

**STRICTLY PRIVATE AND CONFIDENTIAL**

The Board of Directors  
on behalf of Aviva plc  
St Helen's  
1 Undershaft  
London  
EC3P 3DQ

2 December 2014

Dear Sirs

**Recommended all share offer by Aviva plc (the “Company”) for Friends Life Group Limited**

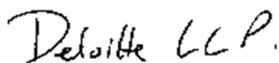
We refer to the announcement to be made by the Company dated 2 December 2014, the “Announcement” in respect of the Company’s recommended all share offer for the entire issued and to be issued share capital of Friends Life Group Limited.

We hereby give our consent to the inclusion in the Announcement of the Company dated 2 December 2014 (the “Announcement”) of our report on the quantified financial benefits statement in Part B of Appendix 4 in the form and context in which it is included, as shown in the final proof of the Announcement dated 2 December 2014, a copy of which is signed for identification, and being put on public display.

Our consent is required by Rule 23.3 of the City Code on Takeovers and Mergers issued by the Panel on Takeovers and Mergers and is given solely for the purpose of complying with that provision and for no other purpose.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Yours faithfully



Deloitte LLP  
Chartered Accountants

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