

**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.



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24 March 2010



**Lord Sharman of Redlynch** OBE  
Chairman

## Dear Shareholder

### Annual General Meeting

I am pleased to invite you to the Company's 2010 Annual General Meeting at 11am on Wednesday, 28 April 2010. The meeting will again be held at the Barbican Centre, Silk Street, London EC2Y 8DS. There will be a presentation by Andrew Moss, the Group Chief Executive, on Aviva's performance in 2009, which will also be available to view and download from the Company's website at [www.aviva.com/agm](http://www.aviva.com/agm) shortly after the meeting.

I would also like to take this opportunity to once again welcome holders of the Company's new American Depositary Receipts as stakeholders in Aviva, following the listing of the Company on the New York Stock Exchange on 20 October 2009. The listing provides the Company with increased access to a wider potential investor base and it will enhance the Company's profile and "Aviva" as a global brand.

Copies of the Annual Report and Accounts or Annual Review for the year ended 31 December 2009 are also enclosed for those shareholders who have elected to receive them. If you are in this category, however, you may care to consider the benefits of accessing this documentation in the future, from our website.

### Business of Meeting

I would like to draw your particular attention to the following items of business in the Notice of Meeting. Firstly, the Board is proposing to adopt new Articles of Association for the Company which, if adopted, will take effect from the conclusion of the meeting. Resolution 19 seeks shareholders' approval for this. If the resolution is approved, the proposed amendments (which will be implemented by adopting a new set of Articles of Association) will take advantage of and provide consistency with the Companies Act 2006, which was fully implemented on 1 October 2009, and the Companies (Shareholders' Rights) Regulations 2009. 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 Meeting.

Secondly, this year resolution 15 is proposed to receive and consider the Corporate Responsibility Report contained within the Annual Report and Accounts. This resolution will be advisory only but will allow the Company to obtain feedback from shareholders on the Corporate Responsibility Report. It will also provide an opportunity for shareholders to express their view on the Company's performance in this area.

### Board of Directors

At the end of the 2009 Annual General Meeting, Wim Dik retired as a non-executive director after nine years on the Company's Board. Nimesh Arora also resigned from the Board, following his relocation to the United States to take up new management responsibilities at Google Inc., having served for two years. Our profound gratitude goes to them both for their invaluable contribution to the Board and the Company.

During 2009, Andrea Moneta and Leslie Van de Walle were appointed to the Board, as an executive director and a non-executive director respectively, while Michael Hawker and Patrick Regan also joined the Board in 2010. Michael joined as a non-executive director in January, while Patrick joined the Board in February as the Company's new Chief Financial Officer. Patrick replaced Philip Scott, following his retirement at the end of January, after a career with the Group spanning 36 years, which commenced with Norwich Union. We are deeply grateful to Philip for his contribution to the growth of the Company and wish him the very best for the future.

In accordance with the Company's Articles of Association, Andrea Moneta, Patrick Regan, Michael Hawker and Leslie Van de Walle are each proposed for election by shareholders at the meeting.

### Shareholders' Questions

The directors are committed to an open and constructive dialogue with you as a shareholder and we regard the Annual General Meeting as an important forum for engagement, particularly with private shareholders. We therefore welcome the opportunity to address any questions you may

have. If you are unable to attend the meeting, and would like to send a question relating to the business of the meeting, I would encourage you to use the Company's website, [www.aviva.com/agm](http://www.aviva.com/agm), which contains a facility to submit questions electronically, or to send your question by email to the address provided in the shareholder information section at the end of this document. Alternatively, a freepost address is also provided in the shareholder information section for you to send your question. A leaflet will be produced with the answers to the most frequently asked questions, which will be available at the meeting and afterwards on the Company's website.

#### **Voting Arrangements**

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. If you have received a voting card you will find enclosed a reply paid envelope addressed to the Company's Registrar, Equiniti, for this purpose. A postage stamp is not required if posted in the United Kingdom. Kindly return the completed voting card to Equiniti as soon as possible, but in any event to arrive by no later than 11am on Monday, 26 April 2010. If you wish to vote electronically, you can do so through [www.aviva.com/agm](http://www.aviva.com/agm). 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. If you are entitled to attend, speak and vote at the Annual General Meeting, you may appoint a proxy to exercise these rights in your place. More than one proxy can be appointed, provided that each proxy is appointed to exercise the rights attached to different shares.

Your Board considers that each of the proposed resolutions would promote the success of the Company for the benefit of shareholders. Accordingly, the directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Ali Sharman', with a long horizontal line extending from the end of the signature.

**Lord Sharman of Redlynch OBE**  
Chairman

# Notice of Annual General Meeting 2010

For ease of reference the formal resolutions are in bold text.

Notice is hereby given that the Annual General Meeting of Aviva plc (the "Company") will be held on Wednesday, 28 April 2010 at 11am, at the Barbican Centre, Silk Street, London EC2Y 8DS for the following purposes:

**1. To receive and consider the Company's Annual Report and Accounts, together with the Reports of the Directors and the Auditor for the financial year ended 31 December 2009.**

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 2009.

**2. To declare a final dividend for the year ended 31 December 2009.**

If resolution 2 is approved by shareholders, the final dividend for the year ended 31 December 2009 will be paid on 17 May 2010 to shareholders whose names are on the Register of Members at the close of business on 26 March 2010. The dividend recommended by the directors is contained in the Annual Report and Accounts and the Annual Review for the year ended 31 December 2009 and can also be viewed on the Company's website.

**3. To elect Andrea Moneta as a director of the Company.**

Andrea Moneta was appointed to the Board on 29 September 2009. Mr Moneta joined Aviva in July 2008 to lead Aviva's European operations outside the UK as Chief Executive of Aviva Europe and is currently Chief Executive Officer, Aviva Europe, Middle East and Africa. He has extensive experience in European financial services and, before joining the Company, he held a number of senior executive positions, including group chief financial officer with the European Central Bank and UniCredit Group S.p.A and other senior executive roles at Accenture. Prior to his appointment he was managing director of Dubai Financial Group.

Since joining the Company in July 2008, Mr Moneta has led Aviva's European operations outside the UK and has commenced the implementation of his vision to create a single European business. Since becoming a director, Mr Moneta has made significant contributions to the Board's discussions and brings substantial experience and knowledge of the financial services sector across Europe and the Middle East. Having reviewed Mr Moneta's performance and the contribution he makes, the Board recommends that he be elected as a director.

**4. To elect Patrick Regan as a director of the Company.**

Patrick Regan was appointed to the Board on 22 February 2010 as Chief Financial Officer. Mr Regan joined the Company from Willis Group Holdings Limited, the global insurance broker, where he was group chief financial officer and chief operating officer. He joined Willis Group in 2006 as chief financial officer and took on the additional role of chief operating officer in 2008. He was also chairman of Willis Capital Markets and Advisory, a business which he recently established. Mr Regan has extensive experience of the financial services sector, gained during a period of 21 years in roles in both the United Kingdom and the United States. His previous roles include group financial controller at RSA Insurance Group plc and finance and claims director of UK general insurance at AXA Insurance. He also held senior finance roles at GE Capital and specialised in corporate finance and investigations at Grant Thornton.

Since joining the Company as a director in February 2010, Mr Regan has settled into the Chief Financial Officer role and he brings a global perspective and a disciplined and highly strategic approach, in addition to a deep understanding of the insurance business. In view of Mr Regan's performance and the contribution he has made since he joined the Board in February 2010, the Board recommends that he be elected as a director.

**5. To elect Michael Hawker as a director of the Company.**

Michael Hawker was appointed to the Board on 1 January 2010. Mr Hawker is currently an advisory board director at General Enterprise Management Services International Limited (GEMS), the Hong Kong based private equity firm, and a non-executive director of the Australian Rugby Union.

He was formerly chief executive and managing director of Insurance Australia Group Limited, the largest general insurance company in Australia.

Since joining the Company as a director in January 2010, Mr Hawker has made a significant contribution to the Board's discussions and brings substantial experience and knowledge of the insurance industry in the Asia-Pacific region. Through its Nomination Committee, the Board has undertaken appropriate due diligence on Mr Hawker's other interests and his time commitments and has concluded that he is free from any relationship or circumstances that could affect his judgement. In view of Mr Hawker's performance and the contribution he makes, the Board recommends that he be elected as a director. *Mr Hawker is a member of the Risk and Regulatory Committee.*

**6. To elect Leslie Van de Walle as a director of the Company.**

Leslie Van de Walle was appointed to the Board on 6 May 2009. Until January this year, Mr Van de Walle was chief executive of Rexam plc, the global consumer packaging company, and he retired last year as a non-executive director of Aegis Group plc, following six years' service on the board of that company.

Mr Van de Walle has also held a number of other senior executive roles, including executive vice-president of retail for oil products and head of oil products, which is a division of Shell Europe at Royal Dutch Shell plc. He has extensive marketing and brand experience, particularly in the consumer goods sector where he has also held senior positions with Cadbury Schweppes plc and United Biscuits Limited. Mr Van de Walle also possesses an excellent track record of growing and developing businesses, whilst bringing to the Board an international outlook and understanding of the macro-economic environment.

Since joining the Company as a director in May 2009, Mr Van de Walle has made a significant contribution to the Board's discussions and has demonstrated a strong analytical ability. Through its Nomination Committee, the Board has undertaken appropriate due diligence on Mr Van de Walle's other interests and his time commitments and has concluded that he is free from any relationship or circumstances that could affect his judgement. Accordingly, the Board, having reviewed Mr Van de Walle's performance and the contribution he makes, recommends that he be elected as a director. *Mr Van de Walle is a member of the Remuneration and Risk and Regulatory Committees.*

**Note to resolutions 3-6, above.**

Under the Company's Articles of Association, any director appointed by the Board since the date of the last Annual General Meeting is eligible to be elected to the Board by shareholders at the following Annual General Meeting. Mr Moneta, Mr Regan, Mr Hawker and Mr Van de Walle, whose biographical details are set out above and in the Company's Annual Report and Accounts and Annual Review for the year ended 31 December 2009, will all be eligible to be elected by shareholders in accordance with the Articles of Association and are proposed for election through the separate resolutions numbered 3 to 6 above. Additional information on the directors' biographies can be found on the Company's website at [www.aviva.com/investor-relations/corporate-governance](http://www.aviva.com/investor-relations/corporate-governance).

**7. 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 of London and formerly held a number of senior management positions at HSBC plc.

Since becoming Group Chief Executive, Mr Moss has outlined a new vision of 'One Aviva, Twice the Value' for the Company, which is aimed at maximising the value to be generated for all stakeholders. Mr Moss also recently led the rebranding of over 40 different trading businesses under the Aviva brand, which is now the global brand name for the Aviva Group worldwide, leading to the awareness of the brand moving from 4% to 58% in the UK within a year.

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

*Mr Moss is a member of the Nomination and Corporate Responsibility Committees.*

**8. 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 an independent non-executive director of BG Group plc and Reed Elsevier plc. He was former chairman of KPMG International, former chairman of Aegis Group plc and former deputy chairman of Group 4 Securicor plc. He is also a former member of the supervisory board of ABN AMRO N.V. and a former independent non-executive director of Young & Co.'s Brewery plc and AEA Technology plc.

Lord Sharman has a wealth of international experience in the financial services industry which he has applied to his chairmanship of the Company's Board.

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

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

**9. To re-elect Scott Whewey as a director of the Company.**

Scott Whewey was appointed to the Board in December 2007. He is currently chief executive officer of Best Buy Europe, the speciality consumer electronics retailer. Mr Whewey was a director of The Boots Company plc (now known as The Boots Company Limited), and previously retail director and managing director of Boots the Chemist at Alliance Boots plc. He worked for 20 years at Tesco plc, where his roles included stores director, change director, operations director and chief executive officer of Tesco in Japan. These roles have provided Mr Whewey with a wealth of retail experience where he has championed first-rate customer service.

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

*Mr Whewey is Chairman of the Remuneration Committee and a member of the Corporate Responsibility Committee.*

**Note to resolutions 7-9, 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 Moss, Lord Sharman and Mr Whewey, whose biographical details are set out above and in the Company's Annual Report and Accounts and Annual Review for the year ended 31 December 2009, 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 7 to 9 above. Additional information on the directors' biographies can be found on the Company's website at [www.aviva.com/investor-relations/corporate-governance](http://www.aviva.com/investor-relations/corporate-governance).

**10. 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.

**11. To authorise the directors to determine the auditor's remuneration.**

The remuneration of the auditor 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 the level of such remuneration.

**12. That, in substitution for all existing authorities and without prejudice to previous allotments, offers or agreements made under such authorities, the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to:**

- (a) allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £230,550,982.50; and**
- (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £461,101,965 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights to subscribe for or to convert any security into shares in the Company granted under paragraph (a) of this resolution 12) in connection with an offer by way of a rights issue:**
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and**
- (ii) to holders of other equity securities (as defined in section 560 of the Act), as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,**

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply (unless previously renewed, revoked or varied) until the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2011 but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors of the Company may allot such shares or grant such rights under any such offer or agreement as if the authority conferred hereby had not expired.

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 paragraph (a) of resolution 12 will, if passed, authorise the directors to allot the Company's unissued shares up to a maximum nominal amount of £230,550,982.50, which represents an amount that is approximately equal to one-third of the aggregate nominal value of the issued and unconditionally allotted ordinary share capital of the Company (excluding treasury shares) as at close of business on 4 March 2010. As at close of business on 4 March 2010, the Company did not hold any treasury shares.

Paragraph (b) of resolution 12 proposes that consistent with the guidance issued by the Association of British Insurers ("ABI") concerning directors' powers to allot share capital in the context of a rights issue (the "ABI Guidance") a further authority be conferred on the directors to allot unissued shares in connection with a rights issue in favour of holders of equity securities (which would include ordinary shareholders) as required by the rights of those securities or as the directors may otherwise consider necessary, up to a maximum aggregate nominal amount of £461,101,965, which represents an amount that is approximately equal to two-thirds of the aggregate nominal value of the issued and unconditionally allotted ordinary share capital of the Company as at close of business on 4 March 2010 (such amount to be reduced by the nominal amount of any

relevant securities issued under the authority conferred by paragraph (a) of resolution 12). Where the aggregate actual usage of this authority exceeds the one-third threshold in the circumstances set out in the ABI Guidance, all members of the board of directors of the Company will stand for re-election at the following Annual General Meeting, to the extent required by the ABI.

The authorities sought in paragraphs (a) and (b) of resolution 12 are in substitution for all existing authorities granted in the Company's Articles of Association or otherwise and are without prejudice to previous allotments made under such existing authorities. The authorities will each expire at the earlier of the conclusion of the next Annual General Meeting of the Company and 1 July 2011. 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 these authorities but believe that it is in the best interests of the Company to have the authorities available so that the Board has the flexibility to issue securities at short notice and without the need for a general meeting should the Board determine that it is appropriate to do so.

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

**13. That, in substitution for all existing powers and without prejudice to previous allotments, offers or agreements made under such powers, and subject to the passing of resolution 12, the directors of the Company be generally empowered, pursuant to section 570 of the Act, to allot equity securities (as such phrase is to be interpreted in accordance with section 560(2) of the Act) for cash pursuant to the authority granted by resolution 12 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case free of the restriction in section 561 of the Act, such power to be limited:**

- (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of resolution 12, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):**
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholdings; and**
- (ii) to holders of other equity securities, as required by the rights of those securities or (as defined in section 560(1) of the Act), subject to such rights, as the directors of the Company otherwise consider necessary,**

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) to the allotment of equity securities pursuant to the authority granted under paragraph (a) of resolution 12 and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the Act (in each case, otherwise than in the circumstances set out in paragraph (a) of this resolution 13) up to an aggregate nominal amount of £34,582,647.25,**

such power to apply (unless previously renewed, revoked or varied) until the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2011 but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require

**equity securities to be allotted after the power expires and the directors of the Company may allot equity securities under any such offer or agreement as if the power conferred hereby had not expired.**

Resolution 13, 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 561 of the Act. The authority being sought provides for non-pre-emptive allotments of equity securities (i) to ordinary shareholders in proportion to their existing shareholdings, (ii) to holders of other equity securities as required by, or subject to (as the directors consider necessary), the rights of those securities, and to deal with treasury shares, fractional entitlements and legal and practical problems in any territory, for example on a rights issue or other similar share issue, and (iii) for cash up to an aggregate nominal value of £34,582,647.25, which represents less than 5% of the issued ordinary share capital of the Company as at close of business on 4 March 2010. The authority being sought is in substitution for all existing authorities, granted in the Company's Articles of Association or otherwise, and without prejudice to previous allotments made under such authorities and will expire at the earlier of the conclusion of the next Annual General Meeting of the Company and 1 July 2011.

The authority sought and the limits set by this resolution will also disapply the application of section 561 of the Act from a sale of treasury shares to the extent also specified in this resolution.

In accordance with the guidelines issued by the Pre-Emption Group, 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.

**14. To approve the Directors' Remuneration Report contained within the Annual 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 2009.**

In accordance with section 439 of the Act, shareholders are required to approve the Directors' Remuneration Report. The Directors' Remuneration Report for 2009 is set out on pages 99 to 116 of the full Annual Report and Accounts and a summary is set out on pages 33 to 35 of the Annual Review.

In accordance with the Act, this resolution is advisory only, in order to provide shareholder feedback to the Board.

**15. To receive and consider the Corporate Responsibility Report contained within the Annual Report and Accounts.**

Resolution 15 seeks an advisory vote on the Company's annual Corporate Responsibility Report and is a means of obtaining feedback on the Report and on the Company's activities and performance in this area. This is the first time the Company has proposed an advisory vote on the Corporate Responsibility Report at the Annual General Meeting.

In addition to the advisory vote provided for in this resolution 15, we would welcome direct feedback from shareholders on the matters set out in the Corporate Responsibility Report together with any other feedback or questions on the other matters set out in this Notice of Meeting.

The Company's Corporate Responsibility Report can be found on pages 67 to 78 of the Annual Report and Accounts and a Summary Corporate Responsibility Report can be found on pages 27 to 29 of the Annual Review.

Additional information on the Company's 2009 corporate responsibility progress and performance can be found in the Corporate Responsibility Report at [www.aviva.com/cr](http://www.aviva.com/cr).

**Political donations**

**16. 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 Act 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 Act), 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 Act), not exceeding £100,000 in aggregate; and**
- (c) **incur political expenditure (as such term is defined in section 365 of the Act), not exceeding £100,000 in aggregate, during the period beginning on the date of this resolution and ending on the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2011, provided that the maximum amounts referred to in paragraphs (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 16 seeks to renew the authority granted at last year's Annual General Meeting for the Company and its subsidiaries to make political donations to political parties, to other political organisations and to independent election candidates, or to incur political expenditure.

It is not the policy of the Company to make political donations of this type and the directors have no intention of changing that policy. However, as a result of the wide definition in the Act of matters constituting political donations, 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 Act. In this regard, the Annual Report and Accounts discloses that, during the year, the Company's American subsidiary, Aviva USA, through its employee-funded Political Action Committee, made contributions to two different industry bodies, which could be construed to fall within the political donations provisions. The first contribution was the sum of \$2,000 in July 2009, to the Federation of Iowa Insurers Political Action Committee and the second contribution was the sum of \$4,000 in October 2009 to the American Council of Life Insurers Political Action Committee. It is not the policy of the Company to make donations to European Union political organisations or to incur other political expenditure.

This resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Act and is intended to authorise normal donations and expenditure. If passed, resolution 16 would allow the Company and its subsidiaries to make donations to political parties, other political organisations and independent election candidates, or to incur political expenditure (as defined in the Act) 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

£2,000 will be disclosed in the Company's Annual Report and Accounts for next year, as required by the Act. The authority will not be used to make political donations within the normal meaning of that expression.

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

**Authority to Allot New Preference Shares**

**17. That:**

- (a) **the authority conferred on the directors by article 3.05(A) of the Company's current Articles of Association be renewed, such authority to apply (unless previously renewed, revoked or varied) until the date following five years after the date of the passing of this resolution, or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2015 save that the Company may make offers and enter into contracts to allot Sterling New Preference Shares and Euro New Preference Shares (each as defined in article 3.05(B) of the Company's current Articles of Association and together "New Preference Shares") under this authority before its expiry, and the directors may allot New Preference Shares in pursuance of any such offer or contract as if the power conferred hereby had not expired. The maximum aggregate nominal amount of New Preference Shares that may be allotted pursuant to this authority is 500 million Sterling New Preference Shares of £1 each and 700 million Euro New Preference Shares of €1 each; and**
- (b) **in addition to and without prejudice to all existing powers, the directors be generally empowered, pursuant to section 570 of the Act, to allot New Preference Shares for cash pursuant to the authority conferred by paragraph (a) of this resolution free of the restriction in section 561(1) of the Act, such power to apply until the date following five years after the date of the passing of this resolution, or if earlier, at the conclusion of the Annual General Meeting in 2015 save that the Company may make offers and enter into contracts to allot New Preference Shares before the expiry of this authority, and the directors may allot New Preference Shares in pursuance of any such offer or contract as if the power conferred hereby had not expired.**

The authority conferred on the directors at the Annual General Meeting in 2005 to allot Sterling New Preference Shares and Euro New Preference Shares (each as defined in article 3.05(B) of the Company's current Articles of Association and together the "New Preference Shares") expires at the conclusion of the forthcoming Annual General Meeting. The Board recommends that this authority be renewed and resolution 17, which will be proposed as a special resolution will, if passed, authorise the directors to allot the New Preference Shares. This authority (unless previously renewed, revoked or varied) shall expire five years after the date of the passing of this resolution or, if earlier, at the conclusion of the Annual General Meeting in 2015 save that the Company may make offers or enter into contracts to allot New Preference Shares under this authority before the expiry of the authority, and the directors may allot New Preference Shares in pursuance of any such offer or contract as if the power conferred hereby had not expired. The maximum nominal amount of New Preference Shares that may be allotted pursuant to resolution 17 is 500 million Sterling New Preference Shares of £1 each and 700 million Euro New Preference Shares of €1 each.

The New Preference Shares were created pursuant to the terms and conditions of certain Direct Capital Instruments (the "DCIs" and the "DCI Terms") issued by the Company as described in the offering circular relating to those instruments dated 23 November 2004. Under the DCI Terms, the Company has the right (but not the obligation) to substitute the DCIs with New Preference Shares upon the occurrence of certain specified substitution events. The directors have no present intention to exercise the authority to allot the New Preference Shares and currently consider the likelihood that they will be issued and allotted in substitution of the DCIs in the near future to be remote. However, the Company is obliged under the DCI Terms to use all reasonable endeavours to have available for allotment a sufficient number of New Preference Shares necessary to effect such a substitution.

The New Preference Shares if issued and allotted would rank, as to payment of dividend and capital, ahead of the Company's ordinary share capital, but behind the 100,000,000 8<sup>3</sup>/<sub>8</sub>% cumulative irredeemable preference shares of £1 each and the 100,000,000 8<sup>3</sup>/<sub>4</sub>% cumulative irredeemable preference shares of £1 each of the Company currently in issue.

The New Preference Shares, for which authority to allot is proposed to be given, and for which pre-emption rights are proposed to be disappplied, represent 0% of the Company's ordinary share capital in issue.

**Notice of Meetings other than Annual General Meetings**

**18. That a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice, provided that this authority expires at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution.**

This resolution, which will be proposed as a special resolution, is proposed to allow the Company to continue to call general meetings on 14 clear days' notice pursuant to the Companies (Shareholders' Rights) Regulations 2009, which implement the Shareholder Rights Directive. The regulations increase the notice period for general meetings of the Company to 21 clear days. At the last Annual General Meeting of the Company shareholders approved the calling of meetings other than an annual general meeting on 14 clear days' notice. The Company would like to continue to preserve this ability and this resolution seeks such approval. In the event that this authority is to be exercised, the directors will ensure that it is not used as a matter of routine, but only when time-sensitive matters are to be discussed and where merited in the interests of shareholders as a whole, and intend to follow other best practice recommendations as regards its use. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed in order to renew this power.

The Companies (Shareholders' Rights) Regulations 2009 provide that the Company will need to ensure that it offers the facility for shareholders to vote by electronic means accessible to all shareholders if it is to call meetings on 14 clear days' notice. The Company already provides the ability to vote electronically online, however, if anything further is needed to fulfil this requirement in the future, shareholders will be informed accordingly.

**Adoption of New Articles of Association****19. That with effect from the conclusion of the Annual General Meeting:**

- (a) **the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act, are to be treated as provisions of the Company's Articles of Association; and**
- (b) **the Articles of Association that are produced to this Annual General Meeting and initialled by the Chairman for the purposes of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.**

Resolution 19, 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 the Act, further to the full implementation of the Act on 1 October 2009 and with the Companies (Shareholders' Rights) Regulations 2009, further to its full implementation on 3 August 2009.

The new Articles of Association, as proposed to be adopted pursuant to resolution 19, will take effect from the conclusion of the Annual General Meeting. The key differences between the new and the existing Articles of Association are summarised in the Appendix to this Notice of Meeting.

A copy of the Company's existing Articles of Association and a copy of the new Articles of Association, as proposed to be adopted pursuant to resolution 19, 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.

**Purchase of own ordinary shares by the Company****20. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) 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 276 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 at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2011 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 Act. The authority limits the number of ordinary shares that could be purchased to a maximum of 276 million (representing less than 10% of the issued ordinary share capital of the Company as at close of business on 4 March 2010) and sets minimum and maximum prices. This authority will expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2011.

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 the 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 close of business on 4 March 2010, there were options and awards over 58,538,870 ordinary shares in the capital of the Company, which represented 2.1% of the Company's issued ordinary share capital (excluding treasury shares) as at that date. If the remainder of the authority to purchase the Company's ordinary shares granted at last year's Annual General Meeting and the authority proposed to be granted under resolution 20 were both exercised in full, these options and awards would, assuming no further ordinary shares are issued after that date, represent 2.6% of the Company's issued ordinary share capital (excluding treasury shares) as at that date. This percentage would reduce to 2.4% if no further purchases are made under the authority granted at last year's Annual General Meeting but the authority proposed to be granted under resolution 20 was exercised in full. As at close of business on 4 March 2010, the Company did not hold any treasury shares and no warrants over ordinary shares in the capital of the Company existed.

**Purchase of own 8<sup>3</sup>/<sub>4</sub>% cumulative irredeemable preference shares by the Company**

21. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of 8<sup>3</sup>/<sub>4</sub>% cumulative irredeemable preference shares of £1 each in the capital of the Company ("8<sup>3</sup>/<sub>4</sub>% preference shares") provided that:

- (a) the maximum aggregate number of 8<sup>3</sup>/<sub>4</sub>% preference shares authorised to be purchased is 100 million;
- (b) the minimum price which may be paid for an 8<sup>3</sup>/<sub>4</sub>% preference share is 25 pence;
- (c) the maximum price which may be paid for an 8<sup>3</sup>/<sub>4</sub>% preference share is an amount equal to 105% of the average of the middle-market quotations of an 8<sup>3</sup>/<sub>4</sub>% 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<sup>3</sup>/<sub>4</sub>% preference share is purchased; and
- (d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2011 save that the Company may make a contract to purchase 8<sup>3</sup>/<sub>4</sub>% 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<sup>3</sup>/<sub>4</sub>% preference shares in pursuance of any such contract.

**Purchase of own 8<sup>3</sup>/<sub>8</sub>% cumulative irredeemable preference shares by the Company**

22. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of 8<sup>3</sup>/<sub>8</sub>% cumulative irredeemable preference shares of £1 each in the capital of the Company ("8<sup>3</sup>/<sub>8</sub>% preference shares") provided that:

- (a) the maximum aggregate number of 8<sup>3</sup>/<sub>8</sub>% preference shares authorised to be purchased is 100 million;
- (b) the minimum price which may be paid for an 8<sup>3</sup>/<sub>8</sub>% preference share is 25 pence;
- (c) the maximum price which may be paid for an 8<sup>3</sup>/<sub>8</sub>% preference share is an amount equal to 105% of the average of the middle-market quotations of an 8<sup>3</sup>/<sub>8</sub>% 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<sup>3</sup>/<sub>8</sub>% preference share is purchased; and
- (d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2011 save that the Company may make a contract to purchase 8<sup>3</sup>/<sub>8</sub>% 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<sup>3</sup>/<sub>8</sub>% preference shares in pursuance of any such contract.

**Note to resolutions 21 and 22, above.**

Resolutions 21 and 22, 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 Act 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, set minimum and maximum prices and will expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2011.

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

24 March 2010

## Notes

1. Shareholders entitled to attend, speak and vote at the Annual General Meeting may appoint a proxy to exercise these 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. Completion and return of the Form of Proxy card issued with hard copies of this Notice of Meeting will appoint the appropriate proxy. Aviva Share Account members may instruct Equiniti Corporate Nominees 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.

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 (the "Act") (a "nominated person"), does not 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. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member, provided they do not do so in relation to the same shares.

3. 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 that matters directed to it in error will be dealt with. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.

4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered on the relevant Register of Members of the Company as at 6pm on Monday, 26 April 2010 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, or in the event of an adjournment of this Annual General Meeting, shareholders on the register of members 48 hours before the scheduled time for the adjourned Annual General Meeting. 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.

5. 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 (available at [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). 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 available at [www.euroclear.com/CREST](http://www.euroclear.com/CREST). 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 RA19) by the latest time 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 time stamp applied to the message by the CREST Application 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.

6. Under section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on a website under section 527 of the Act.

7. Shareholders have the right to ask questions relating to the business of the Annual General Meeting and the Company has an obligation to answer such questions unless they fall within any of the statutory exceptions. No answer will therefore be required to be given if: (i) it is undesirable in the interest of the Company or the good order of the Annual General Meeting, if to do so would unduly interfere with the preparation for the meeting or involve the disclosure of confidential information; or (ii) if the answer has already been given on a website in the form of an answer to a question.

8. Copies of: (i) the executive directors' service contracts; (ii) the non-executive directors' letters of appointment; (iii) qualifying third-party indemnity provisions of which the directors have the benefit; and (iv) the Company's existing Articles of Association and the new Articles of Association as proposed to be adopted pursuant to resolution 19 will be available for inspection at the Company's Registered Office during normal business hours on Monday to Friday each week (public holidays excepted), and at the place of the Annual General Meeting from 10.45am until the close of the meeting.

9. At close of business on 4 March 2010 (being the last practical day prior to the publication of this Notice of Annual General Meeting) the issued share capital of the Company was 2,766,611,790 ordinary shares of 25 pence each, 100,000,000 8<sup>3</sup>/<sub>4</sub>% cumulative irredeemable preference shares of £1 each and 100,000,000 8<sup>3</sup>/<sub>8</sub>% 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 close of business on 4 March 2010 was 2,766,611,790.

10. A copy of this notice and other information required by section 311A of the Act can be found at **[www.aviva.com/agm](http://www.aviva.com/agm)**.

## Information for shareholders

### Time of the meeting

Registration will take place on Level G of the Barbican Centre from 9.30am on Wednesday, 28 April 2010 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, which you will have received unless you have elected to receive notifications by email, and it is also available on the Company's website at [www.aviva.com/agm](http://www.aviva.com/agm).

If you are unable to attend the meeting, the presentations by the Group Chief Executive and the Chairman, and the formal business of the meeting, will be available to view and download from the Company's website at [www.aviva.com/agm](http://www.aviva.com/agm) shortly after the meeting.

### Attendance at the meeting

You will have received an Attendance Card, unless you have elected to receive notifications by email. Please bring the Attendance Card, which is attached to the voting card, with you if you attend the Annual General Meeting. It will authenticate your right to attend, speak and vote and will speed up your admission to the meeting. If you do not have an Attendance Card, your right to attend will be verified by the Company's Registrar, Equiniti. Please take a note of your shareholder reference number and bring this with you in order to facilitate the verification process. The shareholder reference number can be found by logging into your Aviva shareholding at [www.aviva.com/ecomms](http://www.aviva.com/ecomms) or on your share certificate, dividend stationery or any other documents you may have received from Equiniti.

Representatives of shareholders that are corporations will have to produce evidence of their proper appointment when attending the Annual General Meeting. Please contact our Registrar, Equiniti, if you need any further guidance on this.

### Venue arrangements

Travel arrangements – the Barbican Centre is approximately a 10-minute walk from Liverpool Street Station, 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.

For your personal safety and security there will be bag searches for everyone attending the meeting and we recommend that you arrive in time to allow for this procedure. Cameras, recording equipment and other items that may interfere with the good order of the meeting will not be permitted in the auditorium. You will also be requested to turn off mobile telephones.

Special arrangements have been made to help shareholders with disabilities. We advise any disabled shareholders to use Car Park 3 for easier access to the Annual General Meeting. 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 of the Barbican Centre, 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 sending a question to the Group Company Secretary through the Company's website at [www.aviva.com/agm](http://www.aviva.com/agm). Your questions can also be answered through the dedicated email address – [agm.faq@aviva.com](mailto:agm.faq@aviva.com). Alternatively, you may submit a question by post at the following address: 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, which will be available at the meeting and afterwards on the Company's website at [www.aviva.com/agm](http://www.aviva.com/agm).

If your question is not one which was "frequently asked" we will endeavour to provide you with a written response by post or by email if you supply us with your email address.

If you would like to receive a copy of the frequently asked questions leaflet, please state this when you ask a question and ensure that your name, email address or full postal address and shareholder reference number are provided.

### Other enquiries

If your questions relate to either a specific shareholder query or a customer query, there will be helpdesks available on Level-1 of the Barbican Centre, 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 (where shares are held through a nominee account), 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 Stock Exchange and the New York Stock Exchange as soon as practicable following the conclusion of the meeting and will also be published on the Company's website at [www.aviva.com/agm](http://www.aviva.com/agm).

The Company has included on the voting cards a "Vote 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.

Notes on completing the Form of Proxy/Voting Instruction Form 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.
- Participants in the Group's all employee share ownership plans will be contacted and able to direct the trustee electronically on how to vote.

Shareholders who have registered to receive electronic communications, and have therefore not received a Form of Proxy or Voting Instruction Form, can vote online by logging into their Aviva shareholding at [www.aviva.com/ecomms](http://www.aviva.com/ecomms).

#### 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 relevant voting card(s) and return it to the Company's Registrar, Equiniti, to be received by **no later than 11am on Monday, 26 April 2010**. A reply paid envelope addressed to Equiniti is enclosed for this purpose for those shareholders who have received a Form of Proxy or a Voting Instruction Form. 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. If you have received a Form of Proxy or Voting Instruction Form you can register your instruction through [www.aviva.com/agm](http://www.aviva.com/agm). Full details of the procedure are given on that website. You will need to have your Form of Proxy or Voting Instruction Form to hand when you log on as it contains information which is required in the process.

Shareholders who have requested to receive communications electronically will be able to register their appointment of a proxy or voting instruction by logging into their Aviva shareholding at [www.aviva.com/ecomms](http://www.aviva.com/ecomms). Participants in the Group's all employee share ownership plans will be informed by email on how to instruct the trustee to vote their shares. 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.

All instructions must be received by Equiniti by no later than 11am on Monday, 26 April 2010.

CREST members who wish to appoint or instruct a proxy or proxies via the CREST electronic proxy appointment service should refer to note 5 on page 9 of the Notice of Meeting where there is information on how to proceed.

#### General enquiries

The Company's Registrar, 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). Lines are open from 8.30am to 5.30pm, Monday to Friday UK time.

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 by post or email at the following addresses:

#### Equiniti Limited

Aspect House  
Spencer Road  
Lancing  
West Sussex  
BN99 6DA

[aviva@equiniti.com](mailto:aviva@equiniti.com)

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

#### Limitations of electronic addresses

You may not use any electronic address provided in either this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

#### American Depositary Receipt holders

If you hold your Aviva plc American Depositary Receipts ("ADRs") as of the US record date (17 March 2010), you will be entitled to attend, speak and vote at the Annual General Meeting. If you do not intend to attend the meeting, you may appoint Citibank, the ADR Depositary Bank, to vote as your proxy.

If you would like Citibank to vote on your behalf, simply complete and return the Annual General Meeting Proxy Card to the bank, to arrive by the voting deadline, 10am EST on 22 April 2010.

If you hold your ADRs indirectly through a bank, broker or nominee, you will need to contact them directly on how to exercise your right to vote.

Should you have any additional questions, you may call the Depositary Bank at + (1)-877-248-4237 (toll free for callers within the US) during normal business hours (Monday-Friday 8.30am-6pm EST).

### Appendix to Aviva plc Notice of Meeting Summary of principal changes to the Company's Articles of Association

It is proposed in resolution 19 to adopt a new set of Articles of Association (the "New Articles") with effect from the conclusion of the Annual General Meeting. In adopting the New Articles, the opportunity has been taken to update the existing Articles of Association (the "Existing Articles") to reflect changes in legislation and practice which have occurred over time since the Existing Articles were amended in May 2008.

The principal changes introduced in the New Articles are described below. Other changes, which are minor, technical, clarifying or consequential in nature or which merely reflect changes made by the Companies Act 2006 (the "Act") (or other legislation or practice as appropriate) have not been noted in this explanatory note. A copy of the New Articles is available for inspection as set out in the note which appears below resolution 19 in the Notice of Meeting.

#### 1. The Company's objects

The provisions regulating the operations of the Company that, prior to 1 October 2009, were contained in the Company's Memorandum of Association are now deemed to be contained in the Existing Articles pursuant to the Act. Those provisions include, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Act significantly reduces the constitutional significance of a company's memorandum of association, and provides that a memorandum will record only the names of the subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act, the objects clause and all other provisions which are set out in a company's memorandum of association are, for companies in existence as at 1 October 2009, deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution (as is provided for in resolution 19 in the Notice of Meeting).

Furthermore, the Act states that unless a company's articles provide otherwise, a company's objects are unrestricted, which abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its Memorandum of Association which, by virtue of the Act, are to be treated as forming part of the Company's Articles of Association. Paragraph (a) of resolution 19 confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's Memorandum of Association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

#### 2. Authorised share capital and unissued shares

The Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Act, save in respect of employee share schemes.

#### 3. Authority to allot and disapplication of pre-emptive rights

Under the Companies Act 1985 (the "1985 Act"), it was common practice to include in the articles of association an authority for directors to allot shares and disapply pre-emption rights. However, investor protection committees support annual renewal of such authorities by shareholder resolution, notwithstanding that a company may have such provisions in its articles. Given that the Company proposes to remove other enabling provisions no longer required to be in the New Articles under the Act, the Company would like to simplify its Existing Articles by removing these authorities. This means that in the future the Company will continue to rely on the resolutions passed at its Annual General Meetings to allot shares and disapply pre-emption rights.

#### 4. Redeemable shares

Under the 1985 Act, if a company wished to issue redeemable shares, it had to include in its articles of association the terms and manner of redemption. The Act enables directors to determine such matters instead, provided they are authorised to do so by the articles. The New Articles contain such an authorisation.

#### 5. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the 1985 Act, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Existing Articles include these enabling provisions. Under the Act, a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions and accordingly the relevant enabling provisions have been removed in the New Articles.

#### 6. Voting by proxies on a show of hand

The Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights Regulations") have amended the Act so that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member, in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The Existing Articles of Association have been amended to reflect these changes.

#### 7. Voting by corporate representatives

The Shareholders' Rights Regulations have also amended the Act in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles contain provisions which reflect these amendments.

#### 8. Chairman's casting vote

Traded companies such as Aviva are no longer permitted to allow the Chairman to exercise a casting vote at meetings where there is an equality of votes on a resolution. The New Articles reflect this.

#### 9. Adjournments for lack of quorum

Under the Act (as amended by the Shareholders' Rights Regulations), general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The New Articles reflect this requirement.

**10. Notice of general meetings**

The Shareholders' Rights Regulations amend the Act to require a company to give 21 clear days' notice of general meetings unless the company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed. Annual general meetings must be held on 21 clear days' notice. The New Articles remove provisions in the Existing Articles dealing with notice of general meetings on the basis that this is dealt with in the Act and is consistent with the Shareholders' Rights Regulations.

**11. Suspension of registration of share transfers**

The Existing Articles permit the directors to suspend the registration of transfers in certain circumstances. Under the Act share transfers must be registered as soon as practicable. The power in the Existing Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

**12. Alternate directors**

The New Articles provide additional flexibility by permitting a director (other than an alternate director) to appoint another director or another person approved by the Board to act as an alternate for him or her.

**13. Voting record date**

Under the Act, as amended by the Shareholders' Rights Regulations, the Company must determine the right of members to vote at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting but can choose not to take account of days which are not working days. The New Articles reflect this.

**14. Use of seals**

Under the 1985 Act, a company required authority in its articles to have an official seal for use abroad. Under the Act, such authority is no longer required. Accordingly, the relevant authorisation has been removed in the New Articles.

**15. Provision for employees on cessation of business**

The Act provides that the powers of the directors of a company to make provision for a person formerly employed by the company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary, may only be exercised by the directors if they are so authorised by the company's articles or by the company in general meeting. The New Articles provide that the directors may exercise this power.

**16. Delivery of notices, documents and information**

The New Articles include a provision that the Company is not required to continue to send notices, documents or information to members in circumstances where such documents have been returned to the Company as undelivered on at least two consecutive occasions over a twelve-month period.

**17. Borrowing powers**

The Existing Articles specify that the Company's borrowings shall not exceed twice Share Capital and Consolidated Reserves as defined therein ("the Borrowing Ratio"). Whilst it is not proposed to change the Borrowing Ratio, the Company proposes to make changes to the definition of both borrowings and Share Capital and Consolidated Reserves to increase the clarity of the provisions and the way in which they operate, and to bring the Company's Articles of Association more closely into line with its peers and with the rating agency and regulatory treatment of capital and borrowings. In particular, the New Articles make clear that borrowings with a sufficient correspondence to equity, to make their treatment as borrowings inappropriate for the purpose of these provisions, may be excluded from the calculation of borrowings for the purposes of the New Articles. This amendment is purely clarificatory and reflects existing practice in applying the provisions of the Existing Articles, by virtue of which borrowings effected through the Company's direct capital instruments (although not currently its borrowings under the terms of other hybrid capital instruments) are excluded from the calculation. The borrowings of listed subsidiary undertakings will also be excluded from the definition. This approach is in line with similar provisions in other companies' articles and reflects the Company's flotation of the shares in Delta Lloyd NV, its Dutch subsidiary, in 2009. The Company's Share Capital and Consolidated Reserves will continue to be subject to similar adjustment provisions to those contained in the Existing Articles, with the addition of the ability to add back to Share Capital and Consolidated Reserves unallocated divisible surplus in the long-term insurance businesses of its subsidiary undertakings (which is consistent with the existing regulatory treatment), and to substitute for any surplus or deficit on any retirement benefit scheme a figure considered by the directors to be appropriate based, for example, on regulatory capital treatment rather than on accounting treatment. Finally, Share Capital and Consolidated Reserves will be subject to an adjustment based on the present value to the Company of its share of the in force long term insurance business of its subsidiary undertakings. The New Articles also contain other changes which are intended to provide greater definitional clarity, in particular by explicitly providing that the main purpose of the provisions is to restrict the Company from making borrowings if the Borrowing Ratio would be exceeded if calculated immediately after the making of the borrowing.

**18. Indemnification of officers**

The New Articles reflect that the Company shall not provide an indemnity in favour of any auditor of the Company.

**19. General**

Generally, the opportunity has been taken to update references, cross-references and language in the New Articles to reflect current best practice and the provisions of the Act, including those implemented or amended by the Shareholders' Rights Regulations. Provisions in the Existing Articles which replicate provisions contained in or amended by the Act are removed in the New Articles.