

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.



29 March 2006

To Aviva plc ordinary shareholders, Aviva Share Account members and participants in the Aviva Group's all employee share ownership plan

Dear Shareholder

Annual General Meeting

I am pleased to enclose a copy of the Company's 2005 Annual Review. If you are a new shareholder or you have elected to receive a copy of the Company's full Report and Accounts, a copy of that document is enclosed instead.

I would like to invite you to attend the Company's 2006 Annual General Meeting, my first as Chairman, which will be held on Wednesday, 10 May 2006 at 11.00 am at The Barbican Centre, Silk Street, London EC2Y 8DS. The Notice of Annual General Meeting, which provides details of the business to be considered at the Annual General Meeting together with explanatory notes, is included in this document.

Each of the resolutions to be put to the meeting will, as in previous years, be taken on a poll and I would encourage you to use your vote either by attending the meeting in person or by completing and returning the relevant voting card either by post or online. If you are unable to attend the meeting in person or wish to register your proxy votes now, completed voting cards should be returned to the Company's Registrar as soon as possible but in any event so as to arrive by no later than 11.00 am on Monday, 8 May 2006. For those shareholders who do not wish to post the open reply-paid card, it may be returned in an envelope addressed to Lloyds TSB Registrars, Freepost SEA 7112, The Causeway, Worthing, West Sussex BN99 6UP. A postage stamp is not required if posted in the United Kingdom. Shareholders wishing to vote electronically can do so through www.sharevote.co.uk. The return of a voting card will not prevent you from attending the meeting in person and further details of how to vote are included at the end of this document.

As in previous years, the board would be pleased to receive questions and comments from shareholders relating to the business to be conducted at the forthcoming Annual General Meeting. If you are unable to attend the meeting, a postage-paid question page has again been included at the end of this document. Alternatively, you may also complete this form and return it electronically by visiting the Company's website www.aviva.com

Your board considers each of the proposed resolutions to be in the best interests of the Company and its shareholders as a whole. Accordingly, the 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

A handwritten signature in black ink, appearing to read "Lord Sharman of Redlynch", written over a horizontal line.

Lord Sharman of Redlynch OBE
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Aviva plc will be held on Wednesday, 10 May 2006 at 11.00 am at The Barbican Centre, Silk Street, London EC2Y 8DS for the following purposes:

(For ease of reference, explanatory notes in blue text are given in respect of each resolution. The formal resolutions are in black text).

Ordinary business

- 1 To receive and consider the Company's Accounts and the Reports of the Directors and the Auditor for the year ended 31 December 2005.

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 2005.

- 2 To declare a final dividend of 17.44 pence per ordinary share of the Company for the year ended 31 December 2005.

If resolution 2 is approved by shareholders the final dividend for the year ended 31 December 2005 will be paid on 17 May 2006 to shareholders whose names are on the Register of Members at the close of business on 10 March 2006.

Notes to resolution 3

The Company's Articles of Association permit any director appointed by the board since the date of the last Annual General Meeting to hold office only until the date of the next Annual General Meeting following their appointment. The director is then eligible for election by shareholders. Mary Francis was appointed by the board on 1 October 2005 and is proposed for election through resolution 3.

- 3 To elect Mary Francis as a director of the Company.

Mary Francis (57) joined the board as an independent non-executive director in October 2005. She has extensive experience of governmental affairs at both domestic and international level having held a number of senior positions at HM Treasury, including Economic and Domestic Affairs Private Secretary to the Prime Minister. Mrs Francis served as Director General of the Association of British Insurers between 1999 and 2005 from which she gained invaluable insight into the insurance industry and its regulation.

Mrs Francis is currently a non-executive director of Centrica plc and St Modwen Properties plc and is a director of the Bank of England and Fund Distribution Limited. She is a member of the advisory board of the National Consumer Council and Governor of the Pensions Policy Institute. Mrs Francis is a member of the Company's remuneration and governance and regulatory committees.

Since becoming a director, Mrs Francis has made a significant contribution to the board's discussions. The nomination committee, having undertaken appropriate due diligence on Mrs Francis' other interests and her time commitment, has concluded that she is free from any relationship or circumstances that could affect the exercise of her independent judgement. Accordingly the board recommends that Mary Francis be elected as a director.

Notes to resolutions 4 to 7

Under the Company's Articles of Association, one third of the directors are obliged to retire by rotation at each Annual General Meeting and no director may serve beyond three years without being re-elected by shareholders. Richard Harvey, Carole Piwnica, Philip Scott and Patrick Snowball, whose biographical details are set out below, will all retire by rotation this year in accordance with the Articles of Association and are proposed for re-election through the separate resolutions numbered 4 to 7.

- 4 To re-elect Richard Harvey as a director of the Company.

Richard Harvey (55) is the Group Chief Executive. He is an actuary and has spent his career in the life assurance industry, joining Norwich Union in 1992. He has held a number of senior positions in the Group in New Zealand and the United Kingdom before joining the Norwich Union board in 1995 and becoming its Group Chief Executive in 1998.

Upon the merger of Norwich Union with CGU in 2000 he was appointed Deputy Group Chief Executive and became the Group's Chief Executive in 2001. Mr Harvey is a member of the Company's nomination and corporate social responsibility committees.

Mr Harvey, who served as Chairman of the Association of British Insurers between 2003 and 2005, holds no directorships outside the Aviva Group.

Richard Harvey's performance has been reviewed by the Chairman and the non-executive directors during the year and as a result the board recommends his re-election as a director.

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

Carole Piwnica (48) was appointed to the board as a non-executive director in May 2003. Currently she is a non-executive vice-chairman of Tate & Lyle plc and a former chairman of Amylum Group. As a member of the New York and Paris bars, she practices law in Europe and the United States specialising in private equity and EU regulatory matters. Mrs Piwnica is a member of the Company's audit, remuneration and corporate social responsibility committees.

Mrs Piwnica contributes significantly to the debate at the board and, where appropriate, provides a valuable legal focus to matters under discussion. The nomination committee, having undertaken appropriate due diligence on Mrs Piwnica's other interests and her time commitment, has concluded that she is free from any relationship or circumstances that could affect the exercise of her independent judgement. Accordingly the board, having reviewed her performance, recommends that Carole Piwnica be re-elected as a director.

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

Philip Scott (52) is the executive director with responsibility for the Group's international insurance businesses and its United Kingdom fund management operations.

Mr Scott is an actuary who has spent his career to date with the Group, having joined Norwich Union in 1973. He has held a number of senior positions, including chief executive and executive chairman of Norwich Union Life and was appointed to the Norwich Union board in 1993. He joined the board of Aviva plc in 2000. Mr Scott holds no directorships outside the Aviva Group.

Philip Scott's performance has been reviewed by the Group Chief Executive during the year and as a result the board recommends his re-election as a director.

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

Patrick Snowball (55) is the executive director responsible for the Group's United Kingdom businesses, namely Norwich Union Insurance, Norwich Union Life and RAC.

Following a career in the army, Mr Snowball joined Norwich Union in 1994 and became a director of Norwich Union in 1999. He was appointed to the board of Aviva plc in 2001. He is a member of the Financial Services Authority's Practitioner Panel. Mr Snowball holds no directorships which are not connected with the Aviva Group or to his employment.

Patrick Snowball's performance has been reviewed by the Group Chief Executive during the year and as a result the board recommends his re-election as a director.

Notes to resolutions 8 and 9

In accordance with best practice, non-executive directors who have served for more than nine years are required to seek annual re-election by shareholders. Derek Stevens and André Villeneuve have served on the board for ten and nine years respectively and therefore submit themselves for re-election.

- 8 To re-elect Derek Stevens as a director of the Company.

Derek Stevens (67) was appointed to the board as a non-executive director in August 1995. He is a former director and chief financial officer of British Airways Plc and a former finance director of TSB Group plc. He is currently non-executive chairman of The Airline Group Limited, a non-executive director of NATS Holdings Limited and a member of the financial sector committee of the Accounting Standards Board.

Mr Stevens has wide experience in managing pension schemes, being chairman of the Aviva Staff Pension Scheme and The Royal Academy of Arts Pension Scheme Board, a trustee of the Rothschild pension funds and a former chairman of the Trustees of British Airways Pension Schemes.

Mr Stevens' support for the voluntary sector includes chairmanship of The Travel Foundation and he is a member of the Council of the Institute of Education at the University of London.

Mr Stevens is the chairman of the Company's audit committee and therefore plays a significant role on the board. He is also a member of the Company's corporate social responsibility committee.

He has acquired a detailed knowledge of the Group's businesses and has built up effective working relationships with the key members of senior management and the chairmen of business unit audit committees. The board has determined that he has "recent and relevant financial experience" for the purposes of the Combined Code on Corporate Governance.

In line with the board's plans to renew and refresh its composition, it is the intention that, if re-elected, Mr Stevens will retire from the board on or before 31 December 2006.

The nomination committee has undertaken appropriate due diligence on Mr Stevens' other interests and his time commitment and the board has concluded that, notwithstanding the length of time he has served as a director, he is free from any relationship or circumstances that could affect the exercise of his independent judgement. Accordingly the board, having reviewed Derek Stevens' performance, recommends that he be re-elected as a director.

- 9 To re-elect André Villeneuve as a director of the Company.

André Villeneuve (61) was appointed to the board as a non-executive director of the Company in May 1996. He is the non-executive chairman of Euronext Liffe, a non-executive director of United Technologies Corporation and a director of the Institut Français des Relations Internationales. Mr Villeneuve who is the former executive chairman of Instinet Corporation and a former executive director of Reuters plc serves as a member of the Company's nomination and remuneration committees.

Mr Villeneuve's long service on the board has given him a broad knowledge of the Company's business and the financial services industry generally. He brings valuable knowledge of the application of technology into financial services markets and has general management experience in the United States.

In line with the board's plans to renew and refresh its composition, it is the intention that, if re-elected, Mr Villeneuve will retire from the board on or before 31 December 2006.

The nomination committee has undertaken appropriate due diligence on Mr Villeneuve's other interests and time commitment and the board has concluded that, notwithstanding the length of time he has served as a director, he is free from any relationship or circumstances that could affect the exercise of his independent judgement. Accordingly the board, having reviewed André Villeneuve's performance, recommends that he be re-elected as a director.

- 10 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 Annual General Meeting at which accounts are presented to shareholders. Ernst & Young LLP has advised its willingness to stand for reappointment as the auditor of the Company.

- 11 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.

- 12 To approve 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 £150 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 12, 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 £150 million, which represents the amount of the Company's authorised but unissued ordinary share capital as at 6 March 2006, being approximately 25.04 % of the total ordinary share capital in issue (excluding treasury shares). As at 6 March 2006, the Company did not hold any treasury shares in the Company. This authority will expire no later than 15 months after the date of the Annual General Meeting.

Other than in relation to the Company's employee share plans and the operation of the Company's scrip dividend scheme, the directors have no present intention of exercising this authority.

To consider and, if thought fit, pass the following resolution 13 which will be proposed as a special resolution:

- 13 That the power conferred on the directors by article 5.04(B) 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 89 amount" is £29 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 rights or scrip dividend, or other similar issue, the authority contained in this resolution will be limited to an aggregate nominal value of £29 million which represents less than 5% of the issued ordinary share capital of the Company as at 6 March 2006. This authority will expire no later than 15 months after the date of the Annual General Meeting.

The authority sought and the limits set by this resolution will also disapply the application of section 89 of the Companies Act 1985 from a sale of treasury shares to the extent also specified in this resolution.

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.

- 14 To approve the Directors' Remuneration Report contained within the Report and Accounts for the year ended 31 December 2005.

In accordance with section 241A of the Companies Act 1985, shareholders are required to approve the Directors' Remuneration Report. The Directors' Remuneration Report for 2005 is set out on pages 65 to 74 of the full Report and Accounts and a summary is contained on pages 19 and 20 of the Annual Review.

Special business

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

- 15 That:
- the authorised share capital of the Company be increased from £1.45 billion and £700 million to £1.95 billion and £700 million by the creation of 500 million preference shares of £1 each (the "New Preference Shares"). The New Preference Shares may be issued in any number of separate classes and shall have attached to them such rights or restrictions as the directors may determine in accordance with and subject to the Company's Articles of Association as amended in accordance with paragraph (d) below;
 - in addition and without prejudice to any and all previous authorities to allot relevant securities given to the directors, the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot all of the New Preference Shares created by paragraph (a) of this resolution in an aggregate nominal amount of up to £500 million, provided that this authority (unless previously renewed, revoked or varied) shall expire five years after the date of the passing of this resolution or, if earlier, at the conclusion of the Annual General Meeting in 2011, save that the Company may make a contract to allot New Preference Shares under this authority before the expiry of the authority, and the directors may allot New Preference Shares in pursuance of any such contract as if the power conferred hereby had not expired;
 - in addition and without prejudice to any and all other previous authorities to allot equity securities given to the directors, the directors be and are hereby given power, pursuant to section 95 of the Companies Act 1985, to allot New Preference Shares for cash pursuant to the authority conferred by paragraph (b) of this resolution as if section 89(1) of the Companies Act 1985 does not apply to any such allotment. The power conferred hereby shall expire five years after the date of the passing of this resolution or, if earlier, at the conclusion of the Annual General Meeting in 2011, save that the Company may make a contract to allot New Preference Shares before the expiry of this authority, and the directors may allot New Preference Shares in pursuance of any such contract as if the power conferred hereby had not expired; and
 - the adoption and inclusion of new article 3.06 in the Company's Articles of Association as set out in the draft amended articles of association produced to the meeting and initialled by the Chairman for the purpose of identification be and is hereby approved.

Resolution 15, which will be proposed as a special resolution, proposes to amend the Company's Articles of Association in order to create 500 million new preference shares of £1 each (the "New Preference Shares") and to enable the Company to issue and allot the New Preference Shares in one or more series with such rights or subject to such restrictions as the directors may determine in accordance with the Company's Articles of Association as proposed to be amended by resolution 15.

As a financial services group, the Company needs to maintain a level of capital which is appropriate to support and develop the business. For these reasons, the Company actively manages its capital to enhance the efficiency of its capital structure. One of the ways in which the Company achieves this is by the issue of share capital in the form of ordinary and preference shares, and also by the issue of direct capital instruments. In order to maintain flexibility and to be able to take advantage of market opportunities to raise capital when appropriate to do so, the Company is seeking approval from shareholders to an increase in the Company's authorised preference share capital and the authority to issue and allot the resulting New Preference Shares with such rights or subject to such restrictions as the directors may determine. The directors have no present intention of exercising the authority to allot the New Preference Shares, which authority will expire no later than five years after the date of the passing of this resolution.

The proposed increase in authorised share capital of the Company by the creation of the New Preference Shares will create a new class or new classes of preference shares and will not involve any increase in the authorised share capital of any other class of shares in the Company. The New Preference Shares, for which authority to allot is proposed to be given, and for which pre-emption rights are proposed to be disapplied, represent 0% of the Company's ordinary share capital in issue.

The directors shall determine the income rights attaching to the New Preference Shares, the rights to a return of capital or to share in the assets of the Company on a winding up or liquidation, whether the New Preference Shares are to be redeemable, the priority ranking in respect of other classes of the Company's issued and to be issued share capital, the rights to attend and vote at a general meeting of the Company and such other rights as the directors may determine prior to the date on which the relevant New Preference Shares are to be allotted.

If the directors determine that the New Preference Shares, or any series of them, are to be redeemable, they shall be redeemable at the option of the Company in accordance with and subject to the Company's articles of association as proposed to be amended by resolution 15. Section 160(3) of the Companies Act 1985 requires that a company's articles of association provide for the terms pursuant to which relevant shares may be redeemed. Accordingly, resolution 15 also proposes an amendment to the Company's Articles of Association relating to the adoption of a new article 3.06, which, amongst other things, provides for the terms of the redemption of the New Preference Shares in the event that the directors determine that any such shares are to be redeemable. Subject to the provisions of the Company's Articles of Association and the Companies Act 1985, the Company may purchase any New Preference Share then in issue.

The New Preference Shares if issued and allotted would rank, as to payment of dividend and capital, ahead of the Company's other share capital, other than the Company's existing preference share capital consisting of 100 million 8% cumulative irredeemable preference shares of £1 each, 100 million 8% cumulative irredeemable preference shares of £1 each, 500 million sterling non-cumulative redeemable preference shares of £1 each and 700 million euro non-cumulative redeemable preference shares of £1 each (the "Existing Preference Shares"). Of the Existing Preference Shares, 100 million 8% cumulative irredeemable preference shares of £1 each and 100 million 8% cumulative irredeemable preference shares of £1 each of the Company are currently in issue.

Unless the directors determine otherwise prior to the allotment of any New Preference Shares and save with the consent or sanction of the holders of the New Preference Shares then in issue required for a variation of special rights, the directors shall not capitalise any part of the profits of the Company available for distribution or purchase or redeem any shares of the Company if either (i) any preferential dividend payable on the New Preference Shares is in arrears, or (ii) after any such capitalisation, purchase or redemption, the amount of profit available for distribution would be less than the amount calculated by applying a multiple or other formula determined by the directors prior to allotment to the aggregate amount of the annual dividends payable on the New Preference Shares and any other preference shares then in issue ranking in priority to or *pari passu* with the New Preference Shares.

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 15, 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 am until the close of the meeting.

- 16 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:
- the maximum aggregate number of ordinary shares authorised to be purchased is 239 million (representing less than 10% of the issued ordinary share capital);
 - the minimum price which may be paid for an ordinary share is 25 pence;
 - 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
 - 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 239 million (representing less than 10% of the issued share capital of the Company as at 6 March 2006) 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 best interests of shareholders generally.

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

Any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the directors to be in the best interests of shareholders at the time.

As at 6 March 2006, there were options over 53.4 million ordinary shares in the capital of the Company which represent 2.23% of the Company's issued ordinary share capital (excluding treasury shares). If the authority to purchase the Company's ordinary shares were exercised in full, these options would represent 2.77% of the Company's issued ordinary share capital (excluding treasury shares). As at 6 March 2006, the Company did not hold any treasury shares in the Company and no warrants over ordinary shares in the capital of the Company existed.

- 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 8% cumulative irredeemable preference shares of £1 each in the capital of the Company ("8% preference shares") provided that:
- the maximum aggregate number of 8% preference shares authorised to be purchased is 100 million;
 - the minimum price which may be paid for an 8% preference share is 25 pence;
 - the maximum price which may be paid for an 8% preference share is an amount equal to 105% of the average of the middle-market quotations of an 8% preference share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8% preference share is purchased; and
 - 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 8% 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 8% preference shares in pursuance of any such contract.
- 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 8% cumulative irredeemable preference shares of £1 each in the capital of the Company ("8% preference shares") provided that:
- the maximum aggregate number of 8% preference shares authorised to be purchased is 100 million;
 - the minimum price which may be paid for an 8% preference share is 25 pence;
 - the maximum price which may be paid for an 8% preference share is an amount equal to 105% of the average of the middle-market quotations of an 8% preference share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8% preference share is purchased; and
 - 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 8% 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 8% preference shares in pursuance of any such contract.

Resolutions 17 and 18, 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 limit the number of preference shares that may be purchased and set minimum and maximum prices, and 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 they 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 best 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

Aviva plc, St Helen's, 1 Undershaft
London EC3P 3DQ
Registered No. 2468686

29 March 2006

Notes

- Shareholders entitled to attend and vote at the Annual General 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 participants in the Group's all employee share ownership plan may instruct the trustee to vote on their behalf on a poll. Completion and return of the proxy card issued with this Notice of Annual General Meeting will appoint the appropriate proxy.
- 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 pm on Monday, 8 May 2006 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 pm on Monday, 8 May 2006 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General 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 Annual General 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 provider(s) 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 provider(s) 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.

- The following documents are available for inspection at the Company's registered office during usual business hours and will also be available at the place of the Annual General Meeting from 10.45 am until the close of the meeting:
 - copies of the executive directors' service contracts and non-executive directors' appointment letters. The directors have the benefit of "qualifying third party indemnity provisions" for the purposes of sections 309A to 309C of the Companies Act 1985 pursuant to the Company's Articles of Association and deeds of indemnity executed by the Company in respect of each director. Copies of the relevant deeds of indemnity together with a copy of the Articles of Association are and will be available for inspection in the same manner as described above;
 - the Register of Directors' Interests in the loan and share capital of the Company; and
 - a copy of the Company's existing Memorandum and Articles of Association and a copy of the articles of association marked to show the amendments proposed to be made pursuant to resolution 15.

Time of the meeting

The doors of The Barbican Centre will open at 9.30 am on Wednesday, 10 May 2006, and the Annual General Meeting will start promptly at 11.00 am. If you are planning to attend the Annual General Meeting, The Barbican Centre is located in the City of London. A map of the venue is set out on the reverse of the Attendance Card.

Attendance at the meeting

Please bring the Attendance Card, which is attached to the voting 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.

Venue arrangements

Travel details – The Barbican Centre is approximately a 10 minute walk from Liverpool Street which is the nearest Main Line railway 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. Sound amplification facilities, an induction loop and a speech-to-text transcription 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.

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 desk, where someone will assist you.

If you are unable to attend the Company's Annual General Meeting, but would like to ask a question in connection with the business of the meeting, you can do so by using the shareholder question form overleaf.

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.

Voting arrangements

As in previous years, each of the resolutions to be put to the forthcoming Annual General Meeting will be taken on a poll, rather than a show of hands, so that all shares voted whether in person or by proxy are taken into account. The results of the polls will be announced to the London, Paris, Luxembourg 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.

The Company has again included on the voting cards a "Votes Withheld" option in order for shareholders to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" the relevant resolution.

- *For ordinary shareholders* – a Form of Proxy is enclosed.
- *For Share Account members* – a Voting Instruction Form is enclosed. **Please note – this also incorporates your annual statement of shareholding.**
- *For participants in the Group's all employee share ownership plan* – a Form of Direction to the trustee is enclosed.

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 voting card and return it to the Company's Registrar, Lloyds TSB Registrars, to arrive by no later than 11.00 am on Monday, 8 May 2006. **For those shareholders who do not wish to use the open reply-paid card, it may be sent in an envelope addressed to Lloyds TSB Registrars, Freepost SEA 7112, The Causeway, Worthing, West Sussex BN99 6UP. There is no need to affix a postage stamp if posted in the United Kingdom.** Returning the Form of Proxy/Voting Instruction Form will not prevent you from subsequently 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. Full details of the procedure are given on that website. The proxy appointment and/or voting instructions must be received by Lloyds TSB Registrars by not later than **11.00 am on Monday, 8 May 2006**. Please note that any electronic communication sent to the Company or the Registrar that is found to contain a computer virus will not be accepted.

You will need to have your Form of Proxy/Voting Instruction Form/Form of Direction 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 5 of the Notice of Annual General Meeting where there is information on how to proceed.

General enquiries

Lloyds TSB Registrars maintain the Company's share register. They also provide a telephone helpline service (telephone number 0870 600 3952 or +44 (0)121 433 4466 if calling from outside the UK). If you have any queries about the meeting or about your shareholding, please contact Lloyds TSB Registrars at the following address:

Lloyds TSB Registrars

The Causeway
Worthing
West Sussex BN99 6DA



Freepost RLTE – RBXX – RBHB
Group Secretarial Department
Aviva plc
St Helen's
1 Undershaft
LONDON
EC3P 3DQ