

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.



26 March 2008

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 2008 Notice of Annual General Meeting. If you have elected to receive hard copy documents, a copy of the 2007 Annual Review is enclosed. Alternatively, if you have elected to receive a copy of the Company's full Report and Accounts or are a new shareholder, that document is enclosed instead. The Company's 2007 financial reports are also available to view and download from www.aviva.com/reports.

The Company's 2008 Annual General Meeting will be held on Thursday, 1 May 2008 at 11am 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 meeting, together with explanatory notes, is included in this document. Andrew Moss, the Group Chief Executive, will give a presentation on Aviva's key achievements in 2007. The presentation will also be available to view and download from the Company's website at www.aviva.com/agm shortly after the meeting.

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 any questions that shareholders may have. As in previous years, if you are unable to attend the meeting, a reply paid Question Form is included at the end of this document for you to ask a question relating to the business of the meeting. Alternatively, the Company's website www.aviva.com/agm contains a facility to submit questions electronically.

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 in person, voting electronically online or completing and returning the relevant voting card(s) by post. A reply paid envelope addressed to the Company's Registrar, Equiniti, 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, 29 April 2008**. Shareholders wishing to vote electronically can do so through www.aviva.com/agm or via 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. Shareholders entitled to attend, speak and vote at the Annual General Meeting may appoint a proxy to exercise their rights in their place. A shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares.

I would like to draw your attention to two of the items of special business. The first is the changes to the Company's Articles of Association which are being proposed at this year's Annual General Meeting. If approved by shareholders, the proposed amendments (which will be implemented by adopting a new set of Articles of Association) will take advantage of and provide consistency with those provisions of the Companies Act 2006 which have come into force since the date of the last Annual General Meeting and those which will come into force on 1 October 2008. The key differences between the existing Articles of Association and the new Articles of Association as proposed to be adopted are summarised in the Appendix to the Notice of Annual General Meeting. Resolution 13 is to approve the adoption of new Articles of Association.

During 2007 and early in 2008, the Company's Remuneration Committee reviewed the rules of the Aviva Annual Bonus Plan 2005 and is proposing to amend the plan in order to permit the Company to grant conditional shares to participants in certain circumstances. Details of the proposed amendments are set out in the Appendix to the Notice of Annual General Meeting. Resolution 14 is to approve the amendment.

Your Board considers each of the proposed resolutions would promote the success of the Company for the benefit of 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".



2 Notice of Annual General Meeting

Notice of Annual General Meeting

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

Notice is hereby given that the Annual General Meeting of Aviva plc will be held on Thursday, 1 May 2008 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 Annual Accounts, together with the Reports of the Directors and the Auditor for the financial year ended 31 December 2007.

The directors are required to present to the meeting the Company's audited annual accounts and related directors' and auditor's reports for the financial year ended 31 December 2007.

- 2 To declare a final dividend of 21.10 pence per ordinary share of the Company for the year ended 31 December 2007.

If resolution 2 is approved by shareholders the final dividend for the year ended 31 December 2007 will be paid on 16 May 2008 to shareholders whose names are in the Register of Members at the close of business on 28 March 2008.

- 3 To elect NIKESH ARORA as a director of the Company.

Nikesh Arora was appointed to the Board in July 2007. He is currently president for Europe, Middle East and Africa operations at Google, Inc., with responsibility for its business in more than 25 countries. He was formerly chief marketing officer and a member of the management board at T-Mobile and has previously worked at Deutsche Telekom, where he founded T-Motion plc, a multi-media subsidiary of T-Mobile. He has also held management positions at Fidelity Investments and Putnam Investments in Boston, Massachusetts.

Since becoming a director, Mr Arora has made a significant contribution to the Board's discussions and brings great expertise in managing international businesses, along with expertise and insight in technology, innovation and marketing. The Nomination Committee has undertaken appropriate due diligence on Mr Arora'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 recommends that Nikesh Arora be elected as a director.

Mr Arora is a member of the Risk and Regulatory Committee.

- 4 To elect SCOTT WHEWAY as a director of the Company.

Scott Wheway was appointed to the Board in December 2007. He was a director of The Boots Company plc (now known as The Boots Company Limited), managing director of Boots the Chemist at Alliance Boots plc, and previously retail director. He worked for 20 years at Tesco where his roles included stores director, change director, operations director and Chief Executive Officer of Tesco in Japan.

Since becoming a director, Mr Wheway has made a significant contribution to the Board's discussions and brings a wealth of retail experience and in particular has championed first rate customer service. The Nomination Committee has undertaken appropriate due diligence on Mr Wheway'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 recommends that Scott Wheway be elected as a director.

Mr Wheway is a member of the Remuneration Committee and Corporate Social Responsibility Committee.

Note to resolutions 3 and 4, above.

Under the Company's Articles of Association, any director appointed by the Board since the date of the last Annual General Meeting shall be elected to the Board by shareholders at the following Annual General Meeting.

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

Philip Scott was appointed to the Board in May 2000 and became Group Finance Director in July 2007. He joined Norwich Union in 1973 and held a number of senior positions before joining the Norwich Union board in 1993. He was formerly responsible for the Group's insurance businesses outside Europe and for Morley, the Group's UK fund management operations. He is currently also a non-executive director of Diageo plc.

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

- 6 To re-elect Andrew Moss as a director of the Company.

Andrew Moss was appointed to the Board in May 2004. He joined as Group Finance Director in May 2004 and became Group Chief Executive in July 2007. He was previously the director of finance, risk management and operations at Lloyd's and formerly held a number of senior management positions at HSBC plc.

Mr Moss' performance has been reviewed by the Chairman and the non-executive directors during the past year and, as a result, the Board recommends his re-election as a director.

Mr Moss is a member of the Nomination Committee and the Corporate Social Responsibility Committee.

- 7 To re-elect Colin Sharman as a director of the Company.

Colin Sharman was appointed to the Board in January 2005 and became Chairman in January 2006. He is currently chairman of Aegis Group plc, an independent non-executive director of BG Group plc and an independent non-executive director of Reed Elsevier plc. He was former chairman of KPMG International, former deputy chairman of Group 4 Securicor plc and a former independent non-executive director of Young & Co.'s Brewery PLC and AEA Technology plc.

Lord Sharman's performance has been reviewed by the non-executive directors during the past year and, as a result, the Board recommends his re-election as a director.

Lord Sharman is Chairman of the Nomination Committee and a member of the Corporate Social Responsibility Committee.

Note to resolutions 5 to 7, above.

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 for more than three years without being re-elected by shareholders. Mr Scott, Mr Moss and Lord Sharman, 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 5 to 7, above.

- 8 To reappoint Ernst & Young LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which annual accounts are laid.

Auditors have to be appointed at each general meeting at which annual accounts are presented to shareholders. Ernst & Young LLP has advised of its willingness to stand for reappointment as the auditor of the Company.

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

The remuneration of auditors must be fixed by the Company in a general meeting or in such manner as the Company may determine in a general meeting. The usual practice is for shareholders to resolve at the Annual General Meeting that the directors decide on such remuneration.

- 10** To renew the authority conferred on the directors by article 5.04(A) of the Company's Articles of Association 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 £94 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 10, 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 £94 million, which represents the amount of the Company's authorised but unissued ordinary share capital as at 10 March 2008, being approximately 14.35% of the total ordinary share capital in issue (excluding treasury shares). As at 10 March 2008, the Company did not hold any treasury shares. This authority will expire no later than 15 months after the date of this 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 11 which will be proposed as a special resolution:

- 11** To renew the power conferred on the directors by article 5.04(B) of the Company's Articles of Association 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 issues, 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 10 March 2008. 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.

- 12** To approve the Directors' Remuneration Report contained within the Report and Accounts and the auditor's report on the part of the Directors' Remuneration Report which is required to be audited for the financial year ended 31 December 2007.

In accordance with section 241A of the Companies Act 1985, shareholders are required to approve the Directors' Remuneration Report. The Directors' Remuneration Report for 2007 is set out on pages 93 to 110 of the full Report and Accounts and a summary is set out on pages 26 and 27 of the Annual Review.

Special business

To consider and, if thought fit, pass the following resolutions of which resolutions 13, 16, 17 and 18 will be proposed as special resolutions:

Adopt new Articles of Association

- 13** That the adoption of new Articles of Association as set out in the draft produced to the meeting and initialled by the Chairman for the purpose of identification be and is hereby approved to take effect from the conclusion of the meeting.

Resolution 13, which will be proposed as a special resolution, proposes to adopt a new set of Articles of Association to ensure consistency of the Articles of Association with those provisions of the Companies Act 2006 which have come into force since the date of the last Annual General Meeting and those which will come into force on or before 1 October 2008 and to enable the Company to benefit from those new provisions.

The Articles of Association as proposed to be adopted pursuant to resolution 13 will take effect from the conclusion of the meeting, with the exception of Article 22B relating to the approval of directors' conflicts of interest which will only operate from 1 October 2008 or such other date as sections 175 and 177 of the Companies Act 2006 come into force. Until such time as Article 22B becomes operational, the provisions of Article 22A (which are the same as the provisions relating to directors' conflicts of interest in Article 22 of the existing Articles of Association) will be effective. The key differences between the new and the existing Articles of Association are summarised in the Appendix to this Notice of Annual General Meeting.

A copy of the Company's existing Articles of Association and a copy of the Articles of Association as proposed to be adopted pursuant to resolution 13, marked to show the differences from the existing Articles of Association, 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 10.45am until the close of the meeting.

Amendments to the Aviva Annual Bonus Plan 2005

- 14** That:

- the rules of the Aviva Annual Bonus Plan 2005 (the "Amended Plan") be amended as set out in the draft produced to the meeting and initialled by the Chairman for the purpose of identification to allow the Company to award participants conditional shares in the circumstances described in the Appendix to the Notice of Annual General Meeting, and the directors be authorised to do all acts and things necessary and expedient to adopt and operate the Amended Plan, including making such modifications as the directors consider appropriate to take account of the requirements of the UK Listing Authority and best practice; and
- the directors be authorised to implement and establish further plans for the benefit of overseas employees, based on the Amended Plan and subject to such modifications as may be necessary to take account of local tax, exchange controls or securities laws in overseas territories, provided that any shares made available under such plans are treated as counting towards the limits on overall participation in the Aviva Annual Bonus Plan 2005.

An appendix will be attached to the plan rules, which establishes that participants may be entitled to receive conditional shares. The principal terms of the amendments to the Aviva Annual Bonus Plan 2005 are summarised in the Appendix to this Notice of Annual General Meeting.

A copy of the rules of the Amended Plan 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 10.45am until the close of the meeting.

Political donations

15 That the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect for the purposes of section 366 of the Companies Act 2006 be authorised to:

- a) make political donations to political parties or independent election candidates (as such terms are defined in sections 363 and 364 of the Companies Act 2006), not exceeding £100,000 in aggregate;
- b) make political donations to political organisations other than political parties (as such terms are defined in sections 363 and 364 of the Companies Act 2006), not exceeding £100,000 in aggregate; and
- c) incur political expenditure (as such term is defined in section 365 of the Companies Act 2006), not exceeding £100,000 in aggregate,

during the period beginning on the date of this resolution and ending on the date falling 12 months after the passing of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2009, provided that the maximum amounts referred to in (a), (b) and (c) may comprise sums in different currencies which shall be converted at such rate as the Board may in its absolute discretion determine to be appropriate.

Resolution 15 concerns Part 14 of the Companies Act 2006 which came into force on 1 October 2007 and provides that political donations made by a company to political parties, to other political organisations and to independent election candidates or political expenditure incurred by a company must be authorised in advance by shareholders.

It is not the policy of the Company to make political donations of the type caught by these provisions (although overseas subsidiaries do make other donations as described in the Report and Accounts) and the directors have no intention of changing that policy. However, as a result of the wide definitions in the Companies Act 2006, normal expenditure (such as expenditure on organisations concerned with matters of public policy, law reform and representation of the business community) and business activities (such as communicating with the Government and political parties at local, national and European level) might be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the Companies Act 2006.

This resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Companies Act 2006 and is intended to authorise normal donations and expenditure. If passed, resolution 15 would allow the Company and its subsidiaries to make donations to political parties, other political organisations and independent election candidates and to incur political expenditure (as defined in the Companies Act 2006) up to an aggregate limit of £100,000 during the period up to 12 months after the passing of the resolution whilst avoiding inadvertent infringement of the statute. Any political donation made or political expenditure incurred which is in excess of £200 will be disclosed in the Company's Report and Accounts for next year, as required by the Companies Act 2006. The authority will not be used to make political donations within the normal meaning of that expression.

Purchase of own ordinary 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 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 262 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 for 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 262 million (representing less than 10% of the issued share capital of the Company as at 10 March 2008) 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 10 March 2008, there were options and awards over 37.2 million ordinary shares in the capital of the Company, which represent 1.42% 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 and awards would represent 1.58% of the Company's issued ordinary share capital (excluding treasury shares). As at 10 March 2008, 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 8³/₄% cumulative irredeemable preference shares by the Company

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 8³/₄% cumulative irredeemable preference shares of £1 each in the capital of the Company ("8³/₄% preference shares") provided that:

- a) the maximum aggregate number of 8³/₄% preference shares authorised to be purchased is 100 million;
- b) the minimum price which may be paid for an 8³/₄% preference share is 25 pence;
- c) the maximum price which may be paid for an 8³/₄% preference share is an amount equal to 105% of the average of the middle-market quotations of an 8³/₄% preference share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8³/₄% 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 8³/₄% 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 8³/₄% preference shares in pursuance of any such contract.

Purchase of own 8³/₈% cumulative irredeemable preference shares by the Company

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 8³/₈% cumulative irredeemable preference shares of £1 each in the capital of the Company ("8³/₈% preference shares") provided that:

- a) the maximum aggregate number of 8³/₈% preference shares authorised to be purchased is 100 million;
- b) the minimum price which may be paid for an 8³/₈% preference share is 25 pence;
- c) the maximum price which may be paid for an 8³/₈% preference share is an amount equal to 105% of the average of the middle-market quotations of an 8³/₈% preference share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8³/₈% 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 8³/₈% 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 8³/₈% preference shares in pursuance of any such contract.

Note to resolutions 17 and 18, above.

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

Graham Jones
Group Company Secretary



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

26 March 2008

Notes

- 1 Shareholders entitled to attend, speak and vote at the Annual General Meeting may appoint a proxy to exercise their rights in their place at such meeting. If a shareholder wants their proxy to speak on their behalf, they must appoint someone other than the Chairman as their proxy. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. Aviva 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.

A person who is not a shareholder of the Company, but has been nominated by a shareholder to enjoy information rights in accordance with section 146 of the Companies Act 2006 (a "nominated person"), does not themselves have a right to appoint a proxy. Nominated persons may have a right under an agreement with the shareholder to be appointed (or to have someone else appointed) as a proxy for the meeting. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under an agreement with the relevant shareholder to give instructions as to the exercise of voting rights.

- 2 If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee to deal with matters that are directed to them in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.
- 3 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, 29 April 2008 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 in 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.
- 4 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 Euroclear'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 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 Euroclear 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.

- 5 To facilitate voting by multiple corporate representatives of any single corporate shareholder at the Annual General Meeting, arrangements will be made at the meeting so that if:
 - a) a corporate shareholder has appointed the Chairman of the Annual General Meeting as the designated corporate representative of that shareholder, the Chairman will act in accordance with that corporate shareholder's instructions to vote on a poll pursuant to the directions of all of the other corporate representatives for that shareholder at the Annual General Meeting, and those corporate representatives will give voting directions to the Chairman who, in accordance with those directions, will vote (or withhold a vote) as corporate representative; and
 - b) more than one corporate representative of any single corporate shareholder attends the Annual General Meeting but that corporate shareholder has not appointed the Chairman of the Annual General Meeting as its designated corporate representative, a designated corporate representative will be nominated from those corporate representatives of that corporate shareholder who attend, who will vote (or withhold a vote) on a poll in accordance with the voting directions given to such designated corporate representative by the other corporate representatives of that corporate shareholder.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators (www.icsa.org.uk) on proxies and corporate representatives for further details of this procedure. The guidance includes a sample form of representation letter if a corporate shareholder wishes to appoint the Chairman as a designated corporate representative, as described in a) above.

- 6 The following documents will be available for inspection at the Company's Registered Office during normal business hours on Monday to Friday each week (public holidays excepted), 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 10.45am 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) a copy of the Company's existing Articles of Association, and a copy of the Articles of Association as proposed to be adopted pursuant to resolution 13 marked to show the differences between the existing and the new Articles of Association; and
 - c) a copy of the rules of the Aviva Annual Bonus Plan 2005 as proposed to be approved pursuant to resolution 14.
- 7 At 10 March 2008 (being the last business day prior to the publication of this Notice of Annual General Meeting) the issued share capital of the Company is 2,623,414,964 ordinary shares of 25p each, 100,000,000 8 $\frac{1}{4}$ % cumulative irredeemable preference shares of £1 each and 100,000,000 8 $\frac{1}{4}$ % cumulative irredeemable preference shares of £1 each. Each ordinary share carries the right to one vote. Therefore the total voting rights in the Company as at 10 March 2008 is 2,623,414,964.

Appendix

7

Appendix

Resolution 13: Summary of key changes to the Company's Articles of Association

Resolution 13 proposes to adopt a new set of Articles of Association (the "New Articles") to ensure consistency of the Articles of Association with those provisions of the Companies Act 2006 which have come into force since the date of the last Annual General Meeting and those which will come into force on or before 1 October 2008 and to enable the Company to benefit from those new provisions.

This Appendix summarises the key changes introduced in the New Articles, which will be adopted from the conclusion of the meeting, with the exception of Article 22B relating to the approval of directors' conflicts of interest which will only operate from 1 October 2008 or such other date as sections 175 and 177 of the Companies Act 2006 come into force, if resolution 13 is approved by the shareholders at the Annual General Meeting. Until such time as Article 22B becomes operational, the provisions of Article 22A (which are the same as the provisions relating to directors' conflicts of interest in Article 22 of the existing Articles of Association) will be effective. Other changes, which are of a minor, technical or clarifying nature or which merely reflect changes made by the Companies Act 2006 have not been noted in this Appendix.

A copy of the Company's existing Articles of Association (the "Existing Articles"), and a copy of the New Articles as proposed to be adopted pursuant to resolution 13, marked to show the differences from the Existing Articles 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 the Notice of Annual General Meeting up to and including the date of the Annual General Meeting and at the place of the Annual General Meeting from 10.45am until the close of the meeting.

It is important to note that, as the Companies Act 2006 is being implemented in phases with the final phase anticipated to come into force in October 2009, further changes to the Company's Articles of Association will be required to be proposed to shareholders at the next Annual General Meeting to ensure the consistency of the Company's Articles of Association with those provisions.

Provisions in the Existing Articles which replicate provisions contained in the Companies Act 2006 are in the main amended to bring them into line with the Companies Act 2006. The main changes made to reflect this approach are detailed below.

Variation of class rights

The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the Companies Act 2006 and the relevant provisions have been amended in the New Articles to reflect this.

Resolutions and general meetings; notice periods

The relevant provisions in the Existing Articles are being amended to conform to new provisions in the Companies Act 2006. In particular, all meetings (not being an annual general meeting) are called general meetings and a general meeting (not being an annual general meeting) to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

Votes of members

Under the Companies Act 2006, proxies are entitled to vote on a show of hands whereas under the Existing Articles proxies are only entitled to vote on a poll. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect these new provisions.

Age of directors on appointment

The statutory provisions relating to the vacation from office by directors attaining the age of 70 have been repealed and consequently the related provisions have been omitted from the New Articles.

Directors' interests

The Companies Act 2006 sets out directors' general duties. The provisions largely codify the existing law, but with some changes. Under the Companies Act 2006, a director must avoid a situation where he has, or could have, a direct or indirect interest that conflicts, or possibly may conflict with, the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the board of directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards that will apply when directors decide whether to authorise a conflict or potential conflict. First, only independent directors (those who have no interest in the matter being considered) will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The procedure for authorising conflicts and potential conflicts is set out in the New Articles and the directors will be able to impose such limits or conditions when giving authorisation as they think appropriate.

The new provisions are expected to come into force on 1 October 2008. Article 22B in the New Articles will therefore become operative, if resolution 13 is approved, from 1 October 2008 or such other date as sections 175 and 177 of the Companies Act 2006 come into force. Until such time as Article 22B becomes operational, the provisions of Article 22A (which are the same as the provisions relating to directors' conflicts of interest in the Existing Articles) will be effective.

General

Generally the opportunity has been taken to clarify the wording in some areas of the New Articles, such as those provisions relating to electronic communications and voting, and to conform the language of the New Articles with the language of those provisions of the Companies Act 2006 which will be in force on 1 October 2008.

Resolution 14: Summary of the amendments to the Aviva Annual Bonus Plan 2005

Aviva Annual Bonus Plan 2005 ("ABP")

In 2007 and early in 2008, the Remuneration Committee ("the Committee") reviewed the remuneration package of Aviva's senior executives. This was against a background of a clear strategic imperative for the Group to deliver "One Aviva, twice the value". The proposed amendments to the Aviva Annual Bonus Plan 2005 reflect the outcome of this review and are intended to align an element of executive remuneration with the new earnings per share ("EPS") growth ambitions under the "One Aviva, twice the value" strategy.

A summary of the key features of the ABP, including the proposed amendments, is set out below. The remuneration policy under which the ABP operates is set out in the Directors' Remuneration Report in the Company's 2007 Annual Report and Accounts.

Awards

The ABP requires senior employees and executive directors to receive two thirds of their annual discretionary cash bonus in the form of the Company's shares on a deferred basis ("deferred shares") which vest after three years. Under the ABP, awards of deferred shares equal in value to the amount of bonus deferred are granted to selected eligible employees.

Under the Amended ABP, the Company may make an award of conditional shares ("conditional shares") dependent on the seniority of the individual. The vesting of conditional shares after three years will be subject to the satisfaction of one or more demanding EPS growth targets.

Timing of awards

Except in exceptional circumstances, deferred shares and conditional shares ("Awards") will normally only be granted under the ABP within 42 days after the announcement of the Company's results for any period or within 42 days from the approval of the amendments to the ABP by the shareholders.

Awards under the ABP may be made by the Company or, with the consent of the Committee, by a subsidiary of the Company or the trustee of an employee trust established for the benefit of employees of the Company and/or any subsidiary of the Company. The Committee will determine or, where Awards will not be made by the Company, approve, the number of shares to be comprised in Awards made under ABP.

First award of conditional shares under the ABP

The Company normally makes the deferred share awards in March, under the existing plan, after the announcement of its preliminary results. If shareholders approve the amendments to the ABP, the first conditional shares under the ABP will be granted in June 2008. The performance period for these conditional shares will be 1 January 2008 to 31 December 2010 and the normal vesting date will be March 2011. Thereafter, the normal vesting date of conditional shares will be the third anniversary of the date on which the awards were granted.

Performance conditions

The Committee will set an appropriate EPS target for conditional shares, based upon IFRS Total Return EPS as reported in the Annual Report and Accounts, for each performance period, bearing in mind the Group's annual business plan and external financial considerations at the time each award is made. EPS targets will be disclosed in the Directors' Remuneration Report.

The Committee may amend the performance conditions in limited circumstances to take account of events which may happen during the performance period.

The performance condition for conditional shares to be granted in June 2008 is set out in the following schedule:

Absolute EPS Performance (annual average growth inclusive of RPI)	Level	% of conditional shares awarded which vest
Below 10%	Below threshold	0%
10%	Threshold	10%
17.5%	One to One vesting	100%
26%	Maximum	200%

Vesting will take place on a straight-line basis.

Maximum value of ABP bonus

The overall maximum bonus payable under the ABP is 150% of annual basic salary.

Maximum value of Deferred Awards

The amount of a participant's cash bonus that is deferred in shares under the ABP in respect of any financial year will be determined by the Committee at its discretion but will not exceed two thirds of the value of the participant's cash bonus.

Maximum value of Conditional Awards

The maximum number of conditional shares which a participant may receive will be determined by the Committee. The value of the conditional shares awarded will not exceed two thirds of the maximum annual bonus which could be paid to the participant under the ABP. Other than in exceptional circumstances the number of conditional shares awarded will not exceed the number of deferred shares which, as stated above, will not exceed two thirds of the value of the participant's cash bonus. In the case of current executive directors, the number of conditional shares awarded will not exceed the number of deferred shares in any circumstances.

Cessation of employment

Participants who cease employment, other than for reasons mentioned below, will lose 100% of their deferred shares if they leave in the first financial year after grant, 50% of their deferred shares if they leave in the second year and 25% of their deferred shares if they leave in the third year. The deferred shares will be received at the normal vesting date. Where participants are dismissed for reasons involving misconduct, their awards will immediately lapse and they will not receive any deferred shares.

Participants who cease employment due to retirement, death, redundancy, ill-health, injury, disability, or the sale or transfer of their employing company or business out of the Group or, at the direction of the Committee, for any other reason, will receive all their deferred shares at the cessation date.

Participants who leave employment before vesting will not normally receive any conditional shares. However, if participants leave employment before vesting by reason of retirement, ill-health, injury, disability, redundancy, death, or the sale or transfer of the participant's employing company or business out of the Group or, at the discretion of the Committee, any other reason, they may receive a number of conditional shares (if any) at the normal vesting date calculated by applying the performance condition over the normal performance period but reduced pro rata to take account of the duration of their employment during that performance period.

Takeover and restructuring

In the event of a takeover, scheme of arrangement, merger or other corporate reorganisation, participants may, at the Committee's discretion, be required or allowed to exchange their awards for awards over shares in the acquiring company. Alternatively, participants will receive all the shares as soon as possible after the relevant event.

The same applies to conditional shares, but if these are not exchanged as described above, the number of shares released will be calculated by applying the performance condition up to the relevant event and reduced pro rata to reflect the proportion of the normal performance period that has elapsed. In this event, the Committee may exercise its discretion to ensure the number of shares which vest is reasonable taking into account the extent to which performance targets have been met and the time which has elapsed.

Dividend equivalents

Additional shares, or their cash equivalent, may be awarded on the vesting of deferred shares to take account of dividends paid on the number of deferred shares which vest (or are acquired on exercise) as if the dividend amount had been reinvested in shares.

Dividend equivalents will not be awarded on conditional shares.

Availability of Shares

In common with deferred shares granted under the ABP, conditional shares will be obtained by the issue of new shares, the transfer of treasury shares or the purchase of existing shares in the market.

Dilution limits

In any ten year period, not more than 10% of the issued ordinary share capital of the Company may be issued or issuable as Awards under the ABP and all other employee share plans operated by the Company. These limits do not include awards and options which have lapsed or been surrendered. In addition, in any ten year period, not more than 5% of the issued ordinary share capital of the Company may be issued or issuable as Awards under the ABP and all other discretionary share plans operated by the Company. These limits do not include awards and options which have lapsed or been surrendered.

Awards under the ABP may also be satisfied using treasury shares. If treasury shares are used to satisfy ABP Awards, the Company will, so long as required under the guidelines of the Association of British Insurers or the National Association of Pension Funds Investment Committees, count them towards the dilution limits set out above.

Variation of share capital

ABP Awards may be varied to take account of variations in the share capital of the Company.

Issue of shares

Any shares issued under the ABP will rank equally with shares of the same class in issue on that date of allotment, except in respect of rights arising by reference to a prior record date.

Alternative methods of settling awards

At the discretion of the Committee, ABP Awards may be satisfied by paying participants cash to the value of the shares eligible for release to the participant.

Amendments to the ABP

Although the Committee will have the power to amend the provisions of the ABP, the provisions relating to:

- the class of persons eligible to participate in the ABP;*
- the maximum number of shares available to be issued under the ABP and the basis for determining the entitlement of any one participant;*
- the terms upon which shares may be transferred to a participant under an award;*
- the adjustments to awards in the event of a variation of capital; and*
- the amendment rule;*

cannot be altered to the advantage of participants without prior approval of shareholders in general meeting (except for minor amendments to benefit the administration of the ABP, to take account of a change in legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the ABP or for the Company or any other members of its Group).

Termination

The ABP may be terminated at any time and in any event no Awards may be granted after the second anniversary of the approval of the amendments to the ABP by the Company's shareholders.

General

ABP Awards are granted for no consideration. Benefits under the ABP and the amended ABP are not pensionable.

10 Information for shareholders

Information for shareholders

Time of the Meeting

Registration will take place, on Level G of the Barbican Centre, from 9.30am on Thursday, 1 May 2008 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 back of your Attendance Card.

If you are unable to attend the meeting, the presentations on Aviva's key achievements in 2007 will be available to view and download from the Company's website at www.aviva.com/agm shortly after the meeting.

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 Legions Parking Service 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 a wheelchair.

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 on Level -1, 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 at www.aviva.com/agm.

Other enquiries

If your questions relate to either a specific shareholder query or a customer query, there will be helpdesks available on Level -1 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 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 at www.aviva.com/agm.

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(s) and return it to the Company's Registrar, Equiniti, to be received by **no later than 11am on Tuesday, 29 April 2008**. A reply paid envelope addressed to Equiniti 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 visiting www.aviva.com/agm or logging onto 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 Equiniti by **no later than 11am on Tuesday, 29 April 2008**. 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 4 on page 6 of the Notice of Annual General Meeting where there is information on how to proceed.

General enquiries

Equiniti maintain the Company's Register of Members. They also provide a telephone helpline service (telephone number 0871 384 2953 or +44(0)121 415 7046 if calling from outside the UK). Calls to 0871 384 2953 are charged at 8 pence per minute from a BT landline. Charges from other telephone providers may vary. If you have any queries about the meeting or about your shareholding, please contact Equiniti at the following address:

Equiniti Limited

Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA

www.equiniti.com

Shareholder questions

Aviva plc Annual General Meeting 2008

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. Alternatively, you may submit a question through the Company's website at www.aviva.com/aggm.

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 at www.aviva.com/aggm.

Question:

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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