness

During 2018, the Committee undertook an external evaluation of its effectiveness, alongside the exercise undertaken by the Board. Further details on how this has been carried out and the actions arising are contained in the Directors and Corporate Governance report.

Committee activities during 2018

Governance, regulatory issues and reporting policy

- Formulated and delivered a proposed new Policy, approved by shareholders at the 2018 AGM
- Focused on the alignment of the Policy with an appropriate risk culture and to appropriate sustainability metrics
- Engaged external advisors to advise on changes in the regulatory environment including the 2018 Code, and to benchmark the Company's remuneration policies and practices against industry best practice
- Approved our approach to the new requirements for CEO pay ratio reporting introduced by the Companies (Miscellaneous Reporting) Regulations 2018, and to other changes to reporting in remuneration
- Regularly reviewed the results of engagements with key investors, including discussions on the relationship between senior management remuneration policies and the Group's strategic objectives
- Reviewed and approved the Remuneration Governance Framework Policies
- Approved our 2018 GPGR and considered steps we could take to seek to decrease the gap
- Considered and agreed the remuneration package for the departing Group CEO and associated regulatory disclosures

Senior management objectives, bonus target setting and pay decisions

- Using external advisors, reviewed and benchmarked the EDs' remuneration in relation to their performance in 2018 and against both a FTSE 50 and a financial services peer group
- Reviewed and approved the individual remuneration for each member of the GE for 2018 in relation to their performance against personal targets
- Approved the Aviva Investors 2018 Bonus Deferral Plan and the identification of the Financial Conduct Authority (FCA) Remuneration Code Staff/Material Risk Takers
- Reviewed the Risk and Internal Audit 2018 Performance Opinion in relation to remuneration
- Discussed and approved the overall maximum bonus pool available to senior managers for the 2018 performance year, taking into account metrics on culture and risk as well as on financial performance
- Discussed and approved the ABP targets for 2018 in relation to the financial targets set in the 2018-2020 Group plan. Reviewed the strategic ambition targets set for 2018 in relation to the Company's Digital First strategy including the number of active digital registrations and the volume of sales made

Share plan operation and performance testing

- Reviewed performance testing of all existing LTIP awards, and approved targets for the 2018 LTIP awards
- Approved vesting of the 2015 LTIP and noted the interim testing for the 2016, 2017 and 2018 awards
- Reviewed the proposed changes to future LTIP grants
- Approved the terms of the Aviva Savings Related Share Option Scheme 2018 (SAYE) and the Aviva Ireland Save as You Earn Scheme, the Ireland Profit Share Scheme, and the invitation terms for eligible employees
- Reviewed and approved the Aviva Investors Carried Interest Plan, Deferred Plan rules and Code Staff list
- Reviewed and approved any application of malus/clawback provisions under incentive plans

Reward governance framework

<table>
<tr><th colspan="4">Terms of reference, policies and guidelines</th><th colspan="2">Control and assurance</th></tr>
<tr><td rowspan="2">Terms of Reference</td><td colspan="3">Remuneration Committee terms of reference
Sets out the Committee's scope and responsibilities, including authorities which may be delegated but which still retain Committee oversight</td><td rowspan="7">Remuneration Business Standard
Assurance framework to attest Reward operations are conducted within the Global Remuneration Policy, Directors' Remuneration Policy and supporting policies</td><td rowspan="7">Reward Approvals Matrix
Approval requirements to ensure Reward operations are conducted within the Global Remuneration Policy, Directors' Remuneration Policy and supporting policies</td></tr>
<tr><td colspan="3">Subsidiary Board Remuneration Committee terms of reference
Sets out the Subsidiary Remuneration Committee's scope and responsibilities</td></tr>
<tr><td>Overarching Policy</td><td colspan="2">Global Remuneration Policy
Approved by the Remuneration Committee, applies to all employees in entities within Aviva Group</td><td>Directors' Remuneration Policy
Approved by the shareholders, applies to the Directors of Aviva plc</td></tr>
<tr><td>Supporting Policies</td><td>Identification of Remuneration Regulated Staff</td><td>Variable Pay and Risk Adjustment
(includes bonus, LTIP, buy-out, retention, recognition awards and funding)</td><td>Malus and clawback</td></tr>
<tr><td rowspan="2">Internal Guidelines and non-Remuneration Committee approved policies (examples)</td><td>New Hires & Buyouts</td><td>Terminations</td><td>Risk Adjustment</td></tr>
<tr><td>Retention plans</td><td>Recognition Awards</td><td>Global Mobility</td></tr>
</table>

Key

Dark grey	Element of the Reward Governance Framework managed as part of the business of the Committee
Light grey	Element of the Reward Governance Framework managed mainly under delegated authority from the Committee

Single total figures of remuneration for 2018

The table below sets out the total remuneration for 2018 and 2017 for each of our EDs. Sir Adrian Montague remained on his Non-Executive Chairman remuneration arrangements while acting as Executive Chairman for the period 9 October 2018 to 31 December 2018. Given that he was not performing the role of Group CEO and did not receive a typical CEO remuneration package, he is not shown in this table, and is instead shown in table 9.

1 Total 2018 remuneration – Executive Directors (audited information)

	Former Executive Director Mark Wilson[6]		Tom Stoddard		Andy Briggs		Maurice Tulloch[7]		Total emoluments of Executive Directors[8]	
	2018 £000	2017 £000	**2018 £000**	2017 £000	**2018 £000**	2017 £000	**2018 £000**	2017 £000	2018 £000	2017 £000
Basic Salary[1]	**816**	1,028	**728**	708	**746**	726	**706**	373	**2,996**	2,835
Benefits[2]	**99**	107	**85**	86	**44**	53	**51**	39	**279**	285
Annual Bonus[3]	**692**	1,945	**616**	997	**632**	1,022	**598**	456	**2,538**	4,420
LTIP[4]	**–**	950	**650**	491	**666**	503	**642**	69	**1,958**	2,013
Pension[5]	**229**	288	**204**	198	**209**	203	**198**	104	**840**	793
Total	**1,836**	4,318	**2,283**	2,480	**2,297**	2,507	**2,195**	1,041	**8,611**	10,346

1 Basic salary received during 2018.
2 The benefits disclosure includes the cost, where relevant, of private medical insurance, life insurance, accommodation, travel and car benefits. In the case of Mark and Andy this also includes benefits resulting from the UK HMRC tax-advantaged SAYE plan, and for Andy the UK HMRC tax-advantaged share incentive plan, the All Employee Share Ownership Plan (AESOP), in which they participate on the same basis as all eligible employees. All numbers disclosed include the tax charged on the benefits, where applicable.
3 Bonus payable in respect of the financial year including any deferred element at the face value at the date of award. The deferred element is made under the ABP.
4 The value of the LTIP for 2018 relates to the 2016 award, which had a three-year performance period ending 31 December 2018. 50% of the award will vest in March 2019. An assumed share price of 415.20 pence has been used to determine the value of the award based on the average share price over the final quarter of the 2018 financial year. In a similar manner, the LTIP amounts shown in last year's report in respect of the LTIPs awarded in 2015 were calculated with an assumed share price of 502.19 pence. The actual share price at vesting was 493.78 pence, and the table has been updated to reflect this change. The estimated value of the awards for the EDs was £2,046,000; the actual value was £2,013,000 (decrease of £33,000). Additional information on these awards can be found in Table 18.
5 Pension contributions consist of employer defined contribution benefits, excluding salary exchange contributions made by the employees, plus cash payments in lieu of pension. EDs are eligible to participate in a defined contribution plan and receive pension contributions and/or a cash pension allowance from the Company in aggregate totaling 28% of basic salary (14% of salary for Maurice following appointment as Group CEO). No ED has prospective entitlement to benefit in a defined benefit scheme.
6 Mark stepped down as Group CEO and left the Board on 9 October 2018; values for 2018 relate to the period whilst he was an ED. Details of Mark's leaving arrangements are set out on page 79.
7 For Maurice, his 2017 values only relate to his qualifying services as a Director of Aviva from 20 June 2017, when he was appointed as an ED. His basic salary, bonus and benefits are set in Canadian dollars and have been converted to sterling using an average exchange rate for 2018 of CAD 1.73.
8 Year on year decrease is primarily driven by the lower bonus outcomes and prorating of Mark and the lapse of his LTIP award.

Additional disclosures in respect of the single total figure of remuneration table

Malus and clawback

As part of the annual pay review process, the Committee has considered whether any recovery or withholding under the malus and clawback provisions of Aviva's incentive plans is required by any current circumstances. No incidents concerning the EDs are currently subject to action under Aviva's malus and clawback policy.

Other items of remuneration

The EDs have not received any items in the nature of remuneration other than those disclosed in table 1.

2018 annual bonus outcomes

The chart below summarises how our annual bonus operates.

Step I – Bonus scorecard

Financial measures
- 30% Operating EPS[1]
- 25% Operating capital generation[1]
- 15% Cash remittances[1]

Performance against financial measures subject to a quality of earnings assessment.

Strategic measures
- 15% Multiple product holdings
- 15% MyAviva active customers

Performance is assessed against defined minimum, target and maximum targets. The scorecard contains a business unit modifier for EDs other than the Group CEO.

Step II – Non-financial performance modifiers

- Employee engagement
- Customer
- Risk & Controls

The bonus scorecard outcome as determined under step 1 may be modified by consideration of performance in these areas.

Typically, any adjustments would be in the range of +/- 15%, but may be larger for major customer and/or risk & controls issues.

Step III – Individual performance

The modified bonus scorecard outcome provides a pool for funding for bonuses. Actual bonus decisions are made based on:
- Individual contribution and achievements;
- How the individual has assisted the Group achieve progress against its strategic objectives;
- The leadership they have exhibited; and
- How the individual has demonstrated Aviva's values.

The impact of individual performance is not determined in a formulaic manner, with the Committee instead applying judgement as to whether any adjustment is warranted. In recent years adjustments have been in the region of +/-10%.

Discretion

The Committee retains overarching discretion to adjust outcomes upwards or downwards in order to align remuneration for the overall performance of the Group and wider circumstances.

1 This is an Alternative Performance Measure (APM) which provides useful information to enhance the understanding of financial performance. Further information on APMs, including a reconciliation to the financial statements (where possible), can be found in the 'Other Information' section of the Annual report and accounts.

Step I – Bonus scorecard
The table below sets out performance against financial and non-financial targets under the bonus scorecard. The overall scorecard outcome percentage applies to all of the EDs.

As outlined in the Chair's letter on page 68, the Committee was mindful that when the Government announced its decision in February 2017 to reduce the Ogden rate, the degree of uncertainty around where the rate would finally land meant that we delayed the impact on remuneration outcomes. On 20 March 2018 the Government announced it will introduce the Bill which includes provisions to amend the Ogden discount rate. In December 2018, the Bill became an Act of Parliament, meaning that the new rate will be set by the Lord Chancellor in 2019. While there is certainty that there will be a change in the Ogden rate in 2019, uncertainty remains around the amount and timing of the final rate. In the Group accounts the claims reserves have been calculated using a discount rate of 0.0%, though the rate to be announced by the Lord Chancellor later this year may result in a different discount rate. The Committee is satisfied that it is appropriate to reflect this change in the annual bonus pools for 2018.

Accordingly, the assumed discount rate of 0.0% in 2018 has reduced the outcome, under the operating EPS[1] measures, resulting in a reduction in the bonus scorecard outcome of 31.3% (to 106.5%). The Committee would highlight that adjustments may be considered in future years should the final Ogden rate be different from 0.0%.

2 2018 performance against bonus scorecard for Executive Directors' bonuses

Measure	Weighting	Minimum	Target	Maximum	Pre-Ogden outcome	Post-Ogden outcome	Outcome
Financial measures (70% of total)							
Operating EPS[1]	30.0%	51.2p	55.4p	59.6p	**58.2p**	**52.5p**	19.7%
Cash remittances[1]	15.0%	£2,753m	£2,976m	£3,199m	**£3,137m**	**£3,137m**	50.0%
Operating capital generation[1]	25.0%	£1,848m	£2,048m	£2,248m	**£3,200m**	**£3,200m**	25.8%
Total financial measures	**70.0%**	—	—	—	—	—	**95.5%**
Strategic measures (30% of total)							
MPH (% growth)	15.0%	3.0%	6.0%	9.0%	**0.4%**	**0.4%**	0.0%
MyAviva active customers (m)	15.0%	4.9m	5.7m	6.5m	**5.3m**	**5.3m**	11.0%
Total strategic measures	**30.0%**	—	—	—	—	—	**11.0%**
Scorecard outcome	**100.0%**						**106.5%**

1 This is an Alternative Performance Measure (APM) which provides useful information to enhance the understanding of financial performance. Further information on APMs, including a reconciliation to the financial statements (where possible), can be found in the 'Other Information' section of the Annual report and accounts.

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Step II – Non-financial performance modifiers

The Committee considered Group performance against the non-financial modifiers set out below, the outcome of which may result in an adjustment to the bonus scorecard outcome if considered appropriate.

3 2018 non-financial modifiers relating to bonus scorecard

Modifier	Assessment
Employee Employee engagement.	Employee engagement is up one percentage point to 76% with continued notable improvements in UK Insurance (UKI), France and Finance, although slightly down in Canada and Ireland after integration and restructuring in those markets. There have been strong improvements in culture in many parts of the business through initiatives taken to tackle complexity, simplify ways of working and develop innovative solutions that improve the customer experience.
Customer Performance against our RNPS targets and our overall focus on customer outcomes.	Our RNPS survey shows three years of sustained high levels of customer advocacy, with modest improvements in the last 12 months. We are working hard to recognise customer loyalty by keeping things simple for customers and putting them in control, for example, with the launch of AvivaPlus.
Risk & Controls Aviva's reward strategy includes specific risk and control objectives for senior management and EDs. The aim is to help drive and reward effective risk management and a robust control environment across the Group.	Most of our businesses/functions were rated as not falling short, against their overall goal in relation to risk, conduct and control outcomes. The assessments performed by our Risk and Internal Audit functions looked at the effectiveness and robustness of the risk framework and control environment. The outputs of the assessments were shared with the Risk and Audit Committees ahead of decisions being made on impacts to bonus. It was concluded that some specific business areas had been identified that would warrant bonus pool adjustments as part of determining incentive awards for 2018. As a result, the Committee applied a downward adjustment of 5% to the bonus scorecard outcome in respect of this modifier.

The bonus scorecard outcome was revised to 101.5%.

Step III – Individual performance

The Committee assessed EDs on their individual performance in the year. Details of each individual's achievements are set out in the table below.

Mark Wilson	Tom Stoddard
Mark was Group CEO until 8 October 2018. Over this period Mark led the organisation to deliver strong financial results, continued progress on improving the culture and employee engagement, and oversaw our IT roadmap. There were a number of notable milestones in 2018: • Achieved 9% Group adjusted operating profit[1] growth in our international markets, 7% in the UK, and 14% in Singapore • Continued strong balance sheet management, with the Solvency II shareholder cover ratio[2] well above the working range at 204% • Robust execution of key IT deliveries, including Cloud migrations and IT service improvements • Improved employee engagement and positive shift in our culture • Continued progress towards our digital ambitions, including AvivaPlus, providing a solution to the UK market practice of pricing new business below that of renewing business and the launch of Blue, our joint venture with Hillhouse and Tencent in Hong Kong • Completed the acquisition of Friends First in Ireland, and the divestment of our businesses in Taiwan and Spain. In addition, completed a £600 million share repurchase programme, the redemption of €500 million Tier 2 debt instrument and redeemed US$575 million Friends Life Holdings Plc subordinated notes	Tom continued to provide strong leadership to the finance function and was critical to many initiatives that supported delivery of the Group's strategy, including: • Delivered growth in operating EPS[2] and cash dividends consistent with the Group's targets, while increasing the Group's overall Solvency II shareholder cover ratio[2] and returning £1.5 billion of capital to investors • Extended oversight of the finance function to coordinate improved delivery of Operational Risk and Control Management (ORCM) throughout the business • Drove the implementation of Zero Based Budgeting concepts into the organisation to benefit future results • Executed capital management actions including completing the share repurchase programme, completion of several M&A transactions and a reduction in our debt profile • Led the finance functional change programme in response to IFRS 17 and the need to modernise finance IT systems • Sponsored the new Aviva 'Origins' community to promote diversity and inclusion in respect of race, ethnicity, religion, and social mobility
Andy Briggs	**Maurice Tulloch**
Andy is the CEO of Aviva UKI combining our UK based life, General Insurance (GI) and health businesses. Andy provided strong leadership in the UK throughout 2018 and key deliveries included: • Strong financial performance in UKI with adjusted operating profit[1] growth of 7% strong capital generation and cash remittances[2] up 42% to £2.6 billion despite market headwinds in personal lines • Improved employee engagement, empowering colleagues to simplify and put the customer at the heart of decision-making • Continued progress made via True Customer Composite (TCC) among corporate customers. Strong growth in workplace pensions, bulk annuities, with our largest ever schemes in both these, and in commercial and corporate GI • Launched AvivaPlus, which will provide a solution to the UK market practice of pricing new business below that of renewing business • Strong balance sheet management • Sponsored the 'Generations' community to promote a culture where age is not a barrier to achievement	As CEO International, Maurice provided strong leadership, with some notable achievements: • Achieved 9% adjusted operating profit[1] growth across International markets • Appointed new CEOs and rolled out new strategies in Italy and Canada resulting in strong net flows in Italy, and a positive shift in business mix, diversified distribution and increased efficiency • The recovery in the Canadian business is on track and accelerating to deliver sub 96% target combined operating ratio[2] by 2020 • Contined growth and execution of our strategy in France with a significantly improved capital position and balance sheet, new customer proposition ("Client Unique"), and a single customer point serving all customer demands • Growth continued in Ireland with the financial benefits of integrating Friends First. The Brexit transformation is on track with Part VII transfers underway • Achieved significant top and bottom line growth in Global Corporate & Specialty and strong progress towards our strategic aims • Improved employee engagement and oversaw a positive shift in our culture across European markets; France, Italy and Poland. Maintained engagement through periods of change in other markets • Maurice is proactively involved in the Aviva 'Carers' Community and is the sponsor for the Global Graduate Scheme

Notwithstanding these achievements, the Committee was conscious that the Group experienced several events during 2018 which had an impact on our customers, our shareholders, and our broader stakeholder community. Firstly, we recognise the negative impact that our March 2018 announcement on preference shares had on the Group. Secondly, it is recognised that our UK savings business encountered disruption during the migration of our independent adviser platform to a new supplier, which adversely affected our service standards. Thirdly, the Committee is conscious that our oversight in some areas of the Canadian business fell below our high standards and contributed to the issues in the financial performance experienced.

These issues were all taken into account in the individual performance assessments for the EDs and reflected in their annual bonuses. This resulted in a downward adjustment of 17.5% to the scorecard outcome for all EDs. As a result, annual bonuses for the EDs were 84% of salary.

Table 4 provides further detail of how these adjustments have been applied.

1 Group adjusted operating profit is an Alternative Performance Measure (APM) which is used by the Group to supplement the required disclosures under IFRS. Please refer to note B in the 'Accounting Policies' section and 'Other Information' within the Annual report and accounts for further information.
2 This is an Alternative Performance Measure (APM) which provides useful information to enhance the understanding of financial performance. Further information on APMs, including a reconciliation to the financial statements (where possible), can be found in the 'Other Information' section of the Annual report and accounts.

4 2018 bonus outcomes for Executive Directors

	Mark Wilson	Tom Stoddard	Andy Briggs	Maurice Tulloch
Bonus scorecard (0% – 200%)				
Pre-Ogden[1]	137.8%	137.8%	137.8%	137.8%
– Ogden	(31.3%)	(31.3%)	(31.3%)	(31.3%)
– Non-financial modifiers	(5.0%)	(5.0%)	(5.0%)	(5.0%)
– Individual adjustment	(17.5%)	(17.5%)	(17.5%)	(17.5%)
Final Outcome	**84.0%**	**84.0%**	**84.0%**	**84.0%**
Target opportunity	100% of salary	100% of salary	100% of salary	100% of salary
Maximum opportunity	200% of salary	150% of salary	150% of salary	150% of salary
Final bonus outcomes				
– % of salary	**84.0%**	**84.0%**	**84.0%**	**84.0%**
– % of maximum	**42.0%**	**56.0%**	**56.0%**	**56.0%**
– £ amount	£691,608[2]	£616,022	£631,596	£602,817

1 This outcome includes the financial impact of the goodwill payment scheme in relation to preference shareholders, which had the effect of reducing IFRS operating EPS by 0.2p and the overall bonus scorecard outcome by 0.7% (from 138.5% to 137.8%).
2 This outcome is pro-rated to reflect the time served in the Group CEO role.

Discretion

The Committee is conscious of the provisions of the 2018 Code, with remuneration committees being encouraged to review incentive outcomes against individual and company performance, together with any wider circumstances, and to exercise independent judgement and discretion in relation to remuneration outcomes. This reflects our current practice at Aviva. Taking into account the impact of the assumed discount rate of 0.0%, the outcome of the quality of earnings assessment and the non-financial modifiers, and an assessment of individual performance, the Committee is of the view that these outcomes appropriately reflect the overall performance of Aviva during the year and are aligned with the experience of shareholders over this period. Compared to 2017, there has been a 43% reduction in the overall annual bonus amount paid to the EDs (when measured on a like-for-like basis to reflect part-year service).

2016 LTIP vesting in respect of performance period 2016-2018

All references to adjusted RoE relate to the 2016 LTIP award only and represent RoE calculated as IFRS profit after tax and non-controlling interest but excluding investment variances, economic assumption changes, pension scheme income/ charge over average IFRS equity (excluding pension scheme net surplus/ deficit). The adjusted RoE[1] and TSR[2] outcome for the 2016 LTIP are detailed in the table below. 50% of the award will vest in March 2019.

5 2016 LTIP award – performance conditions

	Weighting	Threshold (20% vest)	Maximum (100% vest)	Outcome	Vesting (% of maximum)
Adjusted RoE Performance	50%	24.5%	30%	31.8%	100%
Relative TSR Performance	50%	Median	Upper quintile and above	13/14	0%

1 2016 adjusted RoE performance outcome excludes the positive impact of the £300m share buy-back, increasing shareholders' equity, and further excludes the re-measurement loss on Friends Provident International which will be recognised in 2019 upon completion of the sale.
2 TSR is a measure of share price growth, calculated as the difference between the share price at the vesting date and the 90 day average for the period immediately preceeding the start of the three year performance period.

Quality of earnings assessment – 2018 remuneration decisions

The Committee discussed those items that impacted the overall results in 2018 including foreign exchange, acquisitions and disposals, life assumption and modelling changes, prior year reserve development, and other items that are non-recurring in nature. This process provides the Committee with an understanding of the core profitability of the business taking these factors into account.

The 2016 LTIP vesting outcome also reflects the impact of an assumed Ogden rate of 0.0%, although it made no difference to the final level of vesting.

6 Awards granted during the year (audited information)

Share and option awards granted to EDs during the year are set out below.

	Date of Award	Award Type[1]	Face Value (% of basic salary)[2]	Face Value (£)[2]	Threshold Performance (% of face value)	Maximum Performance (% of face value)	End of performance period	End of vesting/ holding period
Mark Wilson	11 May 2018	LTIP[3]	300%	£3,103,904	20%	100%	31 Dec 2020	26 Mar 2023
	26 Mar 2018	ABP	125%	£1,296,742	N/A			26 Mar 2021
Tom Stoddard	11 May 2018	LTIP	225%	£1,601,999	20%	100%	31 Dec 2020	26 Mar 2023
	26 Mar 2018	ABP	93%	£664,529	N/A			26 Mar 2021
Andy Briggs	11 May 2018	LTIP	225%	£1,642,496	20%	100%	31 Dec 2020	26 Mar 2023
	26 Mar 2018	ABP	93%	£681,332	N/A			26 Mar 2021
	14 Oct 2016	AESOP	0.39%	£3,005	N/A			12 Dec 2021
Maurice Tulloch	11 May 2018	LTIP	225%	£1,556,750	20%	100%	31 Dec 2020	27 Mar 2023
	26 Mar 2018	ABP	80%	£557,066	N/A			27 Mar 2021

1 ABP and LTIP awards have been granted as share awards. The LTIP is a conditional right to receive shares based on a three-year performance period, with an additional two-year holding period. ABP represents the portion of the 2017 bonus deferred into shares for three years. Shares issued in lieu of dividends accrue on ABP and LTIP awards during the ABP deferral period and the LTIP performance period. AESOP includes partnership, matching and dividend share awards which vest after three years. Further details are provided in Tables 16 and 18.
2 Face value for the awards granted on 26 March 2018 has been calculated using the average of the middle-market closing price of an Aviva ordinary share on the three consecutive business days immediately preceding the main date of grant, on 26 March 2018 of 504.00 pence. AESOP has been calculated using the average price achieved at purchase of the partnership shares throughout 2018 of 483.00 pence.
3 Mark's 2018 LTIP award ceased to be capable of vesting on 9 October 2018 when he stepped down as Group CEO and will lapse when he leaves the Company.

Operating EPS[1] targets for awards made in 2018

Operating EPS[1] performance determines the vesting of 50% of the LTIP award. Three-year targets are set annually within the context of the Company's strategic plan. The 2018 targets are provided below.

7 2018 LTIP operating EPS[1] targets

Achievement of Operating EPS[1] targets over the three-year performance period	Percentage of shares in award that vests based on achievement of Operating EPS[1] targets
Less than 4% p.a.	0%
4% p.a.	10%
Between 4% p.a. and 10.0% p.a.	Pro-rata between 10% and 50% on a straight line basis
10% p.a. and above	50%

Any vesting of the operating EPS[1] element of the LTIP is subject to two gateway hurdles – RoE[1] and Solvency II shareholder cover ratio[1]. The RoE[1] hurdle is 12% p.a. and the Solvency II shareholder cover ratio[1] is to meet or exceed the minimum of the stated working range (in 2018, this was 150% to 180%).

TSR targets for awards made in 2018

Relative TSR performance determines the vesting of the other 50% of the LTIP award. For the 2018 grant, Aviva's TSR performance will be assessed against that of the following companies: Aegon, Allianz, Assicurazioni Generali, AXA, CNP Assurances, Direct Line Group, Legal & General, Lloyds Banking Group, Old Mutual, Phoenix, Prudential, RSA, Standard Life Aberdeen and Zurich Insurance.

The performance period for the TSR performance condition is the three years beginning 1 January 2018. For the purposes of measuring the TSR performance condition, the Company's TSR and that of the comparator group will be based on the 90-day average TSR for the period immediately preceding the start and end of the performance period. The vesting schedule is set out in the table below.

8 TSR vesting schedule for the 2018 LTIP award

TSR position over the three-year performance period	Percentage of shares in award that vest based on achievement of TSR targets
Below median	0%
Median	10%
Between median and upper quintile	Pro-rata between 10% and 50% on a straight line basis
Upper quintile and above	50%

New Group CEO appointment

As announced on 4 March 2019, the Board appointed Maurice Tulloch as our new Group CEO with immediate effect. Maurice's remuneration as Group CEO is in accordance with our Policy, as approved by shareholders at our 2018 AGM, and consists of:

- A salary of £975,000 per annum
- Our standard benefits package for executive directors, including private family medical insurance, life insurance, and reasonable travel benefits
- Pension contributions of 14% of salary, in line with the majority of our UK workforce
- An annual bonus opportunity of 200% of salary, with one-third of any bonus earned paid in cash after the year end, and two-thirds deferred into shares which will vest in equal annual tranches over three years. His annual bonus opportunity for 2019 will be pro-rated to reflect the time spent in each role.
- Maurice will be eligible for the grant of an award under the LTIP for 2019 of 300% of basic salary
- In taking on the role of Group CEO, Maurice is relocating from Canada to the UK. He will receive assistance with this relocation, of an amount up to £250,000 exclusive of tax, payable against receipted costs incurred within a period of 24 months from the date of appointment. Maurice is also subject to the Group CEO shareholding requirement of 300% of salary.

1 This is an Alternative Performance Measure (APM) which provides useful information to enhance the understanding of financial performance. Further information on APMs, including a reconciliation to the financial statements (where possible), can be found in the 'Other Information' section fo the annual report and accounts.

Payments to past directors (audited information)

Russell Walls retired from the Board with effect from 8 May 2013.

- Russell was appointed as a Non-Executive Director (NED) of Aviva Italia Holdings S.p.A on 4 December 2014 and on 30 April 2015 was appointed as Chair
- On 13 April 2015 Russell was appointed as a NED of Aviva Annuity UK Limited, Aviva Life Holdings UK Limited, Aviva Life & Pensions UK Limited, Friends Life and Pensions Limited and Friends Life Limited each of which are subsidiary companies of Aviva plc. Russell subsequently stepped down from all these boards on 28 February 2018
- On 31 October 2017 Russell was also appointed as a NED of Aviva Insurance Limited (AIL), also a subsidiary company of Aviva plc. Russell subsequently stepped down from AIL on 28 February 2018
- The emoluments he received in respect of all these directorships for the 2018 financial year were £35,000 and €90,000 (as Chair of Aviva Italia Holdings S.p.A)

Payments for loss of office (audited information)

We announced on 9 October 2018 that the Board had agreed with Mark that he would step down as Group CEO and as a Director of the Company with immediate effect. Mark was placed on garden leave for six months with effect from 9 October 2018. During this period, he continues to receive his salary and contractual benefits. For the remainder of 2018, these amounts totalled £319,866. At the end of his garden leave period (9 April 2019), Mark's employment will terminate and the Company, at its discretion, will make a payment in lieu of notice of six months basic salary, pension entitlement and contractual benefits in monthly instalments, over the remainder of his contractual 12-month notice period. We expect Mark to mitigate his loss during the last six months of this notice period, by seeking alternative employment, or engagement. The total amount during 2019 in respect of the remainder of Mark's garden leave and payment in lieu of notice is expected to be £1,102,954. This includes the continued provision of Mark's private medical insurance, on the same terms, for the remainder of his contractual notice period. The total value of this benefit is anticipated to be in the region of £30,000.

Mark received a pro-rated bonus in respect of 2018, reflecting the portion of the year worked prior to going on garden leave. No bonus will be payable in relation to 2019.

Mark's unvested LTIP awards ceased to be capable of vesting on 9 October 2018 and no further LTIP awards will be made. Mark's 2015 LTIP award, which had already vested at the point of departure remains subject to the additional holding period. His outstanding deferred share awards under the ABP will continue and will vest on the normal vesting dates. All awards will remain subject to malus and clawback.

In line with Policy, Mark will be entitled to a capped contribution of £10,000 (excluding VAT) towards legal fees incurred in connection with his departure.

9 Total 2018 remuneration for Non-Executive Directors (audited information)

The table below sets out the total remuneration earned by each NED who served during 2018 for Group-related activities.

	Fees		Benefits[1]		Aviva plc total		Subsidiaries fees		Group total	
	2018 £000	2017 £000	**2018 £000**	2017 £000	**2018 £000**	2017 £000	**2018 £000**	2017 £000	**2018 £000**	2017 £000
Chairman										
Sir Adrian Montague	**550**	550	**88**	67	**638**	617	**—**	—	**638**	617
Non-Executive Directors										
Claudia Arney[2]	**155**	140	**2**	1	**157**	141	**78**	40	**235**	181
Glyn Barker	**168**	164	**3**	3	**171**	167	**—**	—	**171**	167
Patricia Cross	**128**	128	**—**	—	**128**	128	**60**	53	**188**	181
Belén Romana García	**105**	105	**10**	8	**115**	113	**40**	1	**155**	114
Michael Hawker	**138**	138	**—**	—	**138**	138	**—**	15	**138**	153
Michael Mire	**118**	117	**1**	1	**119**	118	**—**	—	**119**	118
Keith Williams	**150**	124	**2**	3	**152**	127	**—**	—	**152**	127
Total emoluments of NEDs	**1,512**	1,466	**106**	83	**1,618**	1,549	**178**	109	**1,796**	1,658

1 Benefits include the gross taxable value of expenses relating to accommodation, travel and other expenses incurred on Company business in accordance with our expense policy and may vary year-on-year dependent on the time required to be spent in the UK.
2 The 2018 Aviva plc fee payment includes £15,000 in arrears from Risk Committee fees which were omitted from payment in 2017 and paid in Q1 2018. The 2018 subsidiaries fees includes £7,345 in arrears from 2017 Chair fees paid in 2018.

The Aviva plc total amount paid to NEDs in 2018 was £1,618,000 which is within the limits set in the Company's Articles of Association, as previously approved by shareholders.

Subsidiary company board memberships

During the year, the following NEDs were appointed as directors of subsidiary companies to support and further enhance the flow of information between material subsidiaries and the Group. The additional emoluments received in respect of these roles are detailed below:

- Claudia Arney received an additional fee of £78,346 *(2017: £40,000)* in respect of her duties as Non-Executive Chairman and Conduct Committee member of Aviva UK Digital Limited
- Patricia Cross received an additional fee of £60,000 *(2017: £52,808)* in respect of her duties as Senior Independent Director of Aviva Investors Holdings Limited
- Belén Romana García received an additional fee of €44,712 *(2017: €1,068)* in respect of her duties as a Board member of Aviva Italia Holding S.p.A., and as a committee member of the Audit and Risk Committees. Belén joined the Board on 19 December 2017
- Sir Adrian Montague became a director of Aviva Group Holdings Ltd on 9 October 2018. He received no fees in respect of this appointment

Percentage change in remuneration of the former Group CEO

The table below sets out the increase in the basic salary, bonus and benefits of the former Group CEO and that of the wider workforce. The UK employee workforce was chosen as a suitable comparator group, as the former Group CEO and the majority of EDs are based in the UK (albeit with global responsibilities), and pay changes across the Group vary widely depending on local market conditions. Given that he served for a part-year only in 2018, the former Group CEO's pay for the year has been annualised so as to provide an appropriate comparison with 2017.

10 Percentage change in remuneration of former Group CEO

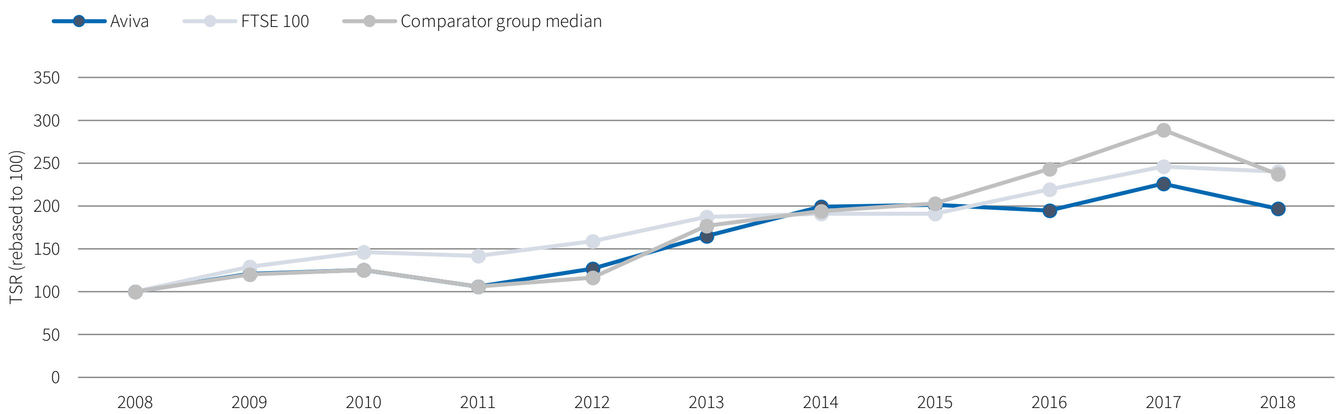
	% change in basic salary 2017-2018	% change in bonus 2017-2018	% change in benefits 2017-2018
Former Group CEO[1]	3.0%	-53.8%	13.5%
All UK-based employees[2]	6.1%	0.4%	-5.2%

1 Salary, annual bonus and benefit amounts for 2018 for the former Group CEO have been pro-rated up to reflect what they would have been over a full 12-month period. This provides a comparable basis with 2017.
2 In terms of the UK based employee figures, the increase shown for salary and the decrease in benefits reflects that car allowances were rolled up into salaries during 2018.

Historical TSR performance and Group CEO remuneration outcomes

Table 11 compares the TSR performance of the Company over the past ten years against the TSR of the FTSE 100. This index has been chosen because it is a recognised equity market index of which Aviva is a member. In addition, median TSR performance for the LTIP comparator group has been shown. The companies which comprise the current LTIP comparator group for TSR purposes are listed above Table 8.

11 Aviva plc ten-year TSR performance against the FTSE 100 and the median of the comparator group



The table below summarises the historical Group CEO single figure for total remuneration, and annual bonus and LTIP oucomes as a percentage of maximum over this period.

12 Historical Group CEO remuneration outcomes

	Group CEO	2009	2010	2011	2012	2013	2014	2015	2016	2017	**2018**
Annual bonus payout (as a % of maximum opportunity)	Mark Wilson[1]	—	—	—	—	75.0%	86.7%	91.0%	91.0%	94.0%	**42%**
	Andrew Moss[2]	74.2%	74.3%	81%	—	—	—	—	—	—	—
LTIP vesting (as a % of maximum opportunity)	Mark Wilson	—	—	—	—	—	—	53%	41.3%	36.9%	—
	Andrew Moss	50.0%	72.3%	81.7%	—	—	—	—	—	—	—
Group CEO single figure of remuneration (£000)	Mark Wilson	—	—	—	—	2,615	2,600	5,438	4,523	4,334	**1,836**
	Andrew Moss	2,591	2,748	3,477	554	—	—	—	—	—	—

1 Mark joined the Board as an ED with effect from 1 December 2012 and became Group CEO on 1 January 2013. Mark stepped down as Group CEO and left the Board on 9 October 2018.
2 Andrew resigned from the Board with effect from 8 May 2012 and left the Company on 31 May 2012.

Sir Adrian Montague remained on his Non-Executive Chairman remuneration arrangements while acting as Executive Chairman for the period 9 October 2018 to 31 December 2018. Given that he was not performing the role of Group CEO and did not receive a typical CEO remuneration package, he is not shown in this table.

Pay ratio reporting

New UK legislation requires companies to publish information on the pay ratio of the Group CEO to UK employees. While formally taking effect from our next reporting year, we have chosen to voluntarily disclose this information a year early as we recognise that it is important to take a lead in this area and some shareholders may find the information to be a useful reference point. In line with the new regulatory requirements, the table below sets out the ratio at median, 25th and 75th percentile of the total remuneration received by the Group CEO compared to the total remuneration received by our UK employees. Total remuneration reflects all remuneration received by an individual in respect of the relevant years, and includes salary, benefits, pension, and value received from incentive plans.

13 Pay ratio table

Year	Method	P25 (lower quartile)	P50 (median)	P75 (upper quartile)
2018	Option A	76:1	53:1	32:1

We would highlight the following in terms of the approach taken:

- In calculating the Group CEO data, we have used an aggregated figure which is the sum of the amount shown in the single figure table for Mark (£1,835,716) in respect of his services from the start of the year to 8 October 2018, and the pro rata fees paid to Sir Adrian Montague in his role as Executive Chairman for the period 9 October to 31 December 2018. This approach is consistent with legislative requirements that will apply from next year. However, recognising that 2018 is an atypical year for Aviva, we have also provided an additional ratio below, calculated on a full-year basis using total target remuneration for Mark
- The lower quartile, median and upper quartile employees were calculated based on full-time equivalent data as at 31 December 2018
- Out of the three alternatives available for calculating the ratio, we chose to use Option A as it is considered to be the most accurate way of identifying employees at P25, P50 and P75, and is aligned with investor expectations. Under this approach we calculate total remuneration on a full-time equivalent basis for all of our UK employees and rank them accordingly

The table below provides further information on the total remuneration figure used for each quartile employee, and the salary component within this.

14 Salary and total remuneration used in the pay ratio calculations

Year	Pay element	P25 (lower quartile)	P50 (median)	P75 (upper quartile)
	Salary	£21,309	£30,404	£51,769
2018	Total remuneration	£25,969	£37,454	£62,528

In reviewing the employee pay data, the Committee is comfortable that the P25, P50 and P75 individuals identified appropriately reflect the employee pay profile at those quartiles, and that the overall picture presented by the ratios is consistent with our pay, reward and progression policies for UK employees.

As referred to above, we recognise that 2018 is an unusual year for Aviva resulting in a Group CEO pay ratio which is likely to be lower than we might typically expect. Shareholders may find it helpful to consider what the ratio might have been in a more normal year, recognising that the ratio may well vary significantly from year-to-year. Specifically, we have considered the ratio if Mark had been employed for the full year and had received an on-target annual bonus of 100% of salary (half of maximum) and LTIP vesting at 150% of salary (half of maximum).

These circumstances would lead to a total single figure for the Group CEO of £4,139,784 and the following Group CEO pay ratios.

Year	P25 (lower quartile)	P50 (median)	P75 (upper quartile)
2018 (illustrative based on a notional 'target' package)	159:1	111:1	66:1

At Aviva, we consider that we are equally focused on our colleagues as we are on our customers. We work hard to recognise the individual needs of colleagues, in just the same manner as we do for our customers. In this context, we are proud of the reward, benefits and overall career packages that we offer our colleagues:

- In the UK, we have been an accredited Living Wage employer since April 2014
- We have a structured salary progression scheme for our frontline colleagues, providing incremental salary increases over the first few years in role as individuals develop and gain experience
- We conduct regular market reviews of our salary ranges in order to maintain competitiveness to market rates, and we move everyone who is below a band to at least the minimum of that range each year
- We have a comprehensive flexible benefits offering, providing colleagues with the opportunity to select the benefits that matter most to them
- Our competitive pension scheme provides a top rate employer contribution of 14% of salary (subject to the level of employee contribution). Above this level, we share employer National Insurance savings with our colleagues
- Our broader Wellbeing offering aims to promote health and wellness among our colleagues. We listen to colleagues and focus in-depth on a new area each year depending on the feedback we receive. During 2018, for example, our programme had a particular emphasis on financial education
- UK colleagues are eligible to participate in our SAYE and AESOP offerings. These are tax-efficient share plans that allow our UK colleagues to share in the success of Aviva. We also have similar plans operating for many of our overseas colleagues. We are proud of the participation rates in these plans, with over 50% of UK employees participating in the SAYE and over 70% in the AESOP

Relative importance of spend on pay

Table 15 outlines Group adjusted operating profit[1], dividends paid to shareholders and share buy-backs, compared to overall spend on pay in total. This measure of profit has been chosen as it is used for decision-making and the internal performance management of the Group's operating segments.

1 Group adjusted operating profit is an Alternative Performance Measure (APM) which is used by the Group to supplement the required disclosures under IFRS. Please refer to note B in the 'Accounting Policies' section and 'Other Information' within the Annual report and accounts for further information.

15 Relative importance of spend on pay

	Year end 31 December 2016 £m	Year end 31 December 2017 £m	Year end 31 December 2018 £m	% change between 2017 & 2018
Group adjusted operating profit[1]	3,010	3,068	**3,116**	2%
Dividends paid[2]	871	983	**1,128**	15%
Share buy-backs[3]	—	300	**600**	100%
Total staff costs[4]	1,764	1,942	**1,974**	1%

1 Group adjusted operating profit is an Alternative Performance Measure (APM) which is used by the Group to supplement the required disclosures under IFRS. Please refer to accounting policy B in the 'Accounting Policies' section and to the 'Other Information' section within the Annual report and accounts for further information.
2 The total cost of ordinary dividends paid to shareholders.
3 A share buy-back of ordinary shares for an aggregate purchase price of £600 million was undertaken during the year, as described in more detail in note 32. A share buy-back of ordinary shares for an aggregate purchase price of £300 million was undertaken during 2017.
4 Total staff costs from continuing operations includes wages and salaries, social security costs, post-retirement obligations, profit sharing and incentive plans, equity compensation plans and termination benefits. The average number of employees in continuing operations was 31,232 (2018) and 30,332 (2017).

External board appointments

- Andy Briggs was appointed a Senior Independent Director of the Association of British Insurers on 7 June 2018, after having been Chairman since 14 September 2011. He is Chairman of the NSPCC's Fundraising Committee and on the Board of Trustees of the NSPCC, and is the Government's Business Champion for Older Workers. He received no fees in respect of these appointments
- Maurice Tulloch is a NED of Pool Reinsurance Company Limited. He received fees of £41,500 *(2017: £41,500)* in respect of this appointment during 2018. He is also a member of the Insurance Development Forum
- Mark Wilson was a NED of BlackRock Inc. from 15 March 2018. He received cash and shares in the amount of US$223,814 in the period 15 March 2018 to 9 October 2018

Statement of directors' shareholdings and share interests

EDs share ownership requirements

The Company requires the Group CEO to build a shareholding in the Company equivalent to 300% of basic salary and each ED to build a shareholding in the Company equivalent to 200% of basic salary.

- The EDs are required to retain 50% of the net shares released from ABP and LTIP awards until the shareholding requirement is met
- The shareholding requirement needs to be built up over a five-year period
- Unvested share awards, including shares held in connection with bonus deferrals, are not taken into account in applying this test
- In response to the new provisions of the 2018 Code, during 2019 we will implement post-cessation shareholding guidelines for our EDs. The current expectation is that EDs will be required to retain their full guideline holding for two years following cessation of employment (or their holding on departure if lower). The Committee will retain the discretion to waive part or all of the guideline where considered appropriate, for example in exceptional or compassionate circumstances.

16 Executive directors – share ownership requirement (audited information)

	Shares held			Options held				
Executive Directors	Owned outright[1]	Unvested and subject to performance conditions[2]	Unvested and subject to continued employment[3]	Unvested and subject to continued employment[4]	Vested but not exercised	Shareholding requirement (% of salary)	Current shareholding[5] (% of salary)	Requirement met
Mark Wilson[6]	728,532	1,793,397	733,540	6,179	—	300	257	No
Tom Stoddard	312,532	926,154	370,530	—	—	200	160	No
Andy Briggs	331,301	949,396	344,225	5,128	—	200	165	No
Maurice Tulloch[7]	348,797	906,232	259,237	—	—	200	183	No

1 Directors' beneficial holdings in the ordinary shares of the Company. This information includes holdings of any connected persons. For Andy Briggs it also includes partnership shares purchased under the AESOP, under which participants can currently contribute up to £150 every month. Shares are purchased on a monthly basis, and have to be held in the AESOP trust for three years. These vest after three years providing the ED does not leave and the related partnership shares are not withdrawn from the AESOP trust.
2 Awards granted under the Aviva LTIPs which vest only if the performance conditions are achieved.
3 Awards arising through the ABP. Under this plan, some of the earned bonuses are paid in the form of conditional shares and deferred for three years. The transfer of the shares to the director at the end of the period is not subject to the attainment of performance conditions but the shares can be forfeited if the ED leaves service before the end of the period.
4 Savings-related options (without performance conditions) over shares granted under the SAYE plan.
5 Based on the closing middle-market price of an ordinary share of the Company on 31 December 2018 of 375.5 pence. The closing middle-market price of an ordinary share of the Company during the year ranged from 364.6 pence to 552.0 pence.
6 Mark's outstanding LTIPs ceased to be capable of vesting on 9 October 2018 when he stepped down as Group CEO, and they will lapse upon leaving.
7 Maurice's basic salary and benefits are set in Canadian dollars and have been converted to sterling using an average exchange rate for 2018 of CAD $1.73.

There were no changes to the EDs interests in Aviva shares during the period 1 January 2019 to 6 March 2019, with the exception of Andy Briggs' continued participation in the AESOP.

17 Non-Executive Directors' shareholdings[1] (audited information)

	1 January 2018	31 December 2018
Sir Adrian Montague	42,385	58,553
Claudia Arney	14,000	14,000
Glyn Barker	22,700	22,700
Patricia Cross	12,383	25,112
Belén Romana García	790	4,475
Michael Hawker	20,000	20,000
Michael Mire	50,000	50,000
Keith Williams	10,000	10,000

1 This information includes holdings of any connected persons.

There were no changes to the NEDs interests in Aviva shares during the period 1 January 2019 to 6 March 2019.

Share awards and share options

Details of the EDs who were in office for any part of the 2018 financial year and hold or held outstanding share awards or options over ordinary shares of the Company pursuant to the Company's share based incentive plans are set out in table 18. EDs are eligible to participate in the Company's broad-based employee share plans on the same basis as other eligible employees. Details of awards and options granted to EDs under these plans are also included in tables 1, 6 and 16 (and SAYE options are included in table 18). More information around HMRC tax-advantaged plans can also be found in note 33.

18 LTIP, ABP and options over Aviva shares (audited information)

	At 1 January 2018 (number)	Options/ awards granted during year[1] (number)	Options/awards exercised/vesting during year (number)	Options/awards lapsing during year (number)	At 31 December 2018 (number)	Market price at date awards granted[2] (number)	Exercise price (options) (pence)	Market price at date awards vested/option exercised (pence)	Normal vesting date/ exercise period[5]
Tom Stoddard									
LTIP[3,4]									
2015	269,281	—	112,220[7]	169,918	—	535.00		493.10	Mar-18
2016	313,144	—	—	—	313,144	475.20		—	Mar-19
2017	295,153	—	—	—	295,153	523.00		—	Mar-20
2018	—	317,857	—	—	317,857	542.60		—	Mar-21
ABP									
2015	62,228	—	70,280[7]	—	—	535.00		493.10	Mar-18
2016	120,618	—	—	—	120,618	475.20		—	Mar-19
2017	118,061	—	—	—	118,061	523.00		—	Mar-20
2018	—	131,851	—	—	131,851	494.10		—	Mar-21
Andy Briggs									
LTIP[3,4]									
2015	276,014	—	115,026[7]	174,165	—	535.00		493.10	Mar-18
2016	320,972	—	—	—	320,972	475.20		—	Mar-19
2017	302,532	—	—	—	302,532	523.00		—	Mar-20
2018	—	325,892	—	—	325,892	542.60		—	Mar-21
ABP									
2016	92,510	—	—	—	92,510	475.20		—	Mar-19
2017	116,530	—	—	—	116,530	523.00		—	Mar-20
2018	—	135,185	—	—	135,185	494.10		—	Mar-21
SAYE[6]									
2016	5,128	—	—	—	5,128	—	351.00	—	Dec 19 – May-20
Maurice Tulloch									
LTIP[3,4]									
2015	212,765	—	94,840[7]	134,256	—	535.00		493.10	Mar-18
2016	309,278	—	—	—	309,278	475.20		—	Mar-19
2017	286,091	—	—	—	286,091	523.00		—	Mar-20
2018	—	310,863	—	—	310,863	542.60		—	Mar-21
ABP									
2015	43,439	—	50,262[7]	—	—	535.00		493.10	Mar-18
2016	63,144	—	—	—	63,144	475.20		—	Mar-19
2017	85,564	—	—	—	85,564	523.00		—	Mar-20
2018	—	110,529	—	—	110,529	494.10		—	Mar-21
Mark Wilson									
LTIP[3,4,5]									
2015	521,276	—	217,239[7]	328,925	—	535.00		493.10	Mar-18
2016	606,185	—	—	—	606,185	475.20		—	Mar-19
2017	571,538	—	—	—	571,358	523.00		—	Mar-20
2018	—	615,854	—	—	615,854	542.60		—	Mar-21
ABP									
2015	150,591	—	170,076[7]	—	—	535.00		493.10	Mar-18
2016	245,168	—	—	—	245,168	475.20		—	Mar-19
2017	231,082	—	—	—	231,082	523.00		—	Mar-20
2018	—	257,290	—	—	257,290	494.10		—	Mar-21
SAYE[6]									
2014	3,615	—	—	—	2,564	—	419.00	—	Dec 19 – May 20
2016	2,564	—	—	—	2,564	—	351.00	—	Dec 19 – May 20

1 The aggregate net value of share awards granted to the EDs in the period was £11.1 million *(2017: £10.6 million)*. The net value has been calculated by reference to the closing middle-market price of an ordinary share of the Company at the date of grant.
2 The actual price used to calculate the ABP and LTIP awards is based on a three-day average closing middle-market price of an ordinary share of the Company, prior to grant date. These were in 2015: 564 pence, 2016: 485 pence, 2017: 530 pence and 2018: 504 pence
3 For the 2015, 2016 and 2017 LTIP grant, the TSR comparator group consisted of the following companies: Aegon, Allianz, Assicurazioni Generali, Axa, CNP Assurances, Direct Line Group, Legal & General, MetLife, NN Group, Old Mutual, Prudential, RSA Insurance Group, Standard Life and Zurich Financial. For the 2018 LTIP, the comparator group is: Aegon, Allianz, Assicurazioni Generali, Axa, CNP Assurances, Direct Line Group, Legal & General, Lloyds Banking Group, Old Mutual, Phoenix, Prudential, RSA, Standard Life Aberdeen, Zurich Insurance.
4 The performance periods for these awards begin at the commencement of the financial year in which the award is granted and run for a three-year period.
5 Mark Wilson's 2016, 2017 and 2018 LTIP awards ceased to be capable of vesting on 9 October 2018 when he stepped down as Group CEO and will lapse when he leaves the Company.
6 Any unexercised options will lapse at the end of the exercise period.
Options are not subject to performance conditions. The option price was fixed by reference to a three day average closing middle-market price of an ordinary share of the Company, prior to invitation date, with a discount of 20% as permitted under the SAYE plan. Options granted under the SAYE are normally exercisable during the six-month period following the end of the relevant (3 or 5 year) savings contract.
7 The shares comprised in these vested awards include shares issued in lieu of dividends accrued during the deferral period.

Dilution

Awards granted under Aviva employee share plans are generally met by issuing new shares as agreed by the Board. Shares are held in employee trusts, details of which are set out in note 34.

The Company monitors the number of shares issued under the Aviva employee share plans and their impact on dilution limits. The Company's usage of shares compared to the relevant dilution limits set by the Investment Association in respect of all share plans (10% in any rolling ten-year period) and executive share plans (5% in any rolling ten-year period) was 3.07% and 1.83% respectively on 31 December 2018.

Governance Regulatory Remuneration Code

Aviva Investors and two small 'firms' (as defined by the FCA) within the UK Insurance business are subject to the Capital Requirements Directive IV (CRD IV) and the FCA Remuneration Code (SYSC 19A). Additionally, there are two Aviva Investors 'firms' in the UK, Friends Life Funds Limited and Aviva Investors UK Funds Services Ltd, subject to the Alternative Investment Fund Management Directive (AIFMD), the Undertakings for Collective Investments in Transferrable Securities (UCITS V) directive and the Markets in Financial Instruments Directive II (MiFID II). Remuneration Code requirements include an annual disclosure. For AIFMD and UCITS V the disclosure is part of the Financial Statements and/or Annual accounts of the Alternative Investment Funds or UCITS V. For CRD IV requirements the most recent Aviva Investors disclosure can be found in Section 5 of the Pillar 3 Disclosure available at www.aviva.com/pillar3 and a link to the disclosure for the UK Insurance firms can be found at www.aviva.com/remuneration-committee.

Solvency II remuneration

Remuneration Requirements (PRA PS22/16 & SS10/16) apply to the Aviva Group. Our remuneration structures have been designed in a way so that they are compliant with these requirements for all senior managers across the Group, not just those identified as being specifically covered by the requirements of the regulation. Such employees at Aviva are termed 'Covered Employees'. We are required to complete a Remuneration Policy Statement, which outlines how we have complied with each of the requirements, this document was approved by the Group Remuneration Committee and submitted to the Prudential Regulatory Authority (PRA).

The Solvency II reporting requirements for the year ended 31 December 2018 necessitate firms to produce the Solvency and Financial Condition Report (SFCR) which contains remuneration information and is publicly available. Aviva's reward principles and arrangements are designed to incentivise and reward employees for achieving stated business goals in a manner that is consistent with the Company's approach to sound and effective risk management.

Statement of voting at AGM

The result of the shareholder vote at the Company's 2018 AGM in respect of the 2018 Directors' Remuneration Policy and the 2018 Directors' Remuneration Report is set out in table 19. The Committee was pleased with the level of support received from shareholders for both the resolutions.

19 Results of votes at 2018 AGM

	Percentage of votes cast		Number of votes cast		
	For	Against	For	Against	Votes withheld
Directors' Remuneration Policy	97.13%	2.87%	2,809,661,298	83,164,398	3,970,718
Directors' Remuneration Report	97.13%	2.87%	2,808,999,968	83,109,802	4,671,678

Approach to NED fees for 2019

NED fees are reviewed annually. No changes were made to the current fee levels, as set out in the table below. As detailed elsewhere in this report, Sir Adrian Montague did not receive any additional remuneration for assuming the role of Executive Chairman upon the departure of Mark on 9 October 2018.

20 Non-Executive Directors' fees

Role	Fee from 1 April 2019	Fee from 1 April 2018
Chairman of the Company[1]	£550,000	£550,000
Board membership fee	£70,000	£70,000
Additional fees are paid as follows:		
Senior Independent Director	£35,000	£35,000
Committee Chair (inclusive of committee membership fee):		
• Audit	£45,000	£45,000
• Governance	£35,000	£35,000
• Remuneration	£35,000	£35,000
• Risk	£45,000	£45,000
Committee membership:		
• Audit	£15,000	£15,000
• Governance	£12,500	£12,500
• Nomination	£7,500	£7,500
• Remuneration	£12,500	£12,500
• Risk	£15,000	£15,000

1 Inclusive of Board membership fee and any committee membership fees, and committee chair of the Nomination Committee.

21 Implementation of Policy in 2019

The implementation of the Policy will be consistent with that outlined in table 22.

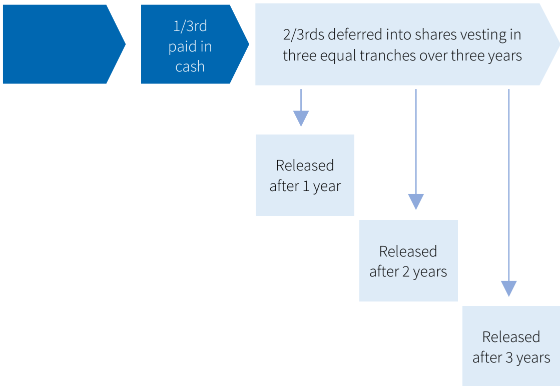
Key Element

Phasing — 2019 | 2020 | 2021 | 2022 | 2023 | 2024 — **Implementation in 2019**

Salary[1]

- Group CEO – £975,000 per annum
- CFO – £748,027 per annum
- CEO UKI – £766,938 per annum

Bonus[4]



- One-year performance assessed against critical financial and non-financial performance measures
- Measures largely unchanged from 2018, although customer metrics were refined to ensure they are aligned with and support our strategic focus on driving continuous improvement in our customer performance

Financial measures (70% of total):
- 20% – Operating EPS[2]
- 25% – Cash remittances[2]
- 25% – Operating capital generation[2]

Customer-focused strategic measures (30% of total):
- 20% – RNPS
- 10% – MPH
- A quality of earnings assessment will be undertaken by the Committee to provide assurance that bonus payouts appropriately reflect underlying performance and the shareholder experience
- Performance against a number of other non-financial modifiers will be considered when determining bonus payouts (employee engagement, customer and risk). Within customer, RNPS has been replaced by a measure of brand trust; employee engagement and risk modifiers remain unchanged
- Personal performance during the year will be taken into account

LTIP

- Group CEO – 300% of salary
- CFO and CEO – 225% of salary

Performance measures unchanged from 2018:
- 50% operating EPS[2] growth subject to two gateway hurdles – RoE[2] and Solvency II shareholder cover ratio[2]
- 50% relative TSR against a comparator group[3]

50% Operating EPS[2] target		50% TSR target	
Three-year Operating EPS[2] growth	Vesting level	TSR Ranking	Vesting level
Less than 4.0% p.a.	0%	Below median	0%
4.0% p.a	10%	Median	10%
Between 4.0% p.a. and 10.0% p.a.	10-50% (straight line)	Between median and upper quintile	Pro rata between 10% and 50% on a straight line basis
10.0% p.a and above	50%	Upper quintile and above	50%

1 Salary for Group CEO will be effective from 4 March 2019, while for the CFO and CEO UKI,the change will be effective from 1 April 2019.
2 This is an Alternative Performance Measure (APM) which provides useful information to enhance the understanding of financial performance. Further information on APMs, including a reconciliation to the financial statements (where possible), can be found in the 'Other Information' section of the Annual report and accounts.
3 2019 LTIP Comparator Group: Aegon, Allianz, Assicurazioni Generali, Axa, CNP Assurances, Direct Line Group, Legal & General, Lloyds Banking Group, Old Mutual, Phoenix, Prudential, RSA, Standard Life Aberdeen, Zurich Insurance.
4 The target ranges are considered by the Board to be commercially sensitive, although will be disclosed in the 2019 DRR.

LTIP vesting – gateway hurdle conditions for the element linked to Operating EPS[1]

Any vesting of the operating EPS[1] element of the LTIP is subject to two gateway hurdles – RoE[1] and Solvency II shareholder cover ratio[1]. For the 2019 awards, the RoE[1] hurdle is 12% p.a. and the Solvency II shareholder cover ratio[1] is to meet or exceed the minimum of the stated working range (currently 160% to 180%).

Approval by the Board

This Directors' Remuneration Report was reviewed and approved by the Board on 6 March 2019.

Patricia Cross
Chair, Remuneration Committee

1 This is an Alternative Performance Measure (APM) which provides useful information to enhance the understanding of financial performance. Further information on APMs, including a reconciliation to the financial statements (where possible), can be found in the 'Other Information' section of the Annual report and accounts.

Directors' Remuneration Policy

Our Remuneration Policy was approved by shareholders at our AGM on 10 May 2018 and will apply for a period of up to three years. The full and definitive Policy is therefore set out in our 2017 Annual Report, which can be found on our website at https://www.aviva.com/investors/annual-report-2017/

The following section reproduces the Policy for convenience, although the original Policy referred to above remains our formally approved Policy and should be consulted where this is required. In addition, we have taken the opportunity to update the scenario charts to reflect 2019 remuneration arrangements for our EDs, as well as appointment end dates for NEDs.

Alignment of Group strategy with executive remuneration

The Committee considers that alignment between Group strategy and the remuneration of its EDs is critical. Our Remuneration Policy provides market competitive remuneration, and incentivises EDs to achieve both the annual business plan and the longer-term strategic objectives of the Group. Significant levels of deferral and an aggregate shareholding requirement align EDs' interests with those of shareholders and aid retention of key personnel. As well as rewarding the achievement of objectives, variable remuneration can be zero if performance thresholds are not met.

Table 22 below provides an overview of the Policy for EDs. For an overview of the Policy for NEDs, see table 24.

22 Key aspects of the Remuneration Policy for Executive Directors

Element		
Basic salary	**Purpose** To provide core market related pay to attract and retain the required level of talent. **Operation** Annual review, with changes normally taking effect from – 1 April each year. The review is informed by: • Individual and business performance • Levels of increase for the broader employee population • Relevant pay data including market practice among relevant FTSE listed companies of comparable size to Aviva in terms of market capitalisation, large European and global insurers, and UK financial services companies	**Maximum opportunity** There is no maximum increase within the Policy. However, basic salary increases take account of the average basic salary increase awarded to the broader employee population. Different levels of increase may be agreed in certain circumstances at the Committee's discretion, such as: • An increase in job scope and responsibility • Development of the individual in the role • A significant increase in the size, value or complexity of the Group **Assessment of performance** Any movement in basic salary takes account of the performance of the individual and the Group.
Annual bonus	**Purpose** To reward EDs for achievement against the Company's strategic objectives and for demonstrating the Aviva values and behaviours. Deferral provides alignment with shareholder interests and aids retention of key personnel. **Operation** Awards are based on performance in the year. Targets are set annually and pay-out levels are determined by the Committee based on performance against those targets and a quality of earnings assessment and risk review. **Form & timing of payment** • One-third of any bonus is payable in cash at the end of the year • Two-thirds of any bonus awarded is deferred into shares which vest in three equal annual tranches Additional shares are awarded at vesting in lieu of dividends paid on the deferred shares. **Malus and clawback** Cash and deferred awards are subject to malus and clawback. Details of when these may be applied are set out in the notes below.	**Maximum opportunity** 200% of basic salary for Group CEO 150% of basic salary for other EDs **Outcome at threshold and on target** Performance is assessed against multiple metrics. Threshold performance against a single metric would result in a bonus payment of no more than 25% of basic salary. 100% of basic salary is payable for on target performance. **Assessment of performance** Performance is assessed against a range of relevant financial, employee, customer and risk targets designed to incentivise the achievement of our strategy, as well as individual strategic objectives as set by the Committee. Although financial performance is the major factor in considering overall expenditure on bonuses, performance against non-financial measures including progress towards our strategic priorities and behaviours in line with our values will also be taken into consideration. **Discretion** The Committee has discretion to amend vesting levels to prevent unreasonable outcomes, which it may use taking into account a range of factors, including the management of risk and good governance and, in all cases, the experience of shareholders.

Element		
Long-term incentive plan	**Purpose** To reward EDs for achievement against the Company's longer-term objectives; to align EDs' interests with those of shareholders and to aid the retention of key personnel and to encourage focus on long-term growth in enterprise value. **Operation** Shares are awarded annually which vest dependent on the achievement of performance conditions. Vesting is subject to an assessment of quality of earnings, the stewardship of capital and risk review. **Performance period** Three years. Additional shares are awarded at vesting in lieu of dividends on any shares which vest. **Additional holding period** Two years. **Malus and clawback** Awards are subject to malus and clawback. Details of when these may be applied are set out in the notes below.	**Maximum opportunity** 350% of basic salary. **Performance measures** Awards will vest based on a combination of financial, strategic and TSR performance metrics. For the 2018 awards the measures and weightings will be: • 50% Operating EPS[1] growth subject to two gateway hurdles – RoE[1] and Solvency II shareholder cover ratio[1] • 50% TSR against a comparator group The financial metric combined with TSR will be a minimum of 80% of the total LTIP award. If, in subsequent years, shareholders indicate support for strategic measures, the Policy will allow for up to 20% of the LTIP to be awarded on the basis of strategic measures and this will be fully disclosed in the DRR. **Vesting at threshold** 20% of award for each performance measure. **Discretion** The Committee has discretion to amend vesting levels to prevent unreasonable outcomes, which it may use taking into account a range of factors, including the management of risk and good governance and, in all cases, the experience of shareholders.
Pension	**Purpose** To give a market competitive level of provision for post retirement income. **Operation** EDs are eligible to participate in a defined contribution plan up to the annual limit. Any amounts above annual or lifetime limits are paid in cash.	**Maximum opportunity** If suitable employee contributions are made, the Company contributes: • 20% of basic salary for new ED appointments • 28% of basic salary for existing EDs (into pension or paid as cash as applicable)
Benefits	**Purpose** To provide EDs with a suitable but reasonable package of benefits as part of a competitive remuneration package. This involves both core executive benefits, and the opportunity to participate in flexible benefits programmes offered by the Company (via salary sacrifice). This enables us to attract and retain the right level of talent necessary to deliver the Company's strategy. **Operation** Benefits are provided on a market related basis. The Company reserves the right to deliver benefits to EDs depending on their individual circumstances, which may include a cash car allowance, life insurance, private medical insurance and access to a company car and driver for business use. In the case of non-UK executives, the Committee may consider additional allowances in line with standard relevant market practice. EDs are eligible to participate in the Company's broad based employee share plans on the same basis as other eligible employees.	**Maximum opportunity** Set at a level which the Committee considers appropriate against comparable roles in companies of a similar size and complexity to provide a reasonable level of benefit. Costs would normally be limited to providing a cash car allowance, private medical insurance, life insurance, and reasonable travel benefits (including the tax cost where applicable). In addition, there may be one-off or exceptional items on a case by case basis, which would be disclosed in the DRR.
Relocation and mobility	**Purpose** To assist with mobility across the Group to ensure the appropriate talent is available to execute strategy locally. **Operation** Employees who are relocated or reassigned from one location to another receive relevant benefits to assist them and their dependants in moving home and settling in-to the new location.	**Maximum opportunity** Dependent on location and family size, benefits are market related and time bound. They are not compensation for performing the role but to defray costs of a relocation or residence outside the home country. The Committee would reward no more than it judged reasonably necessary, in the light of all applicable circumstances.
Shareholding requirements	**Purpose** To align EDs' interests with those of shareholders. **Operation** A requirement to build a shareholding in the Company equivalent to 300% of basic salary for the Group CEO and 200% of basic salary for other EDs. This shareholding is normally to be built up over a period not exceeding 5 years (subject to the Committee's discretion where personal circumstances dictate).	

1 This is an Alternative Performance Measure (APM) which provides useful information to enhance the understanding of financial performance. Further information on APMs, including a reconciliation to the financial statements (where possible), can be found in the 'Other information' section of the annual report and accounts.

Notes to the table:

Performance measures

For the annual bonus, performance measures are chosen to align to some of the Group's KPIs and include financial, strategic, risk, employee and customer measures. Achievement against individual strategic objectives is also taken into account.

LTIP performance measures are chosen to provide an indication of both absolute and relative return generated for shareholders. In terms of target setting, a number of reference points are taken into account each year including, but not limited to, the Group's business plan and external market expectations of the Company. Maximum payouts require performance that significantly exceeds expected performance under both the annual bonus and the LTIP.

Quality of Earnings assessments

Throughout the year, the Committee engages in a regular quality of earnings assessment. A quality of earnings assessment sign-off is the final step in determining annual bonus scorecard outcomes, and in making decisions on LTIP vesting. This sign-off is undertaken before decisions are made on the modifiers for risk, customer and employee engagement under the annual bonus, and before vesting is determined against financial metrics under the LTIP.

As a minimum, at any Committee meeting where LTIP vesting or annual bonus scorecard decisions are considered, the Chief Accounting Officer prepares a report to the Committee on the quality of earnings reflected in the results being assessed, against performance targets. Extensive information from the audited accounts is used to explain the vesting and scorecard outcomes – ranging from movements in reserves, capital management decisions, consistency of accounting treatment and period to period comparability. The Chief Accounting Officer attends the Committee meeting to answer any questions that any member of the Committee may choose to ask. Any vesting decision or confirmation of awards is made after this process has been undertaken.

Malus and Clawback

The circumstances when malus (the forfeiture or reduction of unvested shares awarded under the Annual Bonus Plan (ABP) and LTIP) and clawback (the recovery of cash and share awards after release) may apply include (but are not limited to) where the Committee considers that the employee concerned has been involved in or partially/wholly responsible for:

- A materially adverse misstatement of the Company's financial statements, or a misleading representation of performance;
- A significant failure of risk management and/or controls;
- A scenario or event which causes material reputational damage to the Company;
- Misconduct which, in the opinion of the Committee, ought to result in the complete or partial lapse of an award;
- Conduct which resulted in significant loss(es);
- Failure to meet appropriate standards of fitness and propriety;
- Any other circumstance required by local regulatory obligations.

The clawback period runs for two years from the date of payment in the case of the cash element of any annual bonus award.

For deferred bonus elements and LTIP awards, the overall malus and clawback period is five years from the date of grant.

Discretions

The discretions the Committee has in relation to the operation of the ABP and LTIP are set out in the plan rules. These include (but are not limited to) the ability to set additional conditions (and the discretion to change or waive those conditions). In relation to the LTIP and in accordance with its terms, the Committee has discretion in relation to vesting and to waive or change a performance condition if anything happens which causes the Committee reasonably to consider it appropriate to do so. Such discretions would only be applied in exceptional circumstances, to ensure that awards properly reflect underlying business performance. Any use of the discretions and how they were exercised will be disclosed, where relevant, in the DRR and, where appropriate, be subject to consultation with Aviva's shareholders.

Change in control

In the event of a change in control, unless a new award is granted in exchange for an existing award, or if there is a significant corporate event like a demerger, awards under the LTIP would normally vest to the extent that the performance conditions have been satisfied as at the date of the change in control, and unless the Committee decides otherwise, would be pro-rated to reflect the time between the start of the performance period and the change in control event. Awards under the ABP would normally vest on the date of the change in control and may vest if there is a significant corporate event.

Consistency of executive Policy across the Group

The Policy for our EDs is designed as part of the remuneration philosophy and principles that underpin remuneration for the wider Group. Remuneration arrangements for employees below the EDs take account of the seniority and nature of the role, individual performance and local market practice. The components and levels of remuneration for different employees may therefore differ from the Policy for EDs. Any such elements are reviewed against market practice and approved in line with internal guidelines and frameworks.

Differentiation in reward outcomes based on performance and behaviour that is consistent with the Aviva values is a feature of how Aviva operates its annual bonus plan for its senior leaders and managers globally. A disciplined approach is taken to moderation across the Company in order to recognise and reward the key contributors. The allocation of LTIP awards also involves strong differentiation, with expected contribution and ability to collaborate effectively in implementation of the strategy driving award levels.

Legacy payments

The Committee reserves the right to make any remuneration payments and payments for loss of office (including exercising any discretions available to it in connection with such payments) notwithstanding that they are not in line with the Policy set out above, where the terms of the payment were agreed (i) before May 2014 (the date the Company's first Policy came into effect), (ii) before the Policy set out above came into effect, provided that the terms of the payment were consistent with the Policy in force at the time they were agreed, or (iii) at a time when the relevant individual was not a director of the Company and, in the opinion of the Committee, the payment was not in consideration for the individual becoming a director of the Company. For these purposes, 'payments' includes the Committee satisfying awards of variable remuneration and, in relation to an award over shares, the terms of the payment are 'agreed' at the time the award is granted.

Approach to recruitment remuneration

On hiring a new ED, the Committee would align the proposed remuneration package with the Policy in place for EDs at the time of the appointment.

In determining the actual remuneration for a new ED, the Committee would consider the package in totality, taking into account elements such as the skills and experience of the individual, local market benchmarks, remuneration practice, and the existing remuneration of other senior executives. The Committee would ensure any arrangements agreed would be in the best interests of Aviva and its shareholders. It would seek not to pay more than necessary to secure the right candidate.

Where considered appropriate the Committee may make awards on hiring an external candidate to 'buyout' remuneration arrangements forfeited on leaving a previous employer. In doing so, the Committee would take account of relevant factors including any performance conditions attached to these awards, the form in which it was paid (e.g. cash or shares) and the timeframe of awards. Buyout awards would be awarded on a 'like for like' basis compared to remuneration being forfeited, and would be capped to reflect the value being forfeited. The Committee considers that a buyout award is a significant investment in human capital by Aviva, and any buyout decision will involve careful consideration of the contribution that is expected from the individual.

The maximum level of variable pay which could be awarded to a new ED, excluding any buyouts, would be in line with the Policy set out above and would therefore be no more than 550% of basic salary for the Group CEO (200% of basic salary annual bonus opportunity and 350% of basic salary as the face value of a LTIP grant) and 500% of basic salary for other EDs (150% of basic salary annual bonus opportunity and 350% of basic salary as the face value of a LTIP grant).

All other elements of remuneration will also be in line with the Policy set out above.

Should the Company have any prior commitments outside of this Policy in respect of an employee promoted internally to an ED position, the Committee may continue to honour these for a period of time. Where an ED is appointed from within the organisation, the normal policy of the Company is that any legacy arrangements would be honoured in line with the original terms and conditions. Similarly, if an ED is appointed following Aviva's acquisition of, or merger with, another company, legacy terms and conditions may be honoured.

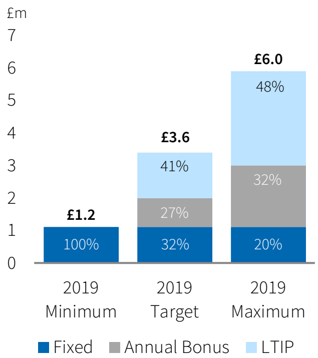
On appointing a new NED, the Committee would align the remuneration package with the Policy for NEDs, outlined in table 24, including fees and travel benefits.

Illustration of the Policy

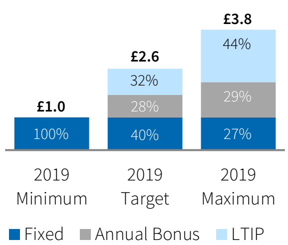
The charts below illustrate how much EDs could earn under different performance scenarios in one financial year:

- Minimum – basic salary, pension or cash in lieu of pension and benefits, no bonus and no vesting of the LTIP
- Target – basic salary, pension or cash in lieu of pension, benefits, and:
  – A bonus of 100% and an LTIP of 300% of basic salary (with notional LTIP vesting at 50% of maximum) for the Group CEO; and
  – A bonus of 100% and an LTIP of 225% of basic salary (with notional LTIP vesting at 50% of maximum) for the CFO and CEO UKI.
- Maximum – basic salary, pension or cash in lieu of pension, benefits, and:
  – A bonus of 200% and an LTIP of 300% of basic salary (with notional LTIP vesting at maximum) for the Group CEO; and
  – A bonus of 150% and an LTIP of 225% of basic salary (with notional LTIP vesting at maximum) for the CFO and CEO UKI.

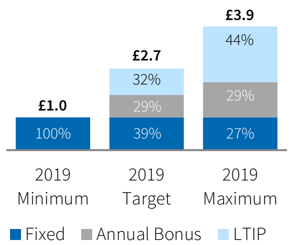
Maurice Tulloch
Potential earnings by pay element



Tom Stoddard
Potential earnings by pay element



Andy Briggs
Potential earnings by pay element



Notes to the charts
Fixed pay consists of basic salary, pension as described in Table 22, and estimated value of benefits provided under the Remuneration Policy, excluding any one offs. Actual figures may vary in future years.
The value of the LTIP and deferred element of the annual bonus assumes a constant share price and does not include additional shares awarded in lieu of dividends that may have been accrued during the vesting period.
LTIP as awarded in 2019.

Employment contracts and letters of appointment

ED employment contracts and NED letters of appointment are available for inspection at the Company's registered office during normal hours of business, and at the place of the Company's 2019 AGM on 23 May from 10.45am until the close of the meeting.

The key employment terms and conditions of the current EDs, and those who served during the year, as stipulated in their employment contracts, are set out in the table below.

23 Executive Directors' key conditions of employment

Provision	Policy
Notice period **By the ED** **By the Company**	 6 months. 12 months, rolling. No notice or payment in lieu of notice to be paid where the Company terminates for cause.
Termination Payment	Pay in lieu of notice up to a maximum of 12 months' basic salary. Any payment is subject to phasing and mitigation requirements. An ED would be expected to mitigate the loss of office by seeking alternative employment. Any payments in lieu of notice would be reduced, potentially to zero, by any salary received from such employment.
Remuneration and Benefits	The operation of the annual bonus and LTIP is at the Company's discretion.
Expenses	Reimbursement of expenses reasonably incurred in accordance with their duties.
Car Allowance	In the case of Tom and Andy, a cash car allowance is received, as varied from time to time.
Holiday entitlement	30 working days plus public holidays.
Private medical insurance	Private medical insurance is provided for the ED and their family. The ED can choose to opt out of this benefit or take a lower level of cover. However, no payments are made in lieu of reduced or no cover.
Other benefits	Other benefits include participation in the Company's staff pension scheme, life insurance and, where applicable, access to a Company car and driver for business related use.
Sickness	In the case of Tom and Andy, 100% of basic salary for 52 weeks, and 75% thereafter for a further 52 weeks. In the case of Maurice, 100% of salary for the first 52 weeks, and 50% thereafter for a further five years.
Non-compete	During employment and for six months after leaving (less any period of garden leave) without the prior written consent of the Company.
Contract dates	**Director** — **Date current contract commenced** Maurice Tulloch — 4 March 2019 Tom Stoddard — 28 April 2014 Andy Briggs — 13 April 2015

Policy on payment for loss of office

There are no pre-determined ED special provisions for compensation for loss of office. The Committee has the ability to exercise its discretion on the final amount actually paid. Any compensation would be based on basic salary, pension entitlement and other contractual benefits during the notice period, or a payment made in lieu of notice, depending on whether the notice is worked.

Where notice of termination of a contract is given, payments to the ED would continue for the period worked during the notice period. Alternatively, the contract may be terminated and phased monthly payments made in lieu of notice for, or for the balance of, the 12 months' notice period. During this period, EDs would be expected to mitigate their loss by seeking alternative employment. Payments in lieu of notice would be reduced by the salary received from any alternative employment, potentially to zero. The Company would typically make a reasonable contribution towards an ED's legal fees in connection with advice on the terms of their departure.

There is no automatic entitlement to an annual bonus for the year in which loss of office occurs. The Committee may determine that an ED may receive a pro-rata bonus in respect of the period of employment during the year loss of office occurs based on an assessment of performance. Where an ED leaves the Company by reason of death, disability or ill health, or any other reason determined by the Committee, there may be a payment of a pro rata bonus for the relevant year at the discretion of the Committee.

The treatment of leavers under the ABP and LTIP is determined by the rules of the relevant plans. Good leaver status under these plans would be granted in the event of, for example, the death of an ED. Good leaver status for other leaving reasons is at the discretion of the Committee, taking into account the circumstances of the individual's departure, but would typically include planned retirement, or their departure on ill health grounds. In circumstances where good leaver status has been granted, awards may still be subject to malus and clawback in the event that inappropriate conduct of the ED is subsequently discovered post departure. If good leaver status is not granted, all outstanding awards will lapse.

In the case of LTIPs, where the Committee determines EDs to be good leavers, vesting is normally based on the extent to which performance conditions have been met at the end of the relevant performance period, and the proportion of the award that vests is pro-rated for the time from the date of grant to final date of service (unless the Committee decides otherwise). Any decision not to apply this would only be made in exceptional circumstances, and would be fully disclosed. It is not the practice to allow such treatment.

Consideration of wider employee pay and shareholder views

When determining the Policy and arrangements for our EDs, the Committee considers:

- Pay and employment conditions elsewhere in the Group to ensure that pay structures are suitably aligned and that levels of remuneration remain appropriate. The Committee reviews levels of basic salary increases for other employees and executives based in their respective locations. It reviews changes in overall bonus pool funding and long-term incentive grants. The Committee considers feedback on pay matters from sources including the employee opinion survey and employee forums. The Committee also takes into account information provided by the people function and external advisers and the Committee Chair has in place a programme of consultation and meetings with employee forums including the Evolution Council and Your Forum to discuss remuneration.
- In its ongoing dialogue with shareholders, the Committee seeks shareholder views and takes them into account when any significant changes are being proposed to remuneration arrangements and when formulating and implementing the Policy.

Non-Executive Directors

The table below, sets out details of our Policy for NEDs.

24 Key aspects of the Policy for Non-Executive Directors

Element		
Chairman and NEDs' fees	**Purpose** To attract individuals with the required range of skills and experience to serve as a Chairman or as a NED. **Operation** NEDs receive a basic annual fee in respect of their Board duties. Further fees are paid for membership and, where appropriate, chairing Board committees. The Chairman receives a fixed annual fee. Fees are reviewed annually taking into account market data and trends and the scope of specific Board duties. NEDs are able to use up to 100 percent of their post-tax base fees to acquire shares in Aviva plc. The Chairman and NEDs do not participate in any incentive or performance plans or pension arrangements and do not receive an expense allowance. NEDs are reimbursed for reasonable expenses, and any tax arising on those expenses is settled directly by Aviva. To the extent that these are deemed taxable benefits, they will be included in the DRR, as required.	**Maximum opportunity** The Company's Articles of Association provide that the total aggregate remuneration paid to the Chairman of the Company and NEDs will be determined by the Board within the limits set by shareholders and detailed in the Company's Articles of Association.
Chairman's Travel Benefits	**Purpose** To provide the Chairman with suitable travel arrangements for him to discharge his duties effectively.	The Chairman has access to a company car and driver for business use. Where these are deemed a taxable benefit, the tax is paid by the Company.
NED Travel and Accommodation	**Purpose** To reimburse NEDs for appropriate business travel and accommodation, including attending Board and committee meetings.	**Operation** Reasonable costs of travel and accommodation for business purposes are reimbursed to NEDs. On the limited occasions when it is appropriate for a NED's spouse or partner to attend, such as to a business event, the Company will meet these costs. The Company will meet any tax liabilities that may arise on such expenses.

The NEDs, including the Chairman of the Company, have letters of appointment which set out their duties and responsibilities. The key terms of the appointments are set out in table below.

25 Non-Executive Directors' key terms of appointment

Provision	Policy
Period	In line with the requirement of the Code, all NEDs, including the Chairman, are subject to annual re-election by shareholders at each AGM.
Termination	By the director or the Company at their discretion without compensation upon giving one month's written notice for NEDs and three months written notice for the Chairman of the Company.
Fees	As set out in table 20.
Expenses	Reimbursement of travel and other expenses reasonably incurred in the performance of their duties.
Time commitment	Each director must be able to devote sufficient time to the role in order to discharge his or her responsibilities effectively.

	Committee appointments					Appointment date[1]	Appointment end date[2]
Director	Nomination	Audit	Governance	Remuneration	Risk		
Sir Adrian Montague	C					14 January 2013	AGM 2019
Claudia Arney	✓		C	✓	✓	8 February 2016	AGM 2019
Glyn Barker	✓	✓	✓	✓	✓	27 February 2012	AGM 2019
Patricia Cross	✓	✓		C		1 December 2013	AGM 2019
Belén Romana García	✓		✓		✓	26 June 2015	AGM 2019
Michael Hawker	✓	✓			C	1 January 2010	31 March 2019
Michael Mire	✓		✓	✓	✓	12 September 2013	AGM 2019
Keith Williams	✓	C	✓		✓	1 August 2016	AGM 2019

Key
C Chair of Committee
✓ Committee
1 The dates shown above reflect the date the individual was appointed to the Aviva plc Board.
2 Appointment end dates are in accordance with letters of appointment, with the exception of Michael Hawker who is retiring from the board on 31 March 2019.