

**This document is important and requires your immediate attention.** If you have any doubts about what action you need to take, you should contact your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all of your holding of ordinary shares you should pass this booklet and the accompanying documents to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



19 March 2004

**To Aviva plc ordinary shareholders, Aviva Share Account ("Share Account") members and members of the Group's Profit Sharing and All Employee Share Ownership Plans.**

Dear Shareholder,

**ANNUAL GENERAL MEETING**

I am pleased to enclose the Company's 2003 Annual Review. If you have elected to receive the Company's full Report and Accounts or if you are a new shareholder, a copy of that document is also enclosed.

**Annual General Meeting**

This year's Annual General Meeting of the Company will be held on Tuesday, 27 April 2004 at 11.00 a.m. at The Barbican Centre, Silk Street, London EC2Y 8DS. The Notice of the Meeting, which includes explanatory notes, is set out on pages 3 to 7 of this document. The formal business of the Meeting will be preceded by a presentation from the Group Chief Executive.

**Election/re-election of Directors**

I would like to take this opportunity to make reference to resolutions 3 to 8 which relate to the election and re-election of certain directors.

In determining the composition of the board it is necessary to retain directors possessing a sound understanding of the Group and the financial services industry whilst at the same time maintaining a programme to refresh the board through the acquisition of new skills and experiences. In addition to the strengths of a diverse range of skills and an international perspective, the board also seeks to comply with the Combined Code's requirements as they relate to the independence of directors.

Against this background Aviva was pleased to announce the appointment of two new independent non-executive directors in May 2003. Anna Catalano has a background in marketing and brand development and is a mandarin speaker with experience of managing operations in China, a country where the Company has a new and rapidly expanding life assurance business. Carole Piwnica serves as a non-executive director of Tate & Lyle plc and is a member of the New York and Paris bars practising law in Europe and the United States specialising in mergers and acquisitions, and EU regulatory matters. These new directors bring additional diversity to the board in terms of international perspective and age. In accordance with the Company's Articles of Association, Anna Catalano and Carole Piwnica will retire at the Meeting and stand for election by shareholders.

George Paul and Elizabeth Vallance fall due for rotational retirement at the Annual General Meeting in accordance with the Company's Articles of Association and will submit themselves for re-election. Both directors joined the Company's board when CGU merged with Norwich Union in 2000 and therefore have served as directors of the Company for three years although, when their service as directors of Norwich Union is included, they have been connected with the Group for thirteen and nine years respectively. The board has therefore considered the independence of each of these directors with particular care. They contribute significantly through both their individual skills and considerable knowledge of the Group and the insurance industry. In addition they provide continuity and an overall balance to the board. In particular, both directors continue to demonstrate a strong independence of management in the manner in which they discharge their responsibilities as directors of the Company. Accordingly, in the absence of any other relevant issues, the board has decided that, notwithstanding their length of service with the Group, George Paul and Elizabeth Vallance should continue to be regarded as independent directors. However, being mindful of the programme to refresh the skills and experience of directors it is the board's intention that, subject to being re-elected by shareholders at the Meeting, George Paul and Elizabeth Vallance will retire from office by 31 December 2005.

Philip Scott and Patrick Snowball also fall due for rotational retirement at the Annual General Meeting in accordance with the Company's Articles of Association and will submit themselves for re-election. Philip Scott and Patrick Snowball are, respectively, the executive directors responsible for the Group's continental European and international life assurance and long term savings operations and for the Group's worldwide general insurance operations.

The board therefore recommends to shareholders the election of Anna Catalano and Carole Piwnica and the re-election of George Paul, Elizabeth Vallance, Philip Scott and Patrick Snowball.

## Letter from the Chairman

continued

### Scrip dividend

The board is seeking authority in accordance with the Company's Articles of Association to offer shareholders the choice of receiving scrip dividends in the form of fully paid ordinary shares in the Company as an alternative to receiving dividends in cash. Although no final decision has been taken to offer shareholders a scrip dividend scheme, the board would like to have the flexibility to do so, should this be in the Company's best interests. If this authority is granted, then the earliest time any such scrip dividend scheme would be introduced would be in relation to the Company's interim dividend later this year. If introduced, the scrip dividend scheme would replace the Company's current dividend reinvestment plan and the board would write to all shareholders in advance setting out further details of the scheme and its implications.

A scrip dividend scheme does not replace dividends paid in cash. It does however give shareholders the opportunity of receiving shares in lieu of some or all of any cash dividend if they elect to do so.

### Voting arrangements

May I draw to your attention that this year the Company has, in line with developing best practice, included a "Votes Withheld" option on the Form of Proxy/Voting Instruction Forms in order to reflect clearly the views of those shareholders who wish to abstain from voting on a particular resolution. You should note however, that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the votes "For" or "Against" a resolution.

In order to reflect more accurately the views of all shareholders your board has again decided that voting on each resolution to be put to the Annual General Meeting will be conducted by a poll, rather than a show of hands. A poll enables the wishes of those shareholders who are unable to attend the Meeting, but who have completed a Form of Proxy/Voting Instruction Form, to be taken into account. A poll also reflects the number of shares held by a shareholder which the board believes is a more democratic procedure. The results of the polls will be announced to the London, Paris and Dublin Stock Exchanges as soon as practicable following the Meeting and will also be published in The Times newspaper and on the Company's website.

Poll cards will be distributed prior to the start of the Meeting to all shareholders who attend the Meeting in person. Shareholders who have completed and returned the Form of Proxy/Voting Instruction Forms enclosed with this Notice, or submitted a CREST Proxy Instruction, will not need to complete a poll card at the Meeting unless they wish to change their votes or the way in which their proxy is instructed to vote.

### Action to be taken

If you are unable to attend the Meeting or wish to register your proxy votes now in relation to the resolutions proposed, you should complete the enclosed Form of Proxy/Voting Instruction Forms and return it to the Company's Registrar, Lloyds TSB Registrars, by no later than 11.00 a.m. on Sunday, 25 April 2004. **For those shareholders who do not wish to use the open return card, the Proxy/Voting Instruction Forms may be sent in an envelope addressed to Lloyds TSB Registrars, Freepost SEA 9438, The Causeway, Worthing, West Sussex BN99 6AA. A postage stamp is not required if posted in the United Kingdom.**

- *For ordinary shareholders* – a Form of Proxy is enclosed.
- *For Share Account members* – a Voting Instruction Form is enclosed. **Note – this also incorporates your annual statement of shareholding.**
- *For members of the Group's Profit Sharing and All Employee Share Ownership Plans* – a Form of Direction to the trustees is enclosed.

You may, if you wish, register your proxy votes on-line via the internet. The on-line voting procedure is detailed in the explanatory notes on each of the above forms.

CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so by using the procedures described in the CREST manual.

### Recommendation

Your board considers each of the proposed resolutions to be in the best interests of the Company and its shareholders as a whole. Accordingly, your directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely



**Pehr G Gyllenhammar**

Chairman

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Aviva plc will be held on Tuesday, 27 April 2004 at 11.00 a.m. at The Barbican Centre, Silk Street, London EC2Y 8DS for the following purposes (*for ease of reference, explanatory notes are given after each resolution. The formal resolutions are in black text*):

## Ordinary business

- 1 To receive and consider the Company's Report and Accounts for the year ended 31 December 2003.

The directors are required to present to the Meeting the audited accounts and the directors' and auditor's reports for the financial year ended 31 December 2003.

- 2 To declare a final dividend of 15.15 pence per ordinary share of the Company for the year ended 31 December 2003.

If resolution 2 is approved by shareholders the final dividend for the year ended 31 December 2003 will be paid on 17 May 2004 to shareholders who are on the Register of Members at the close of business on 26 March 2004.

- 3 To elect Anna Catalano as a director of the Company.

- 4 To elect Carole Piwnica as a director of the Company.

The Company's Articles of Association require any director appointed by the board since the date of the last Annual General Meeting to hold office only until the next Annual General Meeting following the director's appointment. The director is then eligible for election by shareholders. Anna Catalano and Carole Piwnica, whose biographical details are set out below, are proposed for election through the separate resolutions numbered 3 and 4.

*Anna Catalano* (44) (independent non-executive director) was appointed to the board in May 2003 and is a former group vice-president of marketing, BP plc. Mrs Catalano is a member of the remuneration committee.

*Carole Piwnica* (46) (independent non-executive director) was appointed to the board in May 2003. Currently a non-executive director of Tate & Lyle plc, a non-executive director of SA Spadel NV and a former chairman of The Amylum Group. Ms Piwnica is a member of the New York and Paris bars and practices law in Europe and the United States specialising in mergers and acquisitions, and EU regulatory matters. Ms Piwnica is a member of the audit committee.

- 5 To re-elect George Paul as a director of the Company.

- 6 To re-elect Philip Scott as a director of the Company.

- 7 To re-elect Patrick Snowball as a director of the Company.

- 8 To re-elect Elizabeth Vallance as a director of the Company.

Under the Company's Articles of Association, directors are obliged to retire by rotation at an Annual General Meeting and may not serve beyond three years without being re-elected by shareholders. George Paul, Philip Scott, Patrick Snowball and Elizabeth Vallance, whose biographical details are set out below, will retire in accordance with the Articles of Association this year and are proposed for re-election through the separate resolutions numbered 5 to 8 above.

*George Paul* (64) (deputy chairman and senior independent non-executive director) was appointed to the board in May 2000 as deputy chairman. Mr Paul joined the Norwich Union board as a non-executive director in 1990, becoming chairman in 1994. Currently a non-executive chairman of Agricola Group Limited and of J P Morgan Fleming Overseas Investment Trust plc, Mr Paul is also a non-executive director of Notcutts Limited and is a former chairman and chief executive officer of Harrisons & Crosfield plc. Mr Paul is Chairman of the remuneration committee and a member of the audit and chairman's committees.

*Philip Scott* (50) (executive director) was appointed to the board in May 2000. Mr Scott joined Norwich Union in 1973 and held a number of senior positions before being appointed to the board of Norwich Union in 1993. A former chief executive and executive chairman of Norwich Union Life (Aviva's life and long-term savings business in the United Kingdom), Mr Scott is the director responsible for the Group's continental European and international life assurance and long-term savings businesses.

*Patrick Snowball* (53) (executive director) was appointed to the board in March 2001. Mr Snowball joined Norwich Union in 1989 and held a number of senior positions before being appointed to the board of Norwich Union in 1999. Mr Snowball is chief executive of Norwich Union Insurance (Aviva's general insurance operation in the United Kingdom) and is responsible for the Group's worldwide general insurance operations and the provision of shared services across the United Kingdom.

*Elizabeth Vallance* (58) (independent non-executive director) was appointed to the board in May 2000 having joined the board of Norwich Union as a non-executive director in 1995. Mrs Vallance is a fellow of Queen Mary College University of London, Chairman of the Council of the Institute of Education University of London, Chairman of the Advisory Committee on Clinical Excellence, non-executive director of Charter Pan-European Trust plc, a former non-executive director of HMV Retail Limited and former chairman of the National Health Service Advisory Committee on Distinction Awards. Mrs Vallance is a member of the remuneration, nomination and chairman's committees.

- 9 To reappoint Ernst & Young LLP as auditor of the Company to hold office until the conclusion of the next Annual General Meeting.

Auditors have to be appointed at every general meeting at which accounts are presented to shareholders. The appointment of Ernst & Young LLP as auditor of the Company terminates at the conclusion of the Annual General Meeting and it has advised its willingness to stand for reappointment as auditor of the Company.

- 10 To authorise the directors to determine the auditor's remuneration.

It is normal practice for a company's directors to be authorised to agree the auditor's remuneration.

## Notice of Annual General Meeting

continued

- 11** That the authority conferred on the directors by article 5.04 (A) of the Company's Articles of Association be renewed for the period expiring 15 months after the date of the passing of this resolution, or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution and for that period the "section 80 amount" is £185 million.

The authority conferred on the directors at last year's Annual General Meeting to allot the authorised but unissued share capital of the Company expires at the conclusion of the forthcoming Annual General Meeting. The board recommends that this authority be renewed and resolution 11, which will be proposed as an ordinary resolution, will, if passed, authorise the directors to allot the Company's unissued shares up to a maximum nominal amount of £185 million, which represents the amount of the Company's authorised but unissued ordinary share capital as at 24 February 2004 being approximately 33% of the total ordinary share capital in issue. As at 24 February 2004, the Company did not hold any shares in the Company in treasury. This authority will expire no later than 15 months after the date of the Annual General Meeting.

Other than in relation to the employee share plans operated by the Group and, if resolution 15 is passed, the operation of any scrip dividend scheme introduced by the board, the directors have no present intention of exercising this authority.

To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

- 12** That the power conferred on the directors by article 5.04(B) of the Company's Articles of Association (as amended by resolution 16, if such resolution is passed) be renewed for the period expiring 15 months after the date of the passing of this resolution, or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution and for that period the "section 89 amount" is £28 million.

This resolution, which will be proposed as a special resolution, seeks to renew the authority conferred on the directors at last year's Annual General Meeting to issue equity securities of the Company for cash without application of the pre-emption rights provided by section 89 of the Companies Act 1985. Other than in connection with a rights, or scrip dividend, or other similar issue, the authority contained in this resolution will be limited to an aggregate nominal value of £28 million which represents less than 5% of the issued ordinary share capital of the Company as at 24 February 2004. This authority will expire no later than 15 months after the date of the Annual General Meeting.

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (the "Treasury Shares Regulations") came into force on 1 December 2003, with the result that the requirements of section 89 of the Companies Act 1985 also apply to a sale by the Company of any shares it holds as treasury shares under the Treasury Shares Regulations, except to the extent these are disapplied. If resolution 16 is passed then the authority sought and the limits set by this resolution will disapply the application of section 89 of the Companies Act 1985 from a sale of treasury shares to the extent specified in this resolution. The Treasury Shares Regulations are explained more fully in the notes to resolution 16.

In accordance with the guidelines issued by the Investment Committees of the Association of British Insurers and the National Association of Pension Funds Limited, the board confirms its intention that no more than 7.5% of the issued share capital will be issued for cash on a non pre-emptive basis during any rolling three year period. The directors have no present intention of exercising this authority.

### Special business

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

- 13** That the Directors' Remuneration Report contained within the Report and Accounts for the year ended 31 December 2003 be and is hereby approved.

In accordance with section 241A of the Companies Act 1985 and the Directors' Remuneration Report Regulations 2002, shareholders are asked to approve the Directors' Remuneration Report for 2003 at this year's Annual General Meeting. The Directors' Remuneration Report is set out on pages 47 to 54 of the Annual Report and Accounts and a summary is contained on pages 16 to 17 of the Annual Review.

- 14** That the Company be generally and unconditionally authorised to make donations to EU political organisations and to incur EU political expenditure in an aggregate amount not exceeding £100,000 in each successive period of 12 months beginning on the date of this resolution and ending on the date falling 48 months after the passing of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2008 unless previously renewed, varied or revoked by the Company in general meeting. For the purposes of this resolution, the expressions "donations", "EU political organisations" and "EU political expenditure" have the meanings set out in Part XA of the Companies Act 1985 (as amended by the Political Parties, Election and Referendums Act 2000).

The Political Parties, Elections and Referendums Act 2000 amended the Companies Act 1985 (the "Act") and imposed restrictions on companies making donations to EU political organisations or incurring EU political expenditure (as defined in the Act) without shareholders' consent. It is not the policy of the Company to make donations to political parties and the directors have no intention of changing that policy. However, as the definitions used in the Act are broad, it is possible that normal business activities, which might not be thought to be political expenditure in the usual sense, could be caught. For example, activities such as communicating with Government and political parties at local, national and European level, expenditure on organisations concerned with policy review, law reform and representation of the business community and making provisions for employees to take time off work to campaign for and hold public office could fall within the definition of EU political expenditure. The Act covers not only the United Kingdom but also the entire European Union in which the Company has over 50,000 employees.

At each of the two preceding Annual General Meetings the Company has been authorised to incur such expenditure up to £100,000 in the relevant year. The board does not believe that the Company has made any EU political expenditure in either of the two preceding years, but in view of the broad wording and the wish to avoid any inadvertent infringement of the Act, the board is seeking to renew the authority to incur total annual expenditure for such purposes of £100,000 for a period of four years (being the maximum period permitted by the Act) from the date of the Annual General Meeting. This authority will not be used to make political donations as they are normally understood, including contributions towards any general political party expenses or in connection with general election campaigns.

**15** That the directors be generally and unconditionally authorised to:

- a) exercise the power conferred on them by article 31.16 of the Company's Articles of Association as from time to time varied so that, to the extent and in the manner determined by the directors, the holders of ordinary shares in the Company be permitted to elect to receive new ordinary shares in the Company, credited as fully paid, instead of the whole or any part of any dividends (including interim dividends) paid by the directors or declared by the Company in general meeting (as the case may be) after 27 April 2004 and on or before 26 April 2009; and
- b) to capitalise an amount equal to the aggregate nominal value of the new ordinary shares of the Company to be allotted pursuant to any elections made as aforesaid out of the amount standing to the credit of reserves (including any share premium account or capital redemption reserve) or the profit and loss account, as the directors may determine, to apply such sum in paying up such ordinary shares in the Company in full and to allot such ordinary shares to the shareholders of the Company validly making such elections in accordance with their respective entitlements.

Article 31.16 of the Company's Articles of Association provides for the directors to be given the authority by ordinary resolution to offer shareholders the choice of receiving their dividends in cash or as fully paid ordinary shares by way of a scrip dividend. The authority sought pursuant to resolution 15 will allow the board the flexibility to introduce a scrip dividend scheme should this be appropriate which would offer holders of ordinary shares in the Company the option to elect to receive fully paid ordinary shares in the Company instead of the whole or any part of their cash dividend in the future. This authority, if given, will be for a period of five years from the date of the Annual General Meeting.

Should the board determine it is appropriate to exercise this authority, if given, then an announcement will be made at the relevant time and the holders of ordinary shares in the Company will be notified of their right of election and the procedure to be followed in order to make an effective election. If introduced, the scrip dividend scheme would replace the Company's current dividend reinvestment plan.

To consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions:

**16** That the amendments to the Company's Articles of Association as set out in the draft amended articles of association as produced to the Meeting and initialled by the Chairman for the purpose of identification be and are hereby approved.

The proposed amended articles of association relate to the following changes:

Article 5.04 (Allotment of securities) – The Treasury Shares Regulations, which came into force on 1 December 2003, allow shares purchased by a company out of distributable profits to be held as treasury shares, which may then be cancelled, sold for cash or used to meet that company's obligations under its employee share schemes rather than, as would otherwise be the case, being immediately cancelled. The amount of shares which may be held as treasury shares is limited to shares with an aggregate nominal value not exceeding 10% of the relevant class of shares. Any sale of shares held in treasury would be subject to the rights of pre-emption granted by the Companies Act 1985 except to the extent disapplied by the Company's Articles of Association or by special resolution. In order that the Company can take advantage of the flexibility that this new legislation offers, article 5.04(B) of the Company's Articles of Association requires amendment to allow the power granted pursuant to that article to be applicable to a sale of treasury shares, which is an allotment of equity securities by virtue of section 94(3A) of the Companies Act 1985. The board has no present intention to hold any shares as treasury shares.

Consequential amendments are also proposed to article 3.04 (Variation of rights), article 16.01 (Convening of meetings) and article 18.09 (Disenfranchisement) to reflect the coming into force of the Treasury Share Regulations.

Article 16.05 (Special and Ordinary Business) – In accordance with the Companies Act 1985, an ordinary resolution must be put to shareholders at each general meeting of the Company before which the Company's annual accounts for the financial year are to be laid so that shareholders may approve the Directors' Remuneration Report. The proposed amendment reflects this fact and includes the consideration of the Directors' Remuneration Report in the list of items of ordinary business for such a meeting.

Article 18.02 (Conduct of Poll) – As explained in the Chairman's letter accompanying this Notice, the board has decided that, in order to reflect more accurately the views of all shareholders, voting on each resolution put to the Annual General Meeting should be conducted on a poll rather than a show of hands. In keeping with this approach, it is proposed that the provisions in the Company's Articles of Association relating to the calling of a poll on the question of an adjournment of the meeting should be amended so as to remove the existing restriction relating to such power.

Article 31.16 (Shares in lieu of Cash Dividends) – The effect of the proposed amendment is to ensure that where authority is granted at a general meeting of the Company for a scrip dividend to be offered in lieu of a cash dividend and the authority relates to a dividend declared at the same meeting, the declaration of the dividend is deemed to occur at the end of the meeting. This amendment is required in order to ensure that the procedure for offering a scrip dividend operates correctly in such circumstances.

A copy of the Company's existing Articles of Association, and a copy marked to show the differences between those and the articles of association as proposed to be amended pursuant to resolution 16, will be available for inspection up to the time of the Annual General Meeting at the registered office of the Company during usual business hours and at the place of the Meeting from 10.45 a.m. until the close of the Meeting.

## Notice of Annual General Meeting

continued

**17** That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 25 pence each in the capital of the Company ("ordinary shares") provided that:

- a) the maximum aggregate number of ordinary shares authorised to be purchased is 225 million (representing less than 10% of the issued ordinary share capital);
- b) the minimum price which may be paid for an ordinary share is 25 pence;
- c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and
- d) this authority shall expire 15 months after the date of the passing of this resolution, or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution save that the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract.

This resolution, which will be proposed as a special resolution, renews the authority granted at last year's Annual General Meeting, which expires on the date of the forthcoming Annual General Meeting, and gives the Company authority to buy back its own ordinary shares in the market as permitted by the Companies Act 1985. The authority limits the number of shares that could be purchased to a maximum of 225 million (representing less than 10% of the issued ordinary share capital of the Company as at 24 February 2004) and sets minimum and maximum prices. This authority will expire no later than 15 months after the date of the Annual General Meeting.

The directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account other investment opportunities. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

The Treasury Shares Regulations, which came into force on 1 December 2003, permit the Company to purchase and hold as treasury shares, ordinary shares with an aggregate nominal value not exceeding 10% of the nominal value of the issued ordinary shares of the Company at the relevant time. Shares held in treasury in this manner can be cancelled, sold for cash or, in appropriate circumstances, used to meet obligations under employee share schemes. Any shares held in treasury would not be eligible to vote nor would any dividend be paid on any such shares. If any ordinary shares purchased pursuant to this authority are not held by the Company as treasury shares then such shares would be immediately cancelled in which event the number of ordinary shares in issue would be reduced.

As at 24 February 2004, there were options over 41,895,012 ordinary shares in the capital of the Company which represent 1.86% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares was exercised in full, these options would represent 2.06% of the Company's issued ordinary share capital. As at 24 February 2004, the Company did not hold any shares in treasury.

**18** That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 163(3) of the Companies Act 1985) of 8¾% cumulative irredeemable preference shares of £1 each in the Company ("8¾% preference shares") provided that:

- a) the maximum aggregate number of 8¾% preference shares authorised to be purchased is 100 million;
- b) the minimum price which may be paid for an 8¾% preference share is 25 pence;
- c) the maximum price which may be paid for an 8¾% preference share is an amount equal to 105% of the average of the middle market quotations of an 8¾% preference share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8¾% preference share is purchased; and
- d) this authority shall expire 15 months after the date of the passing of this resolution, or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution save that the Company may make a contract to purchase 8¾% preference shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of 8¾% preference shares in pursuance of any such contract.

**19** That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 163(3) of the Companies Act 1985) of 8½% cumulative irredeemable preference shares of £1 each in the Company ("8½% preference shares") provided that:

- a) the maximum aggregate number of 8½% preference shares authorised to be purchased is 100 million;
- b) the minimum price which may be paid for an 8½% preference share is 25 pence;
- c) the maximum price which may be paid for an 8½% preference share is an amount equal to 105% of the average of the middle market quotations of an 8½% preference share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8½% preference share is purchased; and
- d) this authority shall expire 15 months after the date of the passing of this resolution, or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution save that the Company may make a contract to purchase 8½% preference shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of 8½% preference shares in pursuance of any such contract.

Resolutions 18 and 19, which will be proposed as special resolutions, renew the authorities granted at last year's Annual General Meeting and give the Company authority to buy back its own preference shares in the market as permitted by the Companies Act 1985 and in accordance with the rights attaching to those shares which allow their repurchase on such terms as the directors may determine. These authorities, which limit the number of preference shares that may be purchased and set minimum and maximum prices, will expire no later than 15 months after the date of the Annual General Meeting.

The purpose of these resolutions is to provide the Company with flexibility in managing its capital effectively. The directors have no present intention of exercising these authorities to purchase the Company's preference shares but will keep the matter under review, taking into account other investment opportunities and opportunities to replace the preference share capital with more cost effective forms of finance should the opportunity arise. These authorities will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally.

Any purchases of the preference shares would be by means of market purchases through the London Stock Exchange. Following any such purchase the preference shares so purchased would be cancelled and the nominal authorised capital of such preference shares would be divided into, and reclassified as, ordinary shares of 25 pence each in the capital of the Company.

By order of the board

### **R A Whitaker**

Group Company Secretary

19 March 2004

St Helen's, 1 Undershaft, London EC3P 3DQ

### **Notes**

- 1** Shareholders entitled to attend and vote at the Meeting may appoint one or more proxies to attend and vote in their place on a poll. A proxy need not be a shareholder of the Company. Share Account members may instruct Aviva Share Account Limited to vote on their behalf on a poll and members of the Group's Profit Sharing and All Employee Share Ownership Plans may instruct the relevant trustee to vote on their behalf on a poll. Return of the proxy cards issued with this Notice of Meeting will appoint the appropriate proxy.
- 2** Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the relevant Register of Members of the Company as at 6.00 p.m. on 25 April 2004 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant Register of Members after 6.00 p.m. on 25 April 2004 shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
- 3** CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting services provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in this Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting services provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- 4** Copies of the executive directors' service contracts, non-executive directors' appointment letters and the Register of Directors' Interests in the loan and share capital of the Company are available for inspection at the registered office of the Company during usual business hours and will be at the place of the Annual General Meeting from 10.45 a.m. until the close of the Meeting.
- 5** A copy of the Company's existing Articles of Association and a copy marked to show the differences between those and the articles of association as proposed to be amended pursuant to resolution 16, will be available for inspection up to the time of the Meeting at the registered office of the Company during usual business hours and at the place of the Annual General Meeting from 10.45 a.m. until the close of the Meeting.

# Information for shareholders

## Time of the Meeting

The doors of The Barbican Centre will open at 9.30 a.m. and the Annual General Meeting will start promptly at 11.00 a.m. If you are planning to attend the Annual General Meeting, The Barbican Centre is located in the City of London and is easily accessed via road or rail. A map of the venue is set out below.

## Questions

The Chairman will take questions from shareholders on the business of the Meeting. If you wish to ask a question, please make your way to the question registration area, where there will be somebody to assist you.

Shareholders who are unable to attend the Annual General Meeting but would like to ask a question can complete the enclosed reply-paid Question Card (which is included in the Form of Proxy and Voting Instruction Form) and return it to Lloyds TSB Registrars, The Causeway, Worthing, West Sussex BN99 6AA. We will reply in writing to all questions submitted.

A leaflet setting out the answers to the most frequently asked questions will be available at the Annual General Meeting.

## Other enquiries

If your questions relate to either a specific shareholder query or a customer query, there will be helpdesks available which will be open before the Meeting and for a short time afterwards.

## Venue arrangements

**Travel details** – The Barbican Centre is approximately a ten minute walk from Liverpool Street which is the nearest Main Line Station. The nearest Underground Stations are Barbican and Moorgate (approximately a five minute walk). The Barbican Centre has four car parks operated by NCP with a total of 450 car parking spaces for which a fee is charged. Entrances are on Silk Street and Beech Street.

**Shareholders with disabilities** – Special arrangements have been made to help shareholders with disabilities. Signers, sound amplification facilities and an induction loop will be provided for people with hearing difficulties. There will be facilities for shareholders who are in wheelchairs.

Anyone accompanying a shareholder in need of assistance will be admitted to the Meeting as a guest of that member.

## Attendance at the Meeting

Please bring the Attendance Card with you if you attend the Meeting. It will authenticate your right to attend, speak and vote and will speed up your admission to the Meeting.

If you are not planning to attend the Meeting and wish to vote on any of the resolutions the Form of Proxy/Voting Instruction Form must be returned to Lloyds TSB Registrars, The Causeway, Worthing, West Sussex BN99 6AA to arrive not later than 11.00 a.m. on 25 April 2004. Returning the Form of Proxy/Voting Instruction Form will not prevent you from attending in person and voting at the Meeting.

## Completing the Form of Proxy/Voting Instruction Form/Form of Direction

Notes on completing the Form of Proxy/Voting Instruction Form/Form of Direction can be found on the relevant form and should be read carefully before the form is completed.

## Electronic Proxy Voting

You may, if you wish, register the appointment of a proxy or voting instructions for this Meeting electronically by logging on to [www.sharevote.co.uk](http://www.sharevote.co.uk). Full details of the procedure are given on that website. The proxy appointment and/or voting instructions

must be received by Lloyds TSB Registrars not later than **11.00 a.m. on 25 April 2004**. Please note that any electronic communication sent to the Company or the Registrars that is found to contain a computer virus will not be accepted.

You will need to have your Form of Proxy/Voting Instruction Form to hand when you log on as it contains information which is required in the process.

CREST members who wish to appoint or instruct a proxy or proxies via the CREST electronic proxy appointment service should refer to note 3 on page 7 of the Notice of Meeting which contains information on how to proceed.

## Shareview

Shareview is an internet service offered to Aviva's shareholders in association with Lloyds TSB Registrars. You can access your shareholder account by using Shareview and choose to receive shareholder communications electronically, rather than by post. To register with [www.shareview.co.uk](http://www.shareview.co.uk) you will need your shareholder reference number which is shown on the enclosed Form of Proxy/Voting Instruction Forms.

## Receiving the Annual Report and Financial Statements

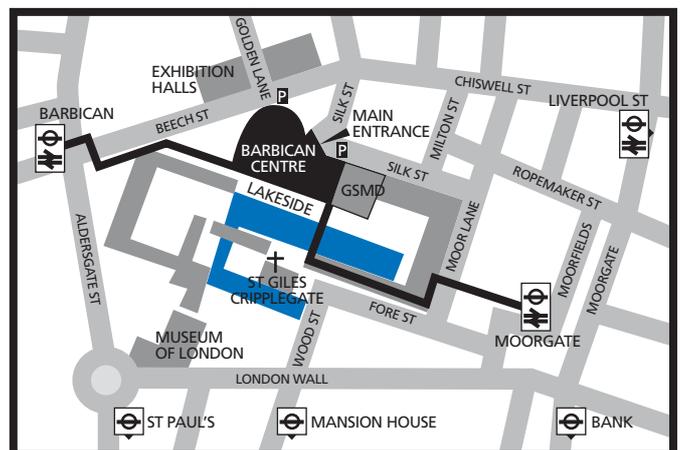
The Company publishes two reports annually:

- Aviva plc Annual Report and Accounts ("Annual Report") which is the Company's full report and financial statements; and
- Aviva plc Annual Review ("Annual Review"). This is a shorter report which includes a summary financial statement designed to meet the requirements of private shareholders.

You will be sent only the Annual Review unless you notify the Company's Registrars in writing that you wish to receive the Annual Report. You need make the request only once to ensure you receive the Annual Report each year and you may revoke your request at any time.

Shareholders who do not elect to receive the Annual Report may request a copy at any time by contacting Lloyds TSB Registrars, The Causeway, Worthing, West Sussex BN99 6AA (telephone number 0870 600 3970) or order a copy electronically on [annual\\_reports@aviva.com](mailto:annual_reports@aviva.com). Alternatively, you may view the Annual Report on the Company's website [www.aviva.com](http://www.aviva.com).

## Getting to the Barbican Centre



— Pedestrians are advised to follow the yellow line routes to gain access to the Barbican Centre

GSMID Guildhall School of Music and Dance

[www.aviva.com](http://www.aviva.com)

**Aviva plc**  
St Helen's  
1 Undershaft  
London EC3P 3DQ

Registered No. 2468686