

This document is important and requires your immediate attention.

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

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



29 March 2011



Lord Sharman of Redlynch OBE
Chairman

Dear Shareholder

Annual General Meeting

I am pleased to invite you to the Company's 2011 Annual General Meeting, which will be held at 11am on Wednesday, 4 May 2011. The meeting will again be held at the Barbican Centre, Silk Street, London EC2Y 8DS. This is the Board's opportunity to present the Company's performance and strategy to our shareholders and to listen and respond to your questions. There will be a presentation by Andrew Moss, the group chief executive, on Aviva's performance in 2010, which will also be available to view and download from the Company's website at www.aviva.com/agm after the meeting.

Shareholders' Questions

Your 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 but 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, which contains a facility to submit questions electronically, or send your questions by email to agm.faq@aviva.com. 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.

Board of Directors

At the beginning of the year, Andrea Moneta resigned as a director of the Company and was replaced by Igal Mayer. I am pleased to welcome Igal to the Board and in accordance with the Company's articles of association he will be standing for election by shareholders at the 2011 Annual General Meeting. Mr Mayer's biographical details are provided in the notes to resolution 3 and in the Company's annual report and accounts for the year ended 31 December 2010.

Business of Meeting

I would like to draw your particular attention to the following items of business in the Notice of Annual General Meeting.

The UK Corporate Governance Code issued by the Financial Reporting Council recommends that all directors of FTSE 350 companies should be subject to annual re-election by shareholders. Accordingly, all the directors of the Company, except Igal Mayer, will be submitting themselves for re-election by shareholders at the 2011 Annual General Meeting.

Following an external evaluation of the Board, I have reviewed the performance of each of the directors (other than myself) as part of the Board effectiveness review and have found that each director makes an effective contribution to the deliberations of the Board and continues to demonstrate commitment to the role. In addition, my own performance has been reviewed by the non-executive directors of the Company led by the senior independent director.

Biographical details for each of the directors submitting themselves for re-election are provided in the notes to resolutions 4 to 15 inclusive and in the Company's annual report and accounts for the year ended 31 December 2010.

You will note that resolutions 24 and 25 seek approval for the adoption of new executive share plans. These plans are intended to replace the Aviva Annual Bonus Plan 2005 and Aviva Long Term Incentive Plan 2005, which expired in 2010. A summary of the principal features of the proposed plans can be found in the appendix to this Notice of Annual General Meeting.

Resolution 26 seeks approval for the renewal of the Aviva All Employee Share Ownership Plan (AESOP), which was established in 2001 and is due to expire shortly. The proposed AESOP is materially similar in structure and content to the current AESOP, however, the rules have been updated to bring them in line with current market standards and best practice and have been submitted to Her Majesty's Revenue and Customs for approval.

Voting arrangements

Voting at the Annual General Meeting will again be taken on a poll. I would like to encourage all our shareholders to take an active part in voting either by attending the meeting in person, voting electronically or completing and returning the relevant voting card(s) by post. Under the Company's articles of association, the Company must receive all proxy votes no later than 48 hours prior to the meeting, excluding non-working days. In light of the two bank holidays occurring shortly before the Annual General Meeting, completed proxy instructions must be submitted to the Company's Registrar, Equiniti, as soon as possible, but in any event to arrive by no later than **11am on Thursday, 28 April 2011**. If you wish to vote electronically, you can do so through **www.aviva.com/agm**.

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 'Lord Sharman of Redlynch', with a long horizontal flourish underneath.

Lord Sharman of Redlynch OBE
Chairman

Notice of Annual General Meeting 2011

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

Notice is hereby given that the Annual General Meeting of Aviva plc (the "Company") will be held on Wednesday, 4 May 2011 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 2010.

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 2010.

2. To declare a final dividend for the year ended 31 December 2010.

If resolution 2 is approved by shareholders, the final dividend for the year ended 31 December 2010 will be paid on 17 May 2011 to shareholders whose names are on the Register of Members at the close of business on 25 March 2011. The final dividend recommended by the directors is contained in the annual report and accounts for the year ended 31 December 2010 and can also be viewed on the Company's website.

Note to resolution 3 below.

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. Accordingly, Mr Mayer, whose biographical details are set out below and in the Company's annual report and accounts for the year ended 31 December 2010, will be eligible for election by shareholders in accordance with the articles of association and is proposed for election in resolution 3.

3. To elect Igal Mayer as a director of the Company.

Igal Mayer was appointed to the Board on 19 January 2011. He joined the Group in 1989 and was formerly chief executive of Aviva North America, chief executive of Aviva UK General Insurance and chief executive officer, chief financial officer and executive vice president of Aviva Canada. He was also previously finance director of Norwich Union Insurance and managing director, London Markets of CGU Insurance in London.

Mr Mayer brings to the Board an international perspective and a detailed knowledge of the Group and the insurance industry in general. He has implemented significant changes to the Group's North American businesses resulting in a strong performance from the region in 2010.

Having considered Mr Mayer's performance and the contribution he has made since joining the Board in January 2011, the Board recommends his election as a director.

Note to resolutions 4-15, below.

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. However, in accordance with the recommendations of the UK Corporate Governance Code published by the Financial Reporting Council on 28 May 2010, all of the directors other than Igal Mayer, whose biographical details are set out below and in the Company's annual report and accounts for the year ended 31 December 2010, will be submitting themselves for re-election by shareholders at the 2011 Annual General Meeting. The directors' biographies can also be found on the Company's website at www.aviva.com/investor-relations/corporate-governance.

4. To re-elect Mary Francis CBE, as a director of the Company.

Mary Francis was appointed to the Board on 1 October 2005. She is currently the senior independent director of Centrica plc and a non-executive director of Cable & Wireless Communications plc. Mrs Francis is also a senior adviser to Chatham House and chair of governors of James Allen's Girls' School.

She was formerly a senior civil servant, director general of the Association of British Insurers and a non-executive director of the Bank of England, Alliance & Leicester plc, St Modwen Properties plc and Almeida Theatre Company Limited.

Mrs Francis has a distinguished record with an extensive working knowledge of business on an international level. Her experience in government affairs and in the financial services industry is an invaluable asset and she has made a significant contribution to the deliberations of the Board.

The Board's performance was reviewed by external consultants, Boardroom Review, and Mrs Francis' individual performance was reviewed by the chairman as part of the Board effectiveness review.

Through its Nomination Committee (excepting Mrs Francis), the Board has undertaken appropriate due diligence on Mrs Francis' other interests and her time commitments and has concluded that she continues to be free from any relationship or circumstances that could affect the exercise of her independent judgement. Accordingly, the Board, having reviewed Mrs Francis' independence, performance and the contribution she makes, recommends her re-election as a director.

Mrs Francis is chairman of the Risk Committee and a member of the Audit, Nomination and Remuneration Committees.

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

Richard Karl Goeltz was appointed to the Board on 3 May 2004 and became the senior independent director in January 2009. He is currently a non-executive director of the Warnaco Group, Inc., the New Germany Fund, the Central Europe and Russia Fund, the European Equity Fund and a member of the Council and Court of Governors of The London School of Economics and Political Science.

He was formerly the vice chairman and chief financial officer of American Express Company and director and chief financial officer of NatWest Group plc. He was also formerly a non-executive director of Delta Air Lines, Inc. and Federal Home Loan Mortgage Corporation (Freddie Mac) and a member of the Accounting Standards Board (UK).

Mr Goeltz has a strong financial background with over 30 years of international business, leadership and financial expertise in major global corporations. In addition, he has excellent experience of audit and governance committees and he continues to make a valuable contribution to the deliberations of the Board.

The Board's performance was reviewed by external consultants, Boardroom Review, and Mr Goeltz's individual performance was reviewed by the chairman as part of the Board effectiveness review. As Mr Goeltz has served on the Board for over six years, his contribution was subject to particularly rigorous review.

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

Mr Goeltz is the senior independent non-executive director and a member of the Audit and Nomination Committees.

6. To re-elect Euleen Goh as a director of the Company.

Euleen Goh was appointed to the Board on 1 January 2009. She is currently a non-executive director of Singapore Airlines Limited, DBS Bank Ltd, DBS Group Holdings Ltd, Singapore Exchange Limited and the Singapore Chinese Girls' School. She is also currently chairman of the Accounting Standards Council of Singapore and the Singapore International Foundation.

Prior to joining the Company as a non-executive director, Ms Goh had a 21 year career at Standard Chartered Bank in Singapore and was chief executive officer, Singapore between 2001 and 2006.

Ms Goh has made a significant contribution to the Board's discussions due to her extensive experience and knowledge both from an executive and non-executive standpoint. She has a strong understanding of risk and product issues and has brought new insight to the Group's operations in the Asia Pacific region.

The Board's performance was reviewed by external consultants, Boardroom Review, and Ms Goh's individual performance was reviewed by the chairman as part of the Board effectiveness review.

Through its Nomination Committee, the Board has undertaken appropriate due diligence on Ms Goh's other interests and her time commitments and has concluded that she continues to be free from any relationship or circumstances that could affect the exercise of her independent judgement. Accordingly, having reviewed Ms Goh's independence, performance and the contribution she makes, the Board recommends her re-election as a director.

Ms Goh is a member of the Audit and Corporate Responsibility Committees.

7. To re-elect Michael Hawker AM, as a director of the Company.

Michael Hawker was appointed to the Board on 1 January 2010. He is currently a non-executive director of Macquarie Group Limited, Macquarie Bank Limited and Australian Rugby Union, chairman of the George Institute and a member of the Advisory Council at General Enterprise Management Services International Limited (GEMS), the Hong Kong based private equity firm.

Prior to joining the Company as a non-executive director, Mr Hawker was, for seven years, the chief executive and managing director of Insurance Australia Group Limited, the largest general insurance company in Australia.

Mr Hawker has a wealth of industry knowledge with over 24 years of experience in the banking and insurance industry in both executive and non-executive roles, in Europe, Asia and Australia. He has chaired The Insurance Council of Australia and been a member of the Financial Sector Advisory Council providing advice to the Australian Treasurer on the financial sector. He also has valuable experience of risk committees and has made a significant contribution to the discussions of the Board.

Mr Hawker is a Senior Fellow of the Financial Services Institute of Australia and a Fellow of the Australian Institute of Company Directors.

The Board's performance was reviewed by external consultants, Boardroom Review, and Mr Hawker's individual performance was reviewed by the chairman as part of the Board effectiveness review.

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 continues to be free from any relationship or circumstances that could affect the exercise of his independent judgement. Accordingly, the Board, having reviewed Mr Hawker's independence, performance and the contribution he makes, recommends his re-election as a director.

Mr Hawker is a member of the Risk Committee.

8. To re-elect Mark Hodges as a director of the Company.

Mark Hodges was appointed to the Board on 26 June 2008. He joined Norwich Union in January 1991 and held a number of senior roles within the finance function before becoming finance director of Norwich Union Insurance in 1998, managing director of Norwich Union General Insurance in 2005 and chief executive of Norwich Union Life, the Group's long-term savings business in the UK, in April 2006. He was appointed chief executive of Aviva UK, comprising Aviva UK Life (formerly Norwich Union Life) and Aviva UK General Insurance (formerly Norwich Union Insurance), the Group's insurance and motoring services business in the UK, in January 2010.

Mr Hodges has made a significant contribution to the Board's discussions and brings both operational and strategic expertise together with significant experience and knowledge of the Group's business in the UK.

The Board's performance was reviewed by external consultants, Boardroom Review, and Mr Hodges' individual performance was reviewed by the chairman as part of the Board effectiveness review.

Accordingly, having reviewed Mr Hodges' performance and the contribution he makes, the Board recommends his re-election as a director.

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

Andrew Moss was appointed to the Board on 10 May 2004. He joined the Company as group finance director in May 2004 and was appointed group chief executive in July 2007. He is also a member of the supervisory board of Delta Lloyd N.V. He was previously director of finance, risk management and operations at Lloyd's of London and also held a number of senior management positions at HSBC plc.

Since becoming group chief executive of Aviva, Mr Moss has simplified and streamlined the Group into a successful global business operating under a single brand. With his strong leadership skills and clear strategic vision, coupled with his significant knowledge and experience of the financial services industry, he makes a valuable contribution to Board discussions.

The Board's performance was reviewed by external consultants, Boardroom Review, and Mr Moss' individual performance was reviewed by the chairman as part of the Board effectiveness review.

Having reviewed Mr Moss' performance and the contribution he makes, the Board recommends his re-election as a director.

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

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

Carole Piwnica was appointed to the Board on 8 May 2003. She is a member of the New York and Paris Bars. Mrs Piwnica is currently managing director of Naxos UK and a non-executive director of Amyris Biotechnologies, Inc., Eutelsat Communications and Sanofi-aventis. She was formerly a non-executive director of Toepfer International GmbH and Dairy Crest Group plc and a member of the biotech advisory board of Monsanto. She was also formerly a non-executive director and vice-chairman of Tate & Lyle plc, a non-executive director of S A Spadel N.V. and former chairman of Amylum Group.

Mrs Piwnica has extensive business and commercial experience together with significant knowledge of the regulatory environment in the European Union and has made a significant contribution to the discussions of the Board.

The Board's performance was reviewed by external consultants, Boardroom Review, and Mrs Piwnica's individual performance was reviewed by the chairman as part of the Board effectiveness review. As Mrs Piwnica has served on the Board for

over six years, her contribution was subject to particularly rigorous review.

Through its Nomination Committee, the Board has undertaken appropriate due diligence on Mrs Pivnica's other interests and her time commitments and has concluded that she continues to be free from any relationship or circumstances that could affect the exercise of her independent judgment. Accordingly, the Board, having reviewed Mrs Pivnica's independence, performance and the contribution she makes, recommends her re-election as a director. *Mrs Pivnica is chairman of the Corporate Responsibility Committee and a member of the Remuneration Committee.*

11. To re-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 is also a member of the supervisory board of Delta Lloyd N.V. He was formerly group chief financial officer and group chief operating officer of Willis Group Holdings Limited, group financial controller of RSA Insurance Group plc and finance and claims director, UK general insurance of AXA Insurance. He also previously held a number of senior management positions at GE Capital and specialised in corporate finance and investigations at Grant Thornton.

Mr Regan has a deep understanding of, and extensive experience in, various executive functions within the insurance industry. With his significant financial experience and global perspective, he has greatly contributed to the deliberations of the Board.

The Board's performance was reviewed by external consultants, Boardroom Review, and Mr Regan's individual performance was reviewed by the chairman as part of the Board effectiveness review.

Accordingly, having reviewed Mr Regan's performance and the contribution he makes, the Board recommends his re-election as a director.

12. To re-elect Colin Sharman OBE, as a director of the Company.

Colin Sharman was appointed to the Board on 14 January 2005 and became chairman on 1 January 2006. He is currently an independent non-executive director of BG Group plc and Reed Elsevier plc. He was formerly chairman of KPMG International and Aegis Group plc and deputy chairman of Group 4 Securicor plc (and former chairman of Securicor plc). He is also a former member of the supervisory board of ABN AMRO Holding N.V. and a former independent non-executive director of Young & Co.'s Brewery plc and AEA Technology plc.

Lord Sharman has wide ranging international experience in the financial services industry and a wealth of non-executive experience which includes non-executive directorships and the chairmanship of various listed companies. He has an excellent track record of working with, and leading, diverse international businesses and has applied these skills to his chairmanship of the Company's Board.

The Board's performance was reviewed by external consultants, Boardroom Review, and Lord Sharman's individual performance was reviewed by the non-executive directors, led by the senior independent director, as part of the Board effectiveness review. As Lord Sharman has served on the Board for over six years, his contribution was subject to particularly rigorous review.

Through its Nomination Committee (excepting Lord Sharman), the Board has undertaken appropriate due diligence on Lord Sharman's other interests and his time commitments and has concluded that he continues to be free from any relationship or circumstances that could affect the exercise of his independent judgement. Accordingly, the Board, having reviewed Lord Sharman's performance and the contribution he makes, 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.

13. To re-elect Leslie Van de Walle as a director of the Company.

Leslie Van de Walle was appointed to the Board on 6 May 2009. He is currently the chairman of SIG plc and a non-executive director of DCC plc and La Seda de Barcelona, S.A. He was formerly chief executive officer of Rexam plc, executive vice president of retail for oil products and head of oil products, a division of Shell Europe at Royal Dutch Shell plc and a non-executive director of Aegis Group plc. He has also previously held a number of senior management roles with Cadbury Schweppes plc and United Biscuits Limited.

Mr Van de Walle has brought to the Board extensive marketing and brand knowledge together with a wealth of experience in growing and developing businesses. With his multi-sectorial experience and strong analytical ability, he has contributed significantly to the deliberations of the Board.

The Board's performance was reviewed by external consultants, Boardroom Review, and Mr Van de Walle's individual performance was reviewed by the chairman as part of the Board effectiveness review.

Through its Nomination Committee, the Board has undertaken appropriate due diligence on his 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, the Board, having reviewed Mr Van de Walle's independence, performance and the contribution he makes, recommends his re-election as a director. *Mr Van de Walle is a member of the Remuneration and Risk Committees.*

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

Russell Walls was appointed to the Board on 3 May 2004. He is currently a non-executive director of Signet Jewelers Ltd, treasurer and trustee of The British Red Cross and a member of the Finance Commission of the International Federation of the Red Cross. He was formerly group finance director of BAA plc, Wellcome plc, and Coats Viyella plc. He was also formerly a senior independent non-executive director of Stagecoach Group plc and Hilton Group plc and a non-executive director of the Mersey Docks and Harbour Company and Delphic Diagnostics Limited. Mr Walls is a Fellow Chartered Certified Accountant.

Mr Walls has a strong financial background and a wealth of international business experience in addition to valuable experience of audit committees. With his financial acumen and thorough, common sense approach, he has contributed significantly to the discussions of the Board.

The Board's performance was reviewed by external consultants, Boardroom Review, and Mr Walls' individual performance was reviewed by the chairman as part of the Board effectiveness review. As Mr Walls has served on the Board for over six years, his contribution was subject to particularly rigorous review.

Through its Nomination Committee (excepting Mr Walls), the Board has undertaken appropriate due diligence on Mr Walls' other interests and his time commitments and has concluded that he continues to be free from any relationship or circumstances that could affect the exercise of his independent judgement. Accordingly, the Board, having reviewed Mr Walls' independence, performance and the contribution he makes, recommends his re-election as a director. *Mr Walls is chairman of the Audit Committee and a member of the Nomination and Risk Committees.*

15. To re-elect Scott Wheway as a director of the Company.

Scott Wheway was appointed to the Board on 5 December 2007. He is currently a strategic advisor to Best Buy Co., Inc, the specialty consumer electronics retailer, where he was formerly chief executive officer of Best Buy Europe Distributions Ltd. He was formerly a director of The Boots Company plc (now known as The Boots Company Limited) and managing director of Boots the Chemist at Alliance Boots plc. He has also previously held a number of senior executive positions at Tesco plc.

Mr Wheway has a wealth of business experience in the retail sector and has been a champion of excellent customer service. He has provided key insights into the Group's strategy of putting the customer at the heart of business and has greatly contributed to the deliberations of the Board.

The Board's performance was reviewed by external consultants, Boardroom Review, and Mr Wheway's individual performance was reviewed by the chairman as part of the Board effectiveness review.

Through its Nomination Committee, the Board has undertaken appropriate due diligence on Mr Wheway'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 Wheway's independence, performance and the contribution he makes, the Board recommends his re-election as a director. *Mr Wheway is chairman of the Remuneration Committee and a member of the Corporate Responsibility Committee.*

16. 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 the annual report and accounts are laid.

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

17. 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.

Note to resolutions 16 and 17 above.

Details of work undertaken by the auditor, its remuneration and the Company's policy with respect to non-audit work are provided in the 2010 annual report and accounts.

Authority to allot new securities

18. To generally and unconditionally authorise the directors of the Company in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to 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:

- (a) up to an aggregate nominal amount of £235,021,699.75; and**
- (b) comprising equity securities (as defined in section 560 of the Act) up to a further aggregate nominal amount of £235,021,699.75 in connection with an offer by way of a rights issue.**

Unless previously renewed, revoked or varied, the authority conferred by this resolution 18 shall apply in substitution for all existing authorities until the conclusion of the next

Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2012 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 be granted after the authority expires and the directors of the Company may allot shares or grant such rights under such an offer or agreement as if the authority conferred hereby had not expired.

For the purposes of this resolution 18, "rights issue" means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and**
- (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,**

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such limits, restrictions or arrangements as the directors 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.

The authority conferred on the directors at last year's Annual General Meeting to allot shares or grant rights to subscribe for or to convert any security into shares in 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 18 will, if passed, authorise the directors to allot the Company's unissued shares up to a maximum nominal amount of £235,021,699.75, 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 the close of business on 4 March 2011. As at the close of business on 4 March 2011, the Company did not hold any treasury shares.

Paragraph (b) of resolution 18 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 further aggregate nominal amount of £235,021,699.75, 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 as at the close of business on 4 March 2011 (and which together with the nominal amount of any relevant securities issued under the authority conferred by paragraph (a) of resolution 18 would represent an amount that is approximately equal to two-thirds of such aggregate nominal value). 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 the Company will stand for re-election at the following Annual General Meeting, as required by the ABI and to the extent not already doing so in accordance with applicable corporate governance recommendations.

The authorities sought in paragraphs (a) and (b) of resolution 18 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 2012. 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.

Disapplication of Pre-Emption Rights

To consider and, if thought fit, pass the following resolution 19, which will be proposed as a special resolution:

19. That, subject to the passing of resolution 18, the directors of the Company be generally empowered, pursuant to section 570 of the Companies Act 2006 (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 18 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) in the case of the authority granted under paragraph (a) of resolution 18 and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the Act, to the allotment of equity securities:
- (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £35,253,254.96; and
- (b) in the case of the authority granted under paragraph (b) of resolution 18, to the allotment of equity securities in connection with an offer by way of a rights issue.

Unless previously renewed, revoked or varied, the power conferred by this resolution 19 shall apply in substitution for all existing powers until the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2012 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 such an offer or agreement as if the power conferred hereby had not expired.

For the purposes of this resolution 19, "rights issue" has the same meaning given in resolution 18 and "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the directors to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,

but subject in both cases to such limits, restrictions or arrangements as the directors 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.

Resolution 19, 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 in paragraph (a) of resolution 19 provides for non-pre-emptive allotments of equity securities (i) in connection with a pre-emptive offer, and (ii) otherwise than in connection with a pre-emptive offer and up to an aggregate nominal value of £35,253,254.96, which represents 5% of the issued ordinary share capital of the Company as at the close of business on 4 March 2011. The authority being sought in paragraph (b) of resolution 19 provides for non-pre-emptive allotments of equity securities in connection with an offer by way of a rights issue. 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 2012.

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 provided for 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.

20. 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 2010.

In accordance with section 439 of the Companies Act 2006 (the "Act"), shareholders are required to approve the directors' remuneration report. The directors' remuneration report for 2010 is set out on pages 115 - 136 of the annual report and accounts.

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

21. To receive and consider the corporate responsibility report contained within the annual report and accounts.

Resolution 21 seeks an advisory vote on the Company's corporate responsibility report and is a means of obtaining feedback on the report and on the Company's activities and performance in this area.

In addition to the advisory vote provided for in this resolution 21, we would welcome direct feedback from shareholders on the matters set out in the report.

The Company's corporate responsibility report can be found on pages 75 - 92 of the annual report and accounts.

Additional information on the Company's 2010 corporate responsibility progress and performance can be found in the online corporate responsibility report at www.aviva.com/cr2010.

Political Donations

22. To authorise 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 (the "Act") to:

- (a) make political donations to political parties or independent election candidates not exceeding £100,000 in aggregate;
- (b) make political donations to political organisations other than political parties not exceeding £100,000 in aggregate; and
- (c) incur political expenditure not exceeding £100,000 in aggregate,

during the period beginning on the date of the passing of this resolution and ending on the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2012,

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 directors of the Company may in their absolute discretion determine to be appropriate.

For the purposes of this resolution 22, "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" have the meanings given to them in sections 363 to 365 of the Act.

Resolution 22 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 indicate that, during the year, the Company's American subsidiary, Aviva USA Corporation, through its employee-funded Political Action Committees made contributions to four different industry bodies and the re-election committee of a state governor, which could all be construed to fall within the political donations provisions. The total sum of the donations was \$12,500 and the donations were used to support candidates for nomination and/or election to public office. It is not the policy of the Company to make donations to EU 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 22 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 in each case 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.

Notice of Meetings other than Annual General Meetings
To consider and, if thought fit, pass the following resolution 23, which will be proposed as a special resolution:

23. To authorise the Company to call general meetings other than an Annual General Meeting 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 increased 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 makes the facility 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.

Approval of Aviva Share Plans

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

24. That:

- (a) the rules of the Aviva Annual Bonus Plan 2011 (the "ABP"), the principal features of which are summarised in the appendix to this Notice of Annual General Meeting, and a copy of which will be produced in draft to the Annual General Meeting and initialled by the chairman for the purposes of identification, be approved, and the directors be authorised to do all things necessary to adopt and operate the ABP, including making such modifications as the directors consider appropriate to take account of the UK Listing Authority requirements and best practice; and**
- (b) the directors be authorised to establish such further plans for the benefit of employees overseas based on the ABP, subject to such modifications as may be necessary or desirable to take account of overseas securities laws, exchange control requirements and tax legislation, provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on overall participation in the ABP.**

Resolution 24 seeks approval for the establishment of a new plan to replace the Aviva Annual Bonus Plan 2005 which expired in 2010. The principal features of the proposed Aviva Annual Bonus Plan 2011 are summarised in the appendix to this Notice of Annual General Meeting on pages 11-14.

25. That:

- (a) the rules of the Aviva Long Term Incentive Plan 2011 (the "LTIP"), the principal features of which are summarised in the appendix to this Notice of Annual General Meeting, and a copy of which will be produced in draft to the Annual General Meeting and initialled by the chairman for the purposes of identification, be approved, and the directors be authorised to do all things necessary to adopt and operate the LTIP, including making such modifications as the directors consider appropriate to take account of the UK Listing Authority requirements and best practice; and**
- (b) the directors be authorised to establish such further plans for the benefit of employees overseas based on the LTIP, subject to such modifications as may be necessary or desirable to take account of overseas securities laws, exchange control requirements and tax legislation, provided that any ordinary shares of the**

Company made available under such further plans are treated as counting against any limits on individual participation or overall participation in the LTIP.

Resolution 25 seeks approval for the establishment of a new plan to replace the Aviva Long Term Incentive Plan 2005 which expired in 2010. The principal features of the proposed Aviva Long Term Incentive Plan 2011 are summarised in the appendix to this Notice of Annual General Meeting on pages 11-14.

26. That:

- (a) **the amendments to the rules of the Aviva All Employee Share Ownership Plan (the "AESOP"), the principal features of which are summarised in the appendix to this Notice of Annual General Meeting, and a copy of which will be produced in draft to the Annual General Meeting and initialled by the chairman for the purposes of identification, be approved, and the directors be authorised to do all things necessary to operate the AESOP, including making such modifications as the directors consider appropriate to maintain Her Majesty's Revenue and Customs (HMRC) approval and to take account of the UK Listing Authority requirements and best practice; and**
- (b) **the directors be authorised to establish such further plans for the benefit of employees overseas based on the AESOP, subject to such modifications as may be necessary or desirable to take account of overseas securities laws, exchange control requirements and tax legislation, provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on individual participation or overall participation in the AESOP.**

Resolution 26 seeks approval for the renewal of the Aviva All Employee Share Ownership Plan including the amendments thereof. The proposed amendments to the rules of the Aviva All Employee Share Ownership Plan are summarised in the appendix to this Notice of Annual General Meeting on pages 11-14.

**Purchase of own ordinary shares by the Company
To consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions:**

27. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) 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 282 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 2012 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.**

Resolution 27, which will be proposed as a special resolution seeks to renew 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 2006. The authority limits the number of ordinary shares that could be purchased to a maximum of 282 million (representing less than 10% of the issued ordinary share capital of the Company as at the close of business on 4 March 2011) 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 2012.

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 as a whole.

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 the close of business on 4 March 2011, there were options and awards over 59,569,860 ordinary shares excluding Restricted Share Awards in the capital of the Company, which represented 2.11% 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 27 were both exercised in full, these options and awards would, assuming no further ordinary shares are issued after that date, represent 2.63% of the Company's issued ordinary share capital (excluding treasury shares) as at that date. This percentage would reduce to 2.35% 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 27 was exercised in full. As at the close of business on 4 March 2011, the Company did not hold any treasury shares and no warrants over ordinary shares in the capital of the Company existed.

Purchase of own 8¾% cumulative irredeemable preference shares by the Company

28. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of 8¾% cumulative irredeemable preference shares of £1 each in the capital of the Company ("8¾% preference shares") provided that:

- (a) **the maximum aggregate number of 8¾% preference shares authorised to be purchased is 100 million;**
- (b) **the minimum price which may be paid for an 8¾% preference share is 25 pence;**
- (c) **the maximum price which may be paid for an 8¾% preference share is an amount equal to 105% of the average of the middle-market quotations of an 8¾% preference share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8¾% preference share is purchased; and**
- (d) **this authority shall expire 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 2012**

save that the Company may make a contract to purchase 8¾% preference shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of 8¾% preference shares in pursuance of any such contract.

Purchase of own 8¾% cumulative irredeemable preference shares by the Company

29. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of 8¾% cumulative irredeemable preference shares of £1 each in the capital of the Company ("8¾% preference shares") provided that:

- (a) the maximum aggregate number of 8¾% preference shares authorised to be purchased is 100 million;**
- (b) the minimum price which may be paid for an 8¾% preference share is 25 pence;**
- (c) the maximum price which may be paid for an 8¾% preference share is an amount equal to 105% of the average of the middle-market quotations of an 8¾% preference share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8¾% preference share is purchased; and**
- (d) this authority shall expire 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 2012 save that the Company may make a contract to purchase 8¾% preference shares under this authority before the expiry of the authority, which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of 8¾% preference shares in pursuance of any such contract.**

Note to resolutions 28 and 29 above.

Resolutions 28 and 29, which will be proposed as special resolutions, seek to 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 2006 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 2012. 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 as a whole.

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



Kirstine Cooper

Group General Counsel and Company Secretary

Aviva plc, St Helen's, 1 Undershaft
London EC3P 3DQ
Registered No. 2468686
29 March 2011

Notes

Members' right to appoint a proxy

1. Shareholders are entitled to appoint a proxy to exercise any or all of their rights to attend, speak and vote at the Annual General 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 Annual General Meeting will appoint the appropriate proxy. Alternatively, proxy instructions can be registered electronically through www.aviva.com/aggm. 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. 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 Thursday, 28 April 2011 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 (excluding non-working days) 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.

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 (available at 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. 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 Annual General 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.

5. 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.

Questions

6. 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.

Documents for inspection

7. 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 rules of the Aviva Annual Bonus Plan 2011, the Aviva Long Term Incentive Plan 2011 and the Aviva All Employee Share Ownership Plan as proposed to be adopted pursuant to resolutions 24, 25 and 26 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.

8. At the close of business on 4 March 2011, (being the last practicable business day prior to the publication of this Notice of Annual General Meeting) the issued share capital of the Company was 2,820,260,397 ordinary shares of 25 pence each, 100,000,000 8³/₄% cumulative irredeemable preference shares of £1 each and 100,000,000 8³/₈% 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 the close of business on 4 March 2011 was 2,820,260,397.

9. A copy of this Notice of Meeting, and other information required by section 311A of the Act can be found at www.aviva.com/agm.

Information for shareholders

Time of the meeting

9.30am

Doors open and registration commences on Level G of the Barbican Centre.

10.30am

Auditorium doors open.

11.00am

Annual General Meeting commences.

Refreshments will be served before and after the Annual General Meeting.

Attendance at the meeting

- Please bring the Attendance Card, which is attached to the voting card, with you if you attend the Annual General Meeting. If you do not have an Attendance Card, your right to attend will be verified by the Company's Registrar, Equiniti.
- Representatives of corporate shareholders 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.

Annual General Meeting presentations

- 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 after the meeting.

Transport and Venue arrangements

- The nearest mainline station to the Barbican Centre is Liverpool Street Station while the nearest underground stations are Barbican and Moorgate.
- 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.

Shareholders with special needs

- Any disabled shareholders are advised 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

- During the meeting, there will be an opportunity for shareholders, proxies and corporate representatives to ask questions 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 general counsel and company secretary via the Company's website at www.aviva.com/agm.
- You can also email any questions on the business of the meeting to agm.faq@aviva.com.
- A leaflet setting out the answers to the most frequently asked questions will be available at the meeting and afterwards on the Company's website at 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.

Voting and Proxy arrangements

- Voting on 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, to reflect the number of shares held by a shareholder, whether or not the shareholder is able to attend the meeting.
- The results of the polls will be announced to the London 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.
- The Company has included on the voting cards a "Vote withheld" option in order for shareholders to abstain on any particular resolution. However, please note 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.
- If you are unable to attend the meeting or wish to register your proxy votes now in relation to the resolutions proposed, you can register your instruction electronically through www.aviva.com/agm.

- 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.
- Alternatively, you can complete the relevant voting card(s) and return it to the Company's Registrar, Equiniti. A prepaid envelope addressed to Equiniti is enclosed for this purpose. A postage stamp is not required if posted in the United Kingdom.
- Voting in advance of the meeting will not prevent you from subsequently attending in person and voting at the meeting.
- All voting instructions must be received by Equiniti by no later than **11am on Thursday, 28 April 2011**.
- 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 9 of the Notice of Annual General Meeting where there is information on how to proceed.

Key information and contacts

Aviva plc's Registrar

Equiniti
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA
UK

aviva@equiniti.com
www.shareview.co.uk

Telephone: 0871 384 2953*

*Calls to this number are charged at 8 pence per minute from a BT landline. Charges from other telephone providers may vary. Lines are open from 8.30am to 5.30pm, Monday to Friday UK time. If you are calling from outside the UK, please dial +44 (0)121 415 7046.

Computershare Investor Services PLC will be replacing Equiniti as the Company's Registrar later this year. Further details, including full contact details, will be made available on www.aviva.com/shareholderservices nearer the time and incorporated into all future shareholder communications following the transition.

Aviva plc's ADR Depository Bank

Citibank N.A.
388 Greenwich Street
14th Floor, New York
New York
USA

Telephone: + (1)-877-248-4237 (toll free for callers within the US) during normal business hours (Monday-Friday 8.30am-6pm EST).

Information for American Depository Receipt Holders

- If you hold Aviva plc American Depository Receipts ("ADRs") as of the US record date, 23 March 2011, 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 Depository 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 Aviva ADR Depository Bank, to arrive by the voting deadline, 10am EST on 26 April 2011.

- 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 Aviva ADR Depository Bank using the above contact details.

Limitations of Electronic Addresses

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

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.

Alternative Format

If you would like to request a copy of the Notice of Annual General Meeting in an alternative format such as in large print or audio, please contact our Registrar, Equiniti, on 0871 384 2953*.

Appendix to the Aviva plc Notice of Annual General Meeting Summary of the principal features of the proposed Aviva Share Plans

Introduction

A summary of the key features of the Aviva Annual Bonus Plan 2011 (the "ABP"), the Aviva Long Term Incentive Plan 2011 (the "LTIP") and the Aviva All Employee Share Ownership Plan (the "AESOP") (together, the "Plans") is set out below followed by a summary of the general features applicable to all the Plans.

The ABP and the LTIP replace the Aviva Annual Bonus Plan 2005 and the Aviva Long Term Incentive Plan 2005 respectively, which expired in April 2010. The ABP and LTIP are materially similar in structure and content to the plans they are intended to replace. Approval for the AESOP is sought as the existing shareholder approval for this plan is due to expire in April 2011. The proposed AESOP is materially similar in structure and content to the current AESOP, however, the rules have been updated to bring them in line with current market standard and best practice. The amendments to the AESOP have been submitted to Her Majesty's Revenue and Customs (HMRC) for approval.

The ABP and LTIP were adopted by the board of directors in March 2011 and it is intended that awards under these plans will be made in March 2011 in line with the normal award cycle. Awards to executive directors of the Company and persons discharging managerial responsibilities will be made after the ABP and LTIP have been approved by shareholders at the 2011 Annual General Meeting subject to there being no dealing restrictions in force.

As required by the Listing Rules, no new issue or treasury shares will be used in connection with the Plans unless and until the Plans have been approved by shareholders at the Annual General Meeting.

The Plans will be administered by the board of directors or a duly authorised person or group of persons, e.g. the Remuneration Committee, as appropriate (the "Directors").

Aviva Annual Bonus Plan 2011

Awards

The ABP enables senior employees and executive directors of the Aviva Group to receive some or all of their annual discretionary cash bonus in the form of the Company's shares on a deferred basis. Under the ABP, awards of shares, equal in value to the amount of bonus deferred (currently expected to be two-thirds of the gross bonus for executive directors), will be granted to selected eligible employees. Awards under the ABP may be granted in the form of conditional awards or as nil-cost options.

Deferral period and maximum value of awards

The shares comprised in an award will be received by participants after a pre-determined period of time (expected to be three years in the normal course). The amount of a participant's cash bonus that can be deferred in shares under the ABP in respect of any financial year will be determined by the Directors at their discretion, but it is expected that this will not exceed two-thirds of the value of the participant's cash bonus.

Cessation of employment

Participants who cease employment will normally forfeit their awards at the time notice of termination is given or received. However, participants who cease employment due to retirement, ill-health, injury, disability, redundancy, death, the sale or transfer of their employing company or business out of the Aviva Group or, at the discretion of the Directors, for any other reason, will receive all the shares comprised in their awards on cessation of employment.

Takeover and restructuring

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

First awards under the ABP

The Company normally grants executive incentive awards in March, after the announcement of its preliminary results. In order to keep to that timing, it is intended that the first awards under the ABP will be made in March 2011 except for awards to executive directors of the Company and persons discharging managerial responsibilities. Awards to these individuals will be made after the ABP has been approved by shareholders at the 2011 Annual General Meeting, subject to there being no dealing restrictions in force, but on the same terms as the awards made in March. The expected vesting date will be March 2014.

Aviva Long Term Incentive Plan 2011 Awards

Under the LTIP, awards may be granted to employees of the Aviva Group and will take the form of conditional awards or nil-cost options over shares in the Company. All employees and directors of the Aviva Group are eligible to participate in the LTIP. However, it is intended that only senior employees and executive directors will be invited to participate. The receipt of the shares comprised in an award will normally be conditional on the participant remaining in employment for at least three years from the date of award as well as the satisfaction of performance conditions measured over a period of three consecutive years.

Individual limit

In respect of each financial year, the aggregate value of shares granted under an award to any eligible employee under the LTIP will not exceed 350% of his/her annual basic salary. In exceptional circumstances, awards to employees located in the USA may exceed this limit but in no event will an award exceed 450% of annual basic salary. However, the standard grant level for the group chief executive is 275% of annual basic salary.

Performance conditions

The receipt of shares in an award will be conditional on the satisfaction of stretching performance conditions agreed by the Remuneration Committee when the awards are granted. In order to take account of both the returns to shareholders and the Company's underlying performance, the performance measures will be a combination of: (1) the Total Shareholder Return ("TSR") produced by the Company over the performance period compared with the TSR of a comparator group of companies; and (2) the Company's Return on Capital Employed ("ROCE").

The Remuneration Committee will set an appropriate ROCE target for each performance period, bearing in mind the Aviva Group's annual business plan and external financial considerations, at the time each grant of awards is made. The target set by the Remuneration Committee will be disclosed in the directors' remuneration report. The performance period will be at least three years long. Details of the proposed performance conditions for the first operation of the LTIP are set out below.

The Directors may amend the performance conditions in limited circumstances, to take account of events which may occur during the performance period.

Cessation of employment

Participants who cease employment will normally forfeit their awards at the time notice of termination is given or received. However, participants who cease employment due to retirement, ill-health, injury, disability, redundancy, death, the sale or transfer of the participant's employing company or business out of the Aviva Group or, at the discretion of the Directors, any other reason, may receive a number of shares on the normal vesting date calculated by applying the performance conditions over the normal performance period but, unless the Directors decide otherwise, reduced pro rata to take account of the duration of their employment during that performance period. Alternatively, at the Directors' discretion, the participant may receive the pro-rated number of shares at the time of cessation of employment.

Takeover and restructuring

In the event of a takeover, scheme of arrangement, merger or other corporate reorganisation, participants may be required or allowed to exchange their awards for awards over shares in the acquiring company. The Directors may determine that performance conditions apply to any awards which are exchanged. Alternatively, participants will receive shares as soon as possible after the relevant event. The number of shares (if any) will be calculated by applying the performance conditions up to the date of the relevant event and, unless the Directors decide otherwise, be reduced pro rata to reflect the proportion of the original performance period that has elapsed.

First awards under the LTIP

As with the first awards under the ABP, it is intended that the first awards under the LTIP will be made in March 2011 except for awards to executive directors of the Company and persons discharging managerial responsibilities. Awards to these individuals will be made after the LTIP has been approved by shareholders at the 2011 Annual General Meeting, subject to there being no dealing restrictions in force, but on the same terms as those awards made in March. The performance period for the first awards will be 1 January 2011 to 31 December 2013 and the expected vesting date will be March 2014. The performance conditions applicable to the first awards granted under the LTIP will be the ROCE and TSR measures mentioned above with such measures each applying to 50% of the shares in the award.

The first performance condition measures the ROCE of the Company against a target return. The ROCE element of the award will begin to vest if the cumulative ROCE over the performance period is 33% or greater (including inflation), with the full 50% vesting if the ROCE is 40.5%, or greater.

The second performance condition compares the TSR produced by the Company over the performance period with the TSR of companies in a comparator group. Recognising the Company's position as one of the largest providers of life and pension products in Europe, the comparator group comprises European financial services companies, namely Aegon, Ageas, Allianz, Axa, Generali, ING Group, Legal & General, Lloyds Banking Group, Prudential, RBS Group, Resolution, Royal & Sun Alliance, Standard Life and Zurich.

Achievement of median TSR performance within the comparator group triggers the vesting of 10% of the TSR element of the award, which rises to 50% if the Company's performance is in the upper quintile of the comparator group.

Whether or not the performance conditions have been met is determined by the Remuneration Committee. The Remuneration Committee will request an independent consultant to determine the relevant TSR positions. In respect of the ROCE calculation, the Remuneration Committee will request that the Group's auditor expresses a formal opinion on the basis of the calculation used.

There is no re-testing of any of the performance conditions.

Aviva All Employee Share Ownership Plan

The AESOP has been operated since 2001 and is being put to shareholders as the existing shareholder approval is due to expire on 24 April 2011.

The AESOP rules have been updated to bring them in line with current market standard and best practice.

Under the AESOP, three types of shares can be offered to employees based in the UK:

- i. Free shares;
- ii. Partnership shares; and
- iii. Matching shares.

The AESOP rules allow for all three elements, and the Directors have power to decide which, if any, of them should be implemented. Currently the AESOP offers employees free and partnership shares and the Company may decide to offer matching shares in the future.

The AESOP operates in conjunction with a trust, which holds shares on behalf of employees. The amendments to the AESOP have been submitted to HMRC for approval.

Eligibility

Executive directors and all employees of the Company and any subsidiaries designated by the Directors as participating companies must be eligible to join the AESOP, provided they are UK tax residents and have worked for the Company or a participating company for a qualifying period determined by the Directors, which may not exceed 18 months (currently no qualifying period is operated).

i. Free shares

The AESOP provides for the award of free shares worth up to a maximum set by the legislation (currently £3,000) to each eligible employee each year. The shares must generally be offered to employees on similar terms, but the award may be subject to performance targets. "Similar terms" means the terms may only be varied by reference to remuneration, length of service or hours worked.

Free shares must be held in trust for a period of between three and five years at the discretion of the Company and will be free of income tax if held in trust for five years. If a participant leaves the employment of the Aviva Group, his/her shares cease to be subject to the plan. The shares may be forfeited if the participant leaves the employment of the Aviva Group within three years of the award other than by reason of death, retirement, redundancy, injury or disability, or his/her employing company or business is sold out of the Aviva Group.

ii. Partnership shares

The AESOP provides for employees to be offered the opportunity to purchase shares out of monthly savings contributions from pre-tax salary of up to the maximum set by the legislation (currently £1,500 in each tax year, or 10% of salary if less). Employees can stop saving at any stage. The employees' contributions may be used to buy partnership shares immediately or may be accumulated for up to 12 months before they are used to buy shares. Where they are accumulated the price at which they are acquired is the lesser of the price at the beginning of the accumulation period and the end.

Partnership shares can be withdrawn from the plan by the participant at any time, but there will be an income tax liability if the shares are withdrawn before five years.

iii. Matching shares

The AESOP provides that where employees buy partnership shares, they may be awarded additional shares by the Company on a matching basis, up to a current maximum of two matching shares for each partnership share. No matching shares are currently offered. Matching shares must be held in trust for a minimum of three years and will be free of income tax if held in trust for five years.

If a participant withdraws his corresponding partnership shares before the trustees have held them for three years, he/she will forfeit the linked matching shares. If the participant ceases to be employed by the Aviva Group within the minimum three year period (or within such shorter period as the Directors may decide) other than for a specified reason such as death, retirement, redundancy, injury or disability, or his/her employing company or business being sold out of the Aviva Group, his/her matching shares will be forfeited.

Dividends

The AESOP provides that Directors may permit any dividends paid on the free, partnership or matching shares to be re-invested in the purchase of additional shares, which must be held in the plan for a period of three years.

Voting rights

Participants may direct the trustees how to exercise the voting rights attributable to the shares held on their behalf. The trustees will not exercise the voting rights unless they receive the participants' instructions.

General provisions applicable to all Plans Operation

Except in exceptional circumstances, grants of awards and options under the ABP and LTIP and awards of free shares under the AESOP will normally only be made within 42 days after the announcement of the Company's results for any period.

Grants under the Plans may be made by the Company or, with the consent of the Directors, 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 Directors will determine or, where grants will not be made by

the Company, approve the number of shares to be comprised in awards or options granted under the Plans.

Non-transferable

Awards and options will be personal to the participant and may not be transferred or assigned, except with the prior consent of the Directors (for example, to permit assignment to a family trust).

Clawback

A clawback provision is included in the ABP and LTIP under which an award may be reduced or cancelled prior to vesting. An award may be reduced or cancelled if the Directors determine that a participant or his team has engaged in misconduct which ought to result in full or partial lapse of an award or if there is a materially adverse misstatement of the Company's financial statements.

Dividend equivalent

Additional shares may be awarded on the vesting of awards (or exercise of options) under the ABP and LTIP to take account of dividends paid on the number of shares which vest (or are acquired on exercise) as if the dividend amount had been reinvested in shares.

Share usage

No new issue or treasury shares will be used in connection with the Plans unless and until the Plans have been approved by shareholders at the Annual General Meeting.

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

Awards may also be satisfied using treasury shares. If such shares are used, the Company will, so long as required under the guidelines of the Association of British Insurers, count them towards the dilution limits set out above.

Variation of share capital

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

Issue of shares

Any shares issued under the Plans 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 Directors, awards under the ABP and LTIP may be satisfied by paying participants a cash amount equal to the value of the shares. In the case of options, exercises may be satisfied by paying participants cash equivalent to the difference between the option price and the market value of the shares, or delivering shares to the value of that amount.

Amending the Plans

Although the Directors will have the power to amend the provisions of the Plans in any way, the provisions relating to:

- the participants;
- the limits on the number of shares which may be issued under the Plans;
- the individual limit;
- the basis for determining a participant's entitlement to shares or cash under the Plans or the adjustments of 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 Plans, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the Plans or for the Company or any other members of its Group).

Amendments to a key feature of the AESOP require prior approval by HMRC.

The Directors may establish further plans based on the Plans or add schedules to the Plans to take account of overseas securities laws, exchange controls or tax legislation.

Termination

The Plans may be terminated at any time and in any event no awards under the ABP and LTIP may be granted after the tenth anniversary of the approval by shareholders.

General

Awards and options under the ABP and LTIP and awards of free shares under the AESOP are granted for no consideration.

Benefits under the Plans are not pensionable.

Display wording

A copy of the rules of the Plans will be available for inspection during normal business hours on Monday to Friday each week (public holidays excepted) at the registered office of the Company, from the date of this document up to and including the date of the 2011 Annual General Meeting and at the place of the 2011 Annual General Meeting from 15 minutes prior to its commencement until its conclusion.