

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.



22 March 2007

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

Dear Shareholder

I am pleased to enclose a copy of the Company's 2006 Annual Review. If you are a new shareholder or have elected to receive a copy of the Company's full Report and Accounts, that document is enclosed instead.

I hope that you find the Annual Review interesting. 2006 was an outstanding year for Aviva and as you will see from the Review the Company has produced its best ever set of financial results and ended the year in a strong position to continue its excellent progress. At the forthcoming Annual General Meeting Richard Harvey, the Group's Chief Executive, will give a presentation on Aviva's key achievements in 2006.

The Company's 2007 Annual General Meeting will be held on Thursday, 26 April 2007 at 11 am at The Barbican Centre, Silk Street, London EC2Y 8DS and I hope you will be able to attend. 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.

Voting at 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 electronically online. A reply paid envelope addressed to Lloyds TSB Registrars is enclosed for this purpose. A postage stamp is not required if posted in the United Kingdom. Completed voting cards should be returned to the Company's Registrar as soon as possible but in any event to arrive by **no later than 11am on Tuesday, 24 April 2007**. 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.

I would like to draw your attention to the letter enclosed with your Annual General Meeting documentation relating to electronic communications. The new Companies Act 2006 recognises the growing importance of electronic communication and contains provisions which permit companies to communicate with their shareholders in this way unless the shareholder elects to receive a hard, ie paper copy, of the relevant document. The Company is therefore seeking shareholder approval at this year's Annual General Meeting to amend its Articles of Association in order to be able to take advantage of this change. I would ask you to review the enclosed shareholder communications letter and also vote in favour of the proposed resolution at the Annual General Meeting. Doing so will give the Company greater flexibility in the way it communicates with its shareholders whilst maintaining the right of shareholders to receive hard copy documents if they so request. In order to take advantage of the new provisions, and subject to the proposed resolution being passed, we have enclosed with your documentation for the Annual General Meeting a form asking how you would like to receive communications from the Company in future years. Please complete this as appropriate and return it to the Registrar in the reply paid envelope provided. If you do not elect to receive hard copy documents or e-mail notification of the availability of documents on the Company's website then, following amendment of the Company's Articles of Association, documents will be made available for you to view via the Company's website and you will be notified each time documents are made available in this way. Receiving your communications electronically offers advantages in terms of speed and convenience. It is a secure method of obtaining your shareholder documentation and allows the Company to communicate in a more environmentally friendly and cost effective way.

The directors are committed to open and constructive dialogue with shareholders and accordingly they regard the Annual General Meeting as an important forum for engagement particularly with private shareholders. The directors therefore welcome the opportunity to address questions that shareholders may have. As in previous years, a postage paid Question Form is included at the end of this document for you to ask a question relating to the business of the Annual General Meeting. Alternatively, the Company's website www.aviva.com contains a facility to submit questions to the Board.

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

Lord Sharman of Redlynch
Chairman

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



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

Notice is hereby given that the Annual General Meeting of Aviva plc will be held on Thursday, 26 April 2007 at 11am at The Barbican Centre, Silk Street, London EC2Y 8DS for the following purposes:

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 2006.

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 2006.

- 2 To declare a final dividend of 19.18 pence per ordinary share of the Company for the year ended 31 December 2006.

If resolution 2 is approved by shareholders the final dividend for the year ended 31 December 2006 will be paid on 17 May 2007 to shareholders whose names are on the Register of Members at the close of business on 9 March 2007.

- 3 To re-elect Guillermo de la Dehesa as a director of the Company.

Guillermo de la Dehesa was appointed to the Board in May 2000 having joined the Board of Norwich Union as a non-executive director in 1999. He is currently the non-executive chairman of Aviva's operations in Spain, non-executive vice-chairman of Goldman Sachs Europe and a non-executive director of Campofrio, Unión Eléctrica Fenosa and Banco Santander Central Hispano. He is also chairman for the Centre of Economic Policy Research and a member of the Group of Thirty. He is a former deputy governor of the International Monetary Fund and the World Bank, a former deputy general manager of the Bank of Spain and former Secretary of State of Finance in Spain.

Sr de la Dehesa provides the Board with an invaluable insight into worldwide economic issues and developing trends as well as providing a European perspective in the Board's discussions, particularly in relation to Spain where the Group has an important and growing business operation. Through its nomination committee the Board has undertaken appropriate due diligence on Sr de la Dehesa's other interests and his time commitment and has concluded that there are no relationships or circumstances that could affect the exercise of his independent judgement. Accordingly, the Board, having reviewed Sr de la Dehesa's performance and the contribution he makes, recommends that he be re-elected as a director.

Sr de la Dehesa is a member of the nomination and corporate social responsibility committees.

- 4 To re-elect Wim Dik as a director of the Company.

Wim Dik was appointed to the Board in December 1999. He is currently chairman of the supervisory Board of Zesko Holding B.V. and Tele Atlas N.V., a non-executive director of Unilever N.V., Unilever plc and LogicaCMG plc. He is a former Minister for Foreign Trade in the Netherlands and a former chairman of Nederlandse Unilever Bedrijven B.V. He is also a former chairman and chief executive officer of KPN Royal Dutch Telecom, a former chairman of the supervisory board of Holland Casino and a former member of the supervisory boards of TNT Post Group, Vos Logistics and ABN AMRO N.V.

Mr Dik brings to the Board the benefit of significant executive experience having served as the chief executive of one of the Netherlands' major public companies, and from serving on the boards of a range of other large companies. In addition he provides the Board with an important European focus, particularly in relation to the Netherlands where, through its subsidiary Delta Lloyd, the Group has a major interest.

Through its nomination committee the Board has undertaken appropriate due diligence on Mr Dik's other interests and his time commitment and has concluded that he is free from any relationship or circumstances that could affect the exercise of his independent judgement. Accordingly, the Board, having reviewed Mr Dik's performance and the contribution he makes, recommends that he be re-elected as a director.

Mr Dik is the Board's senior independent non-executive director, chairman of the corporate social responsibility committee and a member of the nomination, and risk and regulatory committees.

- 5 To re-elect Richard Karl Goeltz as a director of the Company.

Richard Karl Goeltz was appointed to the Board in May 2004. He is currently a non-executive director of the Warnaco Group Inc, Federal Home Loan Mortgage Corporation (Freddie Mac), New Germany Fund and a director of The London School of Economics and Political Science. He is a former chief financial officer of American Express Company, NatWest Group plc and The Seagram Company Ltd and a former member of the Accounting Standards Board (UK).

Mr Goeltz brings financial and analytical skills to the Board which he gained over a long management career that included serving as the chief financial officer of two major international financial services companies. He is also able to provide a US perspective and insight into US market practices which is particularly helpful in view of the Company's interest in the US which was increased with the acquisition of AmerUs Group Co. in 2006. Mr Goeltz is a member of the audit committee and in view of his past experience and current activities is deemed by the Board to have recent and relevant financial experience.

Through its nomination committee the Board has undertaken appropriate due diligence on Mr Goeltz's other interests and his time commitment and has concluded that he is free from any relationship or circumstances that could affect the exercise of his independent judgement. Accordingly, the Board, having reviewed Mr Goeltz's performance and the contribution he makes, recommends that he be re-elected as a director.

Mr Goeltz is chairman of the remuneration committee and a member of the audit committee.

- 6 To re-elect Russell Walls as a director of the Company.

Russell Walls was appointed to the Board in May 2004. He is currently a non-executive director of Signet Group plc and a former group finance director of BAA plc, Wellcome plc and Coats Viyella plc. He is a former senior independent non-executive director of Stagecoach Group plc and Hilton Group plc and a former non-executive director of The Mersey Docks and Harbour Company.

Mr Walls, a Fellow Chartered Certified Accountant, contributes considerable financial experience having served, during his executive career, as the group finance director of a number of large UK companies. Mr Walls is the chairman of the Company's audit committee and is also the chairman of the audit committee of Signet Group plc and has formerly held this position at Stagecoach plc and Hilton Group plc. In view of his professional qualification, past experience and current activities Russell Walls is deemed by the Board to have recent and relevant financial experience.

Through its nomination committee the Board has undertaken appropriate due diligence on Mr Walls' other interests and his time commitment and has concluded that he is free from any relationship or circumstances that could affect the exercise of his independent judgement. Accordingly, the Board, having reviewed Mr Walls' performance and the contribution he makes, recommends that he be re-elected as a director.

Mr Walls is chairman of the audit committee and a member of the nomination and risk and regulatory committees.

Notes to resolutions 3 to 6

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. Sr de la Dehesa, Mr Dik, Mr Goeltz and Mr Walls, whose biographical details are set out above and in the Company's Report and Accounts and Annual Review, 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 3 to 6 above.

- 7 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 of its willingness to stand for reappointment as the auditor of the Company.

- 8 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.

- 9 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 £108 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 9, 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 £108 million, which represents the amount of the Company's authorised but unissued ordinary share capital as at 5 March 2007, being approximately 16.83% of the total ordinary share capital in issue (excluding treasury shares). As at 5 March 2007, 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 10 which will be proposed as a special resolution:

- 10** 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 £32 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 £32 million which represents less than 5% of the issued ordinary share capital of the Company as at 5 March 2007. 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.

- 11** To approve the Directors' Remuneration Report contained within the Report and Accounts for the year ended 31 December 2006.

In accordance with section 241A of the Companies Act 1985, shareholders are required to approve the Directors' Remuneration Report. The Directors' Remuneration Report for 2006 is set out on pages 87 to 100 of the full Report and Accounts and a summary is contained on pages 23 and 24 of the Annual Review.

Special business

To consider and, if thought fit, pass the following resolutions of which resolutions 13, 14, 15 and 16 will be proposed as special resolutions:

Aviva plc Savings Related Share Option Scheme 2007

- 12** That:

- (a) the Rules of the Aviva plc Savings Related Share Option Scheme 2007 (the "Scheme") (the principal features of which are summarised in the Appendix to this Notice and a copy of which will be produced to the Annual General Meeting and initialled by the Chairman for the purposes of identification) be approved; and
- (b) the directors be authorised to establish such further plans for the benefit of employees overseas based on the Scheme subject to such modifications as may be necessary or desirable to take account of overseas securities laws, exchange control and tax legislation provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on individual participation, or overall participation in the Scheme.

The Company considers it important for employees to acquire shares in the Company and has operated an all-employee HM Revenue and Customs approved share savings plan since 1986. The existing plan will expire in April 2007, the 10th anniversary of its adoption, and therefore the Company is seeking shareholders' approval to introduce a replacement plan. The Scheme is materially the same as the existing plan.

The directors have sought HM Revenue and Customs' authority to operate the Scheme as an approved scheme for tax purposes. The Company is also seeking shareholders' approval for the Scheme to be operated for the benefit of employees overseas.

A copy of the rules of the Scheme will be available for inspection during normal business hours on Monday to Friday each week (public holidays excepted) at the Company's Registered Office at St Helen's, 1 Undershaft, London EC3P 3DQ, from the date of this document up to and including the date of the Annual General Meeting and at the place of the Annual General Meeting from 10.45 am until the close of the meeting.

Amendments to the Articles of Association

- 13** That the adoption and inclusion of a new article 32.12 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 13, which will be proposed as a special resolution, proposes to amend the Company's Articles of Association to enable the Company to benefit from broader powers under the Companies Act 2006 (the "2006 Act") in relation to the sending or supplying of documents or information by or to the Company in electronic form (including, without limitation, via a website). Although the Company's Articles of Association currently contain provisions relating to electronic communications, the provisions of the 2006 Act, which were brought into force on 20 January 2007, permit the use of electronic communications to a greater extent than was previously possible. In particular, the 2006 Act permits all communications between shareholders and the Company to be made in electronic form and documents or information to be sent or supplied via the Company's website to shareholders who have not either, requested a hard copy of the relevant document or information, or provided an e-mail address to which the document or information can be sent. The directors believe that it is in the interests of the Company to take advantage of these broader powers and, subject to the passing of this resolution, the Company intends to make use of these provisions in the future in order to facilitate communications between the Company and its shareholders and to reduce the current considerable cost associated with sending paper copies of documents to a large number of shareholders. Enclosed with this Notice of Meeting is a letter setting out further information on how, subject to the passing of this resolution, the Company intends to take advantage of these new powers. The letter is accompanied by an election form which asks shareholders to decide (i) if they wish to continue to receive documents or information in hard ie paper form (ii) to provide an e-mail address to which notifications that documents or information are available on the website can be sent or (iii) to take no action and view any documents or information via the Company's website. Shareholders should note that if they do not respond to the letter, subject to the proposed resolution being passed, they will be taken to have agreed that the Company may send or supply documents or information by means of its website. However, where shareholders are provided with documents by means of the Company's website, they will be notified by the Company whenever a relevant document has been made available on that website.

A copy of the Company's existing Articles of Association, and a copy marked to show the differences between the existing Articles of Association and the articles of association as proposed to be amended pursuant to resolution 13, will be available for inspection during normal business hours on Monday to Friday each week (public holidays excepted) at the Company's Registered Office at St Helen's, 1 Undershaft, London EC3P 3DQ, from the date of this document up to and including the date of the Annual General Meeting and at the place of the Annual General Meeting from 10.45 am until the close of the meeting.

Purchase of Own ordinary shares by the Company

- 14** 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 256 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 256 million (representing less than 10% of the issued share capital of the Company as at 5 March 2007) 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 the shareholders at the time.

As at 5 March 2007, there were options over 45.2 million ordinary shares in the capital of the Company, which represent 1.76% 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 1.96% of the Company's issued ordinary share capital (excluding treasury shares). As at 5 March 2007, the Company did not hold any treasury shares in the Company and no warrants over ordinary shares in the capital of the Company existed.

Purchase of Own 8¼% cumulative irredeemable preference shares by the Company

15 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 8¼% cumulative irredeemable preference shares of £1 each in the capital of the Company ("8¼% preference shares") provided that:

- a) the maximum aggregate number of 8¼% preference shares authorised to be purchased is 100 million;
- b) the minimum price which may be paid for an 8¼% preference share is 25 pence;
- c) the maximum price which may be paid for an 8¼% preference share is an amount equal to 105% of the average of the middle-market quotations of an 8¼% preference share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8¼% 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 8¼% 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 8¼% preference shares in pursuance of any such contract.

Purchase of Own 8% cumulative irredeemable preference shares by the Company

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 8% cumulative irredeemable preference shares of £1 each in the capital of the Company ("8% preference shares") provided that:

- a) the maximum aggregate number of 8% preference shares authorised to be purchased is 100 million;
- b) the minimum price which may be paid for an 8% preference share is 25 pence;
- c) 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

- 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 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 15 and 16, 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

22 March 2007

1 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 plans 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.

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 6pm on Tuesday, 24 April 2007 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 6pm on that date 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 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 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.

4 The following documents will be available for inspection at the Company's registered office during usual business hours and at the place of the Annual General Meeting from 10.45 am until the close of the meeting:

- (a) copies of the executive directors' service contracts, non-executive directors' appointment letters and qualifying third-party indemnity provisions;
- (b) the Register of Directors' Interests in the loan and share capital of the Company;
- (c) a copy of the rules of the Aviva plc Savings Related Share Option Scheme 2007 proposed to be introduced pursuant to resolution 12; and
- (d) 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 13.

Appendix

Resolution 12: The Aviva plc Savings Related Share Option Scheme 2007 (the "Scheme")

The Company considers it important for employees to acquire shares in the Company and has operated an all-employee HM Revenue and Customs approved share savings plan since 1986. The existing plan will expire in April 2007, the 10th anniversary of its adoption, and the Company is therefore seeking shareholders' approval to introduce a replacement plan. The Scheme is materially the same as the existing plan.

The directors have sought HM Revenue and Customs' authority to operate the Scheme as an approved scheme for tax purposes. The Company is also seeking shareholders' approval for the Scheme to be operated for the benefit of employees overseas.

The principal terms of the Scheme are set out below.

Eligibility

All UK employees and full-time directors of the Company and any participating subsidiary may participate in the Scheme. However, the directors may set a qualifying period of continuous employment (which cannot exceed five years) for eligibility. When the Scheme is operated, all eligible employees must be invited to participate. In addition, the directors may at their discretion offer participation to any other employees.

Savings contract

Under the Scheme, participants are granted an option over ordinary shares and must enter into a savings contract in connection with the option, to save between £5 and £250 per month by deduction from their salary. Ordinary shares can only be acquired with the amount saved (plus any interest or bonus, if the directors so decide).

Option price

The directors set the option price which must not be less than 80% of the market value of an ordinary share on the business day before the date of invitation, or on the date specified in the invitation, or the average market value over the three preceding business days.

Exercise of options

The savings contract will generally mature three or five years after the start of the savings contract, and normally options can only be exercised six months after maturity. Options may, however, be exercised early to the extent of the savings made, in certain circumstances. These include, for example, an employee leaving service because of ill-health, retirement, death or redundancy or where the company or business for which he works leaves the Group. On cessation of employment for other reasons, options will normally lapse.

Change of control, merger or other reorganisations

On a take-over, scheme of arrangement, merger or certain other corporate reorganisations, options can generally be exercised early to the extent of the savings made. Alternatively, participants may be allowed to exchange their options for options over shares in the acquiring company.

Scheme limits

The total number of ordinary shares allocated in the previous ten years under the Scheme and any other employee share plan operated by the Company, added to commitments to issue new ordinary shares on any one day, may not exceed 10% of the issued ordinary share capital of the Company immediately before that day. This limit does not include rights to shares which have lapsed or been surrendered. The limit includes any shares transferred out of treasury but only for as long as the Association of British Insurers requires treasury shares to be included.

Operation of the new Scheme

The Scheme may only be operated within 42 days of:

- the day on which the Scheme was formally approved by HM Revenue and Customs;
- any announcement of results to the London Stock Exchange;
- any day on which changes to the legislation or regulations affecting the Scheme are announced, effected or made;
- any day on which a new savings contract prospectus is announced or takes effect; and
- other exceptional circumstances arising.

The Scheme will cease to operate in ten years, or earlier if the directors so decide.

Amendments to the Scheme rules

The directors may amend the Scheme as they consider appropriate subject generally to the prior approval of HM Revenue and Customs. In addition, shareholder approval will be required to amend certain provisions to the advantage of participants. These provisions relate to: eligibility; plan limits; option price; rights attaching to the options; adjustment of options on variation in the Company's share capital and the amendment powers.

The directors can without shareholder approval:

- make amendments to the Scheme to maintain HM Revenue and Customs approval;
- make minor amendments to benefit the administration of the Scheme or which relate to any changes in legislation, or which will maintain favourable tax, exchange control or regulatory treatment for any participating company or any participant; and
- adopt further plans, based on the Scheme, to take account of tax, exchange control or securities laws which apply to non-UK employees, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the Scheme.

General

- Any ordinary shares issued under the Scheme will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.
- Options may be adjusted following any variation in the share capital of the Company.
- Options granted under the Scheme are not transferable.
- Benefits under the Scheme are not pensionable.

Time of the Meeting

The doors of The Barbican Centre will open at 9.30am on Thursday, 26 April 2007 and the Annual General Meeting will start promptly at 11am. 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 form, 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 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 390 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, headsets, 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 shareholder.

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 the directors a question in connection with the business of the meeting, you can do so by using the shareholder question form overleaf or by submitting a question on the Company's website www.aviva.com.

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 votes tendered, whether in person, by proxy or through the registered owner, are taken into account. A poll reflects the number of shares held by a shareholder, whether or not the shareholder is able to attend the meeting. For the above reasons the Board believes that a poll is a more democratic procedure. The results of the polls will be announced to the London, Paris and Luxembourg Stock Exchanges as soon as practicable following the conclusion of the meeting and will also be published in The Times newspaper and on the Company's website.

The Company has 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.

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.

- *For ordinary shareholders* – a Form of Proxy is enclosed.
- *For Share Account members* – a Voting Instruction Form is enclosed.
- *For participants in the Group's all employee share ownership plans* – 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, by no later than **11am on Tuesday, 24 April 2007**. A reply paid envelope addressed to Lloyds TSB Registrars is enclosed for this purpose. A postage stamp is not required 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.

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 **11am on Tuesday, 24 April 2007**. 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 Register of Members. They also provide a telephone helpline service (telephone number 0870 600 3952 or +44(0)121 415 7046 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

www.lloydstsb-registrars.co.uk
e-mail: aviva@lloydstsb-registrars.co.uk

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Shareholder questions

Aviva plc Annual General Meeting 2007

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 this form and returning it as indicated to the Group Company Secretary, Freepost RLTE – RBXX – RBHB, Group Secretarial Department, Aviva plc, St Helen's, 1 Undershaft, LONDON EC3P 3DQ – there is no need to affix a stamp if posted in the United Kingdom.

The Company will produce a leaflet setting out the answers to the most frequently asked questions and will send a copy to those shareholders submitting a question as soon as possible after the meeting. Alternatively, if your question is not one which was "frequently asked" we will endeavour to provide you with a written response.

If you do not wish to ask a question but would still like to receive a copy of the answers to the frequently asked questions please complete the name, address and shareholder account number sections below. The leaflet will also be available at the Company's Annual General Meeting and afterwards on the Company's website www.aviva.com

Question:

fold

Shareholder Account Number _____

Name _____

Address _____

Postcode _____

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