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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 2012

Notice of 2012 Annual General Meeting
The Barbican Centre, Silk Street, London EC2Y 8DS
Thursday, 3 May 2012 at 11am

Dear Shareholder

Annual General Meeting of Aviva plc (Aviva or the Company)

I am pleased to invite you to the Company's 2012 Annual General Meeting (the AGM), which will be held at 11am on Thursday, 3 May 2012 and accordingly enclose your Notice of Annual General Meeting (Notice of AGM). The meeting will again be held at the Barbican Centre, Silk Street, London EC2Y 8DS.

The AGM is an important event and it 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 2011, which will also be available to view and download from the Company's website at www.aviva.com/agm after the meeting.

Shareholders' questions

I invite you to join us at the AGM and encourage you to take advantage of this opportunity to talk with the directors and senior management team. Your directors are committed to an open and constructive dialogue with you as a shareholder and we regard the AGM as an important forum for engagement. We therefore welcome the opportunity to address any questions that you may have. If you are unable to attend the meeting but would like to ask a question relating to the business of the meeting, I would encourage you to send your question by email to aviva.shareholders@aviva.com and we will endeavour to provide you with a written response by post or by email if you supply us with your email address.

Board of directors

This will be my seventh and final AGM before I retire and John McFarlane takes over as chairman at the end of June. John was appointed as a non-executive director on 1 September 2011 and has been chairman designate since January of this year.

In addition to the appointment of John McFarlane, there have been several other changes to the membership of the Board since last year's AGM. Mark Hodges resigned as a director of the Company in June 2011 and was replaced by Trevor Matthews, who was appointed as chief executive, Aviva UK and as a director of the Company on 2 December 2011. Carole Pivnicka retired from the Board on 1 December 2011, having served nearly nine years as a non-executive director and Leslie Van de Walle will step down from the Board with effect from 2 May 2012. The Board was strengthened by the appointment of two new non-executive directors; Gay Huey Evans on 20 October 2011 and Glyn Barker on 27 February 2012.

I am pleased to welcome John, Trevor, Gay and Glyn to the Board and in accordance with the Company's articles of association they will each be standing for election by shareholders at the AGM. The UK Corporate Governance Code recommends that all directors of FTSE 350 companies should be subject to annual re-election by shareholders, and all of the directors of the Company, other than those submitting themselves for election for the first time and Leslie Van de Walle who will not be seeking re-election by shareholders, will therefore be submitting themselves for re-election by shareholders at the AGM. Biographical details for each of the directors are provided in the notes to each separate resolution proposing their election or re-election, in the Company's annual report and accounts for the year ended 31 December 2011 (the Annual Report) and on the Company's website at www.aviva.com/investor-relations/corporate-governance.

The Company takes corporate governance very seriously. In compliance with the UK Corporate Governance Code, the Nomination Committee of the Board continues to adhere to a rigorous and transparent process for the appointment of new directors. The continued effectiveness of the Board, its Committees and the Company's directors is assessed annually through a formal evaluation process and the Nomination Committee has reviewed the skills, backgrounds, knowledge and experience represented on the Board and recommends the election and re-election of all of the directors. Further details on how we have applied the principles of the UK Corporate Governance Code can be found in the corporate governance report on pages 97–105 of the Annual Report.



Lord Sharman of Redlynch OBE
Chairman

Business of meeting

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

In resolution 3, we are again seeking a shareholder vote on the Company's corporate responsibility report, which is set out on pages 72–88 in the Annual Report and is available on the Company's website at www.aviva.com/2011ar. The report describes the Aviva Group's corporate responsibility performance throughout our worldwide operations and is an important part of our strategy to deliver prosperity and peace of mind to our customers and to strengthen Aviva's standing as a sustainable business.

In June 2011, the Company announced that following a competitive tender process it proposed to appoint PricewaterhouseCoopers LLP as auditor of the Aviva Group commencing with the 2012 financial year. As resigning auditor, Ernst & Young LLP has provided the Company with a 'statement of circumstances' confirming that it resigned as auditor of the Company following the unsuccessful tender process. A copy of the 'statement of circumstances' is set out in Appendix 1 to this Notice of AGM. Following the resignation of Ernst & Young LLP with effect from 22 March 2012, the Board appointed PricewaterhouseCoopers LLP to fill a 'casual vacancy' in accordance with the Companies Act 2006 and resolution 19 proposes the re-appointment of PricewaterhouseCoopers LLP as auditor of the Company.

Resolution 28, which is proposed as a special resolution, seeks approval of certain amendments to the Company's articles of association. If approved by shareholders, revised articles of association will be adopted and a summary of the proposed amendments to the articles of association can be found in Appendix 2 to this Notice of AGM.

Voting arrangements

Voting at the AGM will again be taken on a poll. I would like to encourage all of 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.

If you wish to vote electronically, you can do so through www.aviva.com/agm.

Completed proxy instructions must be submitted to the Company's Registrar, Computershare Investor Services PLC (Computershare), as soon as possible, but in any event to arrive by no later than:

- **11am on Tuesday, 1 May 2012** for ordinary shareholders.
- **11am on Monday, 30 April 2012** for members of the Aviva Share Account and participants in the Aviva All Employee Share Ownership Plan.

Recommendation

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



Lord Sharman of Redlynch OBE
Chairman

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

Notice is hereby given that the Annual General Meeting (the AGM) of Aviva plc (the Company) will be held on Thursday, 3 May 2012 at 11am, at the Barbican Centre, Silk Street, London EC2Y 8DS for the transaction of the following business.

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 2011.

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 2011 (the Annual Report).

2. To approve the directors' remuneration report contained within the Company's Annual Report 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 2011.

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 2011 is set out on pages 114–136 of the Annual Report.

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

3. To receive and consider the corporate responsibility report contained within the Company's Annual Report.

The Company's corporate responsibility report can be found on pages 72–88 of the Annual Report. This resolution 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.

Additional information on the Company's 2011 corporate responsibility progress and performance can be found in the online corporate responsibility report at www.aviva.com/2011cr.

4. To declare a final dividend for the year ended 31 December 2011.

If resolution 4 is approved by shareholders, the final dividend for the year ended 31 December 2011 will be paid on 17 May 2012 to ordinary shareholders whose names are on the Register of Members at the close of business on 23 March 2012. The final dividend recommended by the directors is detailed on page 93 of the Annual Report and can also be viewed on the Company's website at www.aviva.com/2011ar.

Note to resolutions 5 to 8 below.

Under the Company's articles of association, any director appointed by the Board since the date of the last AGM is eligible to be elected to the Board by shareholders at the following AGM. Accordingly, Mr McFarlane, Ms Huey Evans, Mr Matthews and Mr Barker, whose biographical details are set out below, can be found on pages 90–91 of the Annual Report, and on the Company's website at www.aviva.com/investor-relations/corporate-governance, will be proposed for election by shareholders in accordance with the articles of association.

The Nomination Committee conducted a formal, rigorous and transparent procedure for the appointment of the new directors. External recruitment consultants were used to identify suitable candidates, and the Nomination Committee led the process of assessing each candidate's experience, knowledge, skills and independence. Recruitment for the position of chairman designate was led by the senior independent director. As part of the interview process, candidates met with members of the Board and relevant Committees. The Nomination Committee recommended the appointment of the candidates to the Board and the appointments were approved by the Financial Services Authority.

The Nomination Committee fully supports the election of Mr McFarlane, Ms Huey Evans, Mr Matthews and Mr Barker by shareholders.

5. To elect John McFarlane OBE as a director of the Company.

John McFarlane was appointed to the Board as a non-executive director on 1 September 2011, has been chairman designate since January 2012 and will become Chairman of the Board at the end of June 2012.

He is currently a non-executive director of The Royal Bank of Scotland Group plc (until 30 March 2012), Westfield Holdings Limited and Old Oak Holdings Limited.

Mr McFarlane was formerly chief executive officer of Australia and New Zealand Banking Group Limited (ANZ Bank), executive director of Standard Chartered plc, head of Citicorp and Citibank UK and Ireland and managing director of Citicorp Investment Bank Limited. He is a former director and council member of The London Stock Exchange, and was formerly a non-executive director of Capital Radio plc, The Securities Association (UK securities regulator), the Auditing Practices Board and the Business Council of Australia. He is a former chairman of the Australian Bankers Association.

Mr McFarlane has substantial global listed company experience and an excellent track record spanning over thirty years in the UK and international financial services industry, culminating in ten years as the highly successful chief executive officer of ANZ Bank and as a director of The Royal Bank of Scotland Group plc. He has extensive experience in banking, including investment, corporate and retail banking, as well as general management, insurance, strategy, risk and cultural change. His wide ranging board and executive experience provides him with the requisite skills for his succession to the chairmanship of the Company and the Board upon Lord Sharman's retirement.

Mr McFarlane's performance has been reviewed by the Chairman as part of the Board effectiveness review to ensure that he contributes effectively and demonstrates commitment to the role.

Through its Nomination Committee (excepting Mr McFarlane), the Board has undertaken appropriate due diligence on Mr McFarlane's other interests and his external time commitments and has concluded that he is free from any relationship or circumstances that could affect his independent judgement. Accordingly, the Board, having reviewed Mr McFarlane's experience, performance and the contribution he has made to date, recommends his election as a director.

Mr McFarlane is a member of the Nomination Committee.

6. To elect Gay Huey Evans as a director of the Company.

Gay Huey Evans was appointed to the Board on 20 October 2011. She is currently a non-executive director of The London Stock Exchange Group plc and Clariden Leu (Europe) Limited. She is also a member of the management board and of the panel of finance experts of the Panel of Recognised International Market Experts in Finance (PRIME Finance) and a trustee of Wellbeing of Women (UK) and The Wigmore Hall Trust.

She was formerly vice chairman, Investment Banking & Investment Management at Barclays Capital and held senior management positions at Citi Alternative Investments (EMEA), the Financial Services Authority and Bankers Trust Company. She is a former vice chairman of the board and non-executive chairman, Europe of the International Swaps and Derivatives Association, Inc. (ISDA).

Ms Huey Evans has over thirty years of experience within the financial services industry, having held key positions in government and in a number of global financial and banking institutions. In addition to the financial services expertise she brings to the Board, her experience at the Financial Services Authority provides an insight into the priorities and focus of the Group's lead regulator.

Ms Huey Evans' performance has been reviewed by the Chairman as part of the Board effectiveness review to ensure that she contributes effectively and demonstrates commitment to the role.

Through its Nomination Committee, the Board has undertaken appropriate due diligence on Ms Huey Evans' other interests and her external time commitments and has concluded that she is free from any relationship or circumstances that could affect her independent judgement. Accordingly, the Board, having reviewed Ms Huey Evans' experience, performance and the contribution she has made to date, recommends her election as a director. *Ms Huey Evans is chairman of the Corporate Responsibility Committee.*

7. To elect Trevor Matthews as a director of the Company.

Trevor Matthews was appointed to the Board on 2 December 2011 as chief executive, Aviva UK.

He was previously chief executive officer and vice chairman of Friends Life and chief executive officer of Friends Provident plc. He was formerly chief executive of Standard Life Assurance Company Limited, president and chief executive officer of Manulife Japan, executive vice president, Canadian operations and chairman, Manulife Bank, Toronto and held a number of senior management positions at National Australia Bank and Legal & General Assurance Holdings Australia Limited.

Mr Matthews has over thirty years of executive experience in the financial services industry. He has an outstanding track record of achievement in the insurance sector globally and brings to the Board in-depth operational and strategic knowledge of life assurance and financial services operations.

Mr Matthews' performance has been reviewed by the Chairman as part of the Board effectiveness review to ensure that he contributes effectively and demonstrates commitment to the role. Following the review of Mr Matthews' experience and performance to date, the Board recommends his election as a director.

8. To elect Glyn Barker as a director of the Company.

Glyn Barker was appointed to the Board on 27 February 2012. He is currently a non-executive director of The Berkeley Group Holdings plc and a trustee of the English National Opera.

Mr Barker was most recently vice chairman, UK of PricewaterhouseCoopers LLP and held a number of other senior management positions at PricewaterhouseCoopers LLP, including leading the executive team for the Europe, Middle East, Africa and India region. He was also formerly UK managing partner, UK head of assurance and a member of the UK management board.

Mr Barker has extensive experience as a business leader and a senior advisor to the boards of several FTSE100 companies on a wide variety of corporate and financial issues. He brings to the Board a deep understanding of audit and regulatory issues, as well as in-depth transactional experience.

As part of the appointment process, the Nomination Committee has undertaken appropriate due diligence on Mr Barker's other interests and his external time commitments and has concluded that he is free from any relationship or circumstances that could affect his independent judgement. Accordingly, the Board, having reviewed Mr Barker's experience, recommends his election as a director.

Note to resolutions 9 to 18 below.

The UK Corporate Governance Code issued by the Financial Reporting Council recommends that all directors of FTSE 350 companies stand for annual re-election. Therefore all of the directors other than Mr McFarlane, Ms Huey Evans, Mr Matthews and Mr Barker (who are seeking election for the first time) and Mr Van de Walle (who is not seeking re-election by shareholders) will be submitting themselves for re-election by shareholders at this year's AGM. The directors' biographical details are set out below, can be found on pages 90-91 of the Annual

Report, and on the Company's website at www.aviva.com/investor-relations/corporate-governance.

9. 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 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 and Leicester plc, St Modwen Properties plc and the Almeida Theatre Company Limited.

Mrs Francis has had a long and distinguished career and has broad experience as a non-executive director. With her background in government affairs and the financial services industry, coupled with long standing senior and governance positions across a range of industries, she has the financial knowledge and business acumen to provide rigorous challenge in the discussions of the Board.

Mrs Francis' performance has been reviewed by the Chairman as part of the Board effectiveness review to ensure that she contributes effectively and continues to demonstrate commitment to the role.

Through its Nomination Committee (excepting Mrs Francis), the Board has undertaken appropriate due diligence on Mrs Francis' other interests and her external time commitments. As she has served on the Board for over six years, her independence was subject to particularly rigorous review and the Board has concluded that she continues to be free from any relationship or circumstances that could affect the exercise of her independent judgement. As a result of her length of service and commitment, she possesses an in-depth knowledge of the Group that is invaluable to the Board and the committees on which she serves. Accordingly, the Board, having reviewed Mrs Francis' performance and the contribution she has made to date, recommends her re-election as a director.

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

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

Richard Goeltz was appointed to the Board on 3 May 2004 and became 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 and the European Equity Fund, a member of the Council and Court of Governors of the London School of Economics and Political Science and a trustee of the American Academy in Berlin.

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 over forty years of experience in corporate finance including twenty years in the financial services industry. He has a broad range of both executive and non-executive business experience in major global corporations. His experience of audit and governance committees has been invaluable in providing effective oversight as a member of the Company's Audit Committee and he continues to make a valuable contribution to the deliberations of the Board. As the senior independent director he met with the major institutional investors during the year. He provided strong support to the Board and the Nomination Committee, particularly in relation to the Chairman's succession.

Mr Goeltz's performance has been reviewed by the Chairman as part of the Board effectiveness review to ensure that he contributes effectively and continues to demonstrate commitment to the role.

Through its Nomination Committee (excepting Mr Goeltz), the Board has undertaken appropriate due diligence on Mr Goeltz's other interests and his external time commitments. As he has served on the Board for over six years, his independence was subject to particularly rigorous review. The Board concluded that he continues to be free from any relationship or circumstances that could affect the exercise of his independent judgement. As a result of his length of service and commitment, he possesses an in-depth knowledge of the Group that is invaluable to the Board, the Audit Committee and the Nomination Committee. Accordingly, the Board, having reviewed Mr Goeltz's performance and the contribution he has made to date, 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.

11. 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 (where she chairs the Audit Committee), DBS Bank Limited, DBS Group Holdings Limited, Singapore Exchange Limited, CapitaLand Limited and the Singapore Chinese Girls' School. She is also chairman of the Singapore International Foundation.

She was formerly chairman of the Accounting Standards Council of Singapore and chief executive officer of Standard Chartered Bank in Singapore.

Ms Goh has over twenty years of global executive experience in the financial services industry. In addition, she has substantial non-executive and board committee experience, including membership of a number of board committees at DBS Group Holdings Limited and Singapore Airlines Limited. She has a strong understanding of risk and product issues in financial services and continues to provide valuable insight to the Company's operations, particularly in the Asia Pacific region.

Ms Goh's performance has been reviewed by the Chairman as part of the Board effectiveness review to ensure that she contributes effectively and continues to demonstrate commitment to the role.

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

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

12. 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 Bank Limited, Macquarie Group Limited and Australian Rugby Union. He is also chairman of the George Institute for Global Health, a director/trustee of the George Institute for Global Health (UK) and a member of the advisory council at General Enterprise Management Services International Limited, the Hong Kong based private equity firm.

He was formerly chief executive officer and managing director of Insurance Australia Group and former chairman of the Insurance Council of Australia.

He is a Senior Fellow of the Financial Services Institute of Australasia and a Fellow of the Australian Institute of Company Directors.

Mr Hawker has a wealth of financial services knowledge gained over nearly thirty years in the banking and insurance industries in both executive and non-executive roles in Europe, Asia and Australia. He also has significant experience of risk committees which has been invaluable in the review and implementation of the Group's risk management framework

and he has made a significant contribution to the discussions of the Board.

Mr Hawker's performance has been reviewed by the Chairman as part of the Board effectiveness review to ensure that he contributes effectively and continues to demonstrate commitment to the role.

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

Mr Hawker is chairman of the Risk Committee and a member of the Audit and Remuneration Committees.

13. To re-elect Igal Mayer as a director of the Company.

Igal Mayer was appointed to the Board on 19 January 2011 as chief executive, Aviva Europe.

He joined the Group in 1989 and held a number of senior management positions before becoming chief financial officer and executive vice-president of Aviva Canada, managing director, London markets for CGU Insurance and finance director for Norwich Union Insurance. Mr Mayer was previously president and chief executive officer of Aviva Canada, chief executive of Aviva UK General Insurance and chief executive of Aviva North America.

Mr Mayer has had a long and diverse career at Aviva with an excellent track record of improving business performance. Most recently, he has led the restructuring of Aviva's European regional operations to strengthen the businesses and create a leaner cost base. He brings to the Board a truly international perspective and a detailed knowledge of the insurance industry.

Mr Mayer's performance has been reviewed by the Chairman as part of the Board effectiveness review to ensure that he contributes effectively and demonstrates commitment to the role. Following the review of Mr Mayer's performance and the contribution he has made to date, the Board recommends his re-election as a director.

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

Andrew Moss was appointed to the Board on 10 May 2004. He joined as group finance director in May 2004 and was appointed group chief executive in July 2007. He is treasurer and a member of the board of The Geneva Association and a member of the board of the Association of British Insurers.

He was previously the director of finance, risk management and operations at Lloyd's of London and formerly held a number of senior management positions at HSBC plc.

Mr Moss has extensive experience in the financial services industry and a track record of successfully leading businesses through challenging economic conditions. He has successfully led the Group since 2007, and through his clear strategic vision and strong leadership skills he has strengthened the Company's position as one of the world's leading insurers.

Mr Moss' performance has been reviewed by the Chairman as part of the Board effectiveness review to ensure that he contributes effectively and demonstrates commitment to the role. Following the review of Mr Moss' performance and the contribution he has made to date, the Board recommends his re-election as a director.

Mr Moss is a member of the Corporate Responsibility and Nomination Committees and a member of the supervisory board of Delta Lloyd N.V.

15. 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. 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 has 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 extensive global experience in various executive functions within the insurance industry. He also has an excellent track record of driving change programmes and corporate actions to deliver improved profitability. With his significant financial experience and global perspective, he has helped to develop and execute the Group's strategy in a challenging macro-economic environment.

Mr Regan's performance has been reviewed by the Chairman as part of the Board effectiveness review to ensure that he contributes effectively and demonstrates commitment to the role. Following the review of Mr Regan's performance and the contribution he has made to date, the Board recommends his re-election as a director.

Mr Regan is a member of the supervisory board of Delta Lloyd N.V.

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

Lord Sharman was appointed to the Board on 14 January 2005 and became chairman in January 2006. It is intended that Lord Sharman will retire in June 2012. He is currently also president of GamCare, the gaming charity.

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

During 2011, Lord Sharman led an inquiry on behalf of the Financial Reporting Council to identify lessons for companies and auditors addressing going concern and liquidity risks and to recommend measures to improve the existing reporting regime in relation to these matters.

Lord Sharman has wide ranging international experience in the financial services industry and has a wealth of non-executive experience which includes numerous 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.

Lord Sharman's performance has been reviewed by the senior independent director, Richard Goeltz, and the other directors as part of the Board effectiveness review to ensure that he leads the Board effectively and continues to demonstrate commitment to the role. As Lord Sharman has served on the Board for over seven years, his contribution was subject to particularly rigorous review.

Through its Nomination Committee (excepting Lord Sharman), the Board has undertaken appropriate due diligence on his other interests and his external time commitments and has concluded that he is free from any relationship or circumstances that could affect the exercise of his independent judgement. The Nomination Committee further concluded that Lord Sharman's length of service and detailed knowledge of the Group was a positive benefit in his role as chairman of the Board and would ensure the orderly succession of the chairmanship of the Company to John McFarlane in June 2012.

Accordingly, the Board, having reviewed Lord Sharman's performance and the contribution he has made to date, recommends his re-election as a director.

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

17. 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 Biocon Limited, Signet Jewelers Limited and Mytrah Energy Limited.

He was formerly group finance director of BAA plc, Wellcome plc and Coats Viyella plc, treasurer and trustee of the British Red Cross and previously a member of the Finance Commission of the International Federation of the Red Cross.

He was formerly senior independent non-executive director of Stagecoach Group plc and Hilton Group plc and a non-executive director of Delphic Diagnostics Limited and the Mersey Docks and Harbour Company.

Mr Walls has a strong financial background and significant international business experience. With his financial acumen, thorough, common sense approach and experience on the audit committees of a number of listed companies, he has provided an invaluable contribution to the discussions of the Board and of the Audit Committee, most recently in relation to the external audit tender.

Mr Walls' performance has been reviewed by the Chairman as part of the Board effectiveness review to ensure that he contributes effectively and continues to demonstrate commitment to the role.

Through its Nomination Committee (excepting Mr Walls), the Board has undertaken appropriate due diligence on Mr Walls' other interests and his external time commitments. As he has served on the Board for over seven years, his independence was subject to particularly rigorous review and the Board has concluded that he continues to be free from any relationship or circumstances that could affect the exercise of his independent judgement. The Nomination Committee further concluded that Mr Walls' length of service is a positive benefit in his role as chairman of the Audit Committee due to his deep and long-standing knowledge of the Group. Accordingly, the Board, having reviewed Mr Walls' performance and the contribution he has made to date, recommends his re-election as a director.

Mr Walls is chairman of the Audit Committee and a member of the Nomination and Risk Committees.

18. 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 adviser to Best Buy Co., Inc.

He was formerly chief executive officer of Best Buy Europe, a director of The Boots Company plc (now known as The Boots Company Limited) and managing director and retail director of Boots the Chemist at Alliance Boots plc. He also previously held a number of senior executive positions at Tesco plc, including chief executive of Tesco in Japan.

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 Company's strategy of putting the customer at the heart of business and has greatly contributed to the deliberations of the Board. As the chairman of the Company's Remuneration Committee, he led the strategic review of executive remuneration within the Group and consulted closely with major investors to ensure that the Group's executive remuneration is aligned with stakeholder needs.

Mr Wheway's performance has been reviewed by the Chairman as part of the Board effectiveness review to ensure that he contributes effectively and continues to demonstrate commitment to the role.

Through its Nomination Committee, the Board has undertaken appropriate due diligence on Mr Wheway's other interests and his external 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 performance and the contribution he has made to date, 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.

19. To re-appoint PricewaterhouseCoopers 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. On the recommendation of the Audit Committee, the Board appointed PricewaterhouseCoopers LLP as auditor of the Company to fill a casual vacancy following a competitive tender process and the subsequent resignation of Ernst & Young LLP as auditor of the Company with effect from 22 March 2012. Accordingly, shareholder approval is now sought to re-appoint PricewaterhouseCoopers LLP as auditor of the Company. As resigning auditor, Ernst & Young LLP has provided the Company with a 'statement of circumstances' confirming that it resigned as auditor of the Company following the unsuccessful tender process. A copy of the 'statement of circumstances' is set out in Appendix 1 to this Notice of AGM.

20. 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 AGM that the directors decide on the level of such remuneration.

Note to resolutions 19 and 20 above.

Details of work undertaken by the auditor, its remuneration and the Company's policy with respect to non-audit work are set out on pages 109–110 of the Annual Report.

Authority to allot new securities

21. 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 £242,165,561.58; and**
- (b) comprising equity securities (as defined in section 560 of the Act) up to a further aggregate nominal amount of £242,165,561.58 in connection with an offer by way of a rights issue.**

Unless previously renewed, revoked or varied, the authority conferred by this resolution 21 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 2013 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 21, '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 AGM 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 AGM.

The Board recommends that this authority be renewed and paragraph (a) of resolution 21 will, if passed, authorise the directors to allot the Company's unissued shares up to a maximum nominal amount of £242,165,561.58, 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 12 March 2012. As at the close of business on 12 March 2012, the Company did not hold any treasury shares.

Paragraph (b) of resolution 21 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 £242,165,561.58, 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 12 March 2012 (and which together with the nominal amount of any relevant securities issued under the authority conferred by paragraph (a) of resolution 21 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 AGM, 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 21 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 AGM of the Company and 1 July 2013. 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 22, which will be proposed as a special resolution:

22. That, subject to the passing of resolution 21, 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 21 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 21 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 £36,324,834; and**

(b) in the case of the authority granted under paragraph (b) of resolution 21, 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 22 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 2013 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 22, 'rights issue' has the same meaning given in resolution 21 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 22, which will be proposed as a special resolution, seeks to renew the authority conferred on the directors at last year's AGM 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 22 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 £36,324,834, which represents 5% of the issued ordinary share capital of the Company as at the close of business on 12 March 2012. The authority being sought in paragraph (b) of resolution 22 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 AGM of the Company and 1 July 2013.

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.

Purchase of own ordinary shares by the Company

To consider and, if thought fit, pass the following resolution 23, which will be proposed as a special resolution:

23. 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 290 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 2013 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 23, which will be proposed as a special resolution, seeks to renew the authority granted at last year's AGM, which expires on the date of the forthcoming AGM 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 290 million (representing less than 10% of the issued ordinary share capital of the Company as at the close of business on 12 March 2012) and sets minimum and maximum prices. This authority will expire at the conclusion of the next AGM of the Company after the date of the passing of this resolution or, if earlier, 1 July 2013.

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 12 March 2012, there were options and awards over 62,903,115 ordinary shares excluding Restricted Share Awards in the capital of the Company, which represented 2.16% 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 AGM and the authority proposed to be granted under resolution 23 were both exercised in full, these options and awards would, assuming no further ordinary shares are issued after that

date, represent 2.7% of the Company's issued ordinary share capital (excluding treasury shares) as at that date. This percentage would reduce to 2.4% if no further purchases are made under the authority granted at last year's AGM but the authority proposed to be granted under resolution 23 was exercised in full. As at the close of business on 12 March 2012, 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

To consider and, if thought fit, pass the following resolution 24, which will be proposed as a special resolution:

24. 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 2013 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 8½% cumulative irredeemable preference shares by the Company

To consider and, if thought fit, pass the following resolution 25, which will be proposed as a special resolution:

25. 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 8½% cumulative irredeemable preference shares of £1 each in the capital of the Company (8½% preference shares) provided that:

- (a) the maximum aggregate number of 8½% preference shares authorised to be purchased is 100 million;
- (b) the minimum price which may be paid for an 8½% preference share is 25 pence;
- (c) the maximum price which may be paid for an 8½% preference share is an amount equal to 105% of the average of the middle-market quotations of an 8½% preference share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8½% 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 2013 save that the Company may make a contract to purchase 8½% 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 8½% preference shares in pursuance of any such contract.

Note to resolutions 24 and 25 above.

Resolutions 24 and 25, which will be proposed as special resolutions, seek to renew the authorities granted at last year's AGM 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 AGM of the Company after the date of the passing of this resolution or, if earlier, 1 July 2013. 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 capital of such preference shares would be divided into, and reclassified as, ordinary shares of 25 pence each in the capital of the Company.

Political donations

26. 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 2013, 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 26, '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 26 seeks to renew the authority granted at last year's AGM 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 donations to EU political organisations or to incur other political expenditure 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. During the year, the Aviva USA Political Action Committee, which is funded solely by voluntary contributions from employees of Aviva USA Corporation (a subsidiary of the Company), made contributions to six candidate campaigns and industry political action committees. The total sum of the donations made was \$11,250 and the donations were used to support candidates for nomination and/or election to public office.

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 26 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 27, which will be proposed as a special resolution:

27. 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 permit companies to use the 14 clear days' notice period for general meetings if the company provides a facility for shareholders to vote by electronic means and a special resolution reducing the period of notice to 14 days has been passed at the last AGM. 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.

At the last AGM 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 AGM, when it is intended that a similar resolution will be proposed in order to renew this power.

To adopt new Articles of Association

To consider and, if thought fit, pass the following resolution 28, which will be proposed as a special resolution:

28. That the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

This resolution, which will be proposed as a special resolution, proposes to adopt a new set of articles of association to reflect certain amendments which take account of developing practice and provide increased flexibility for the Board. The new articles of association as proposed to be adopted pursuant to resolution 28 will take effect from the conclusion of the AGM. The principal differences between the new and the existing articles of association are summarised in Appendix 2 to this Notice of AGM.

A copy of the Company's existing articles of association, and a copy marked to show the differences between those and the new articles of association as proposed to be adopted pursuant to resolution 28, will be available for inspection up to the time of the AGM at the registered office of the Company during usual business hours and at the place of the AGM from 10.45am until the conclusion of the meeting.

By order of the Board



Kirstine Cooper

Group General Counsel and Company Secretary

Aviva plc

Registered office:

St Helen's, 1 Undershaft, London EC3P 3DQ

Registered in England and Wales, No. 2468686

29 March 2012

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 AGM. 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. Registration of proxy instructions electronically through www.aviva.com/agm will appoint the appropriate proxy. Alternatively, the Form of Proxy card issued with hard copies of this Notice of AGM can be completed and returned. Aviva Share Account members may instruct Computershare Company Nominees Limited to vote on their behalf on a poll and participants in Aviva's All Employee Share Ownership Plan may instruct Computershare Trustees Limited 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 section 360B(2) of the Act, the Company specifies that only those shareholders registered on the relevant Register of Members of the Company as at 6pm on Tuesday, 1 May 2012 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time, or in the event of an adjournment of this AGM, shareholders on the register of members 48 hours (excluding non-working days) before the scheduled time for the adjourned AGM. Changes to entries on the relevant Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Voting through the CREST electronic proxy appointment service

4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM 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 Computershare (ID 3RA50) by 11am on Tuesday, 1 May 2012. 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 Computershare 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.

Shareholder requests

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 report and accounts 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 AGM 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: (i) if it is undesirable in the interests of the Company or the good order of the AGM, (ii) if to do so would unduly interfere with the preparation for the meeting, (iii) if to do so would involve the disclosure of confidential information, or (iv) 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' employment contracts; (ii) the non-executive directors' letters of appointment; (iii) qualifying third-party indemnity provisions of which the directors have the benefit; and (iv) a copy of the Company's existing articles of association and a copy marked to show the differences between those and the articles of association as proposed to be adopted pursuant to resolution 28 will be available for inspection at the Company's Registered Office during normal business hours on Monday to Friday each week from the date of this Notice of AGM until the time of the meeting (public holidays excepted), and at the place of the AGM from 10.45am until the close of the meeting.

Issued share capital and total voting rights

8. At the close of business on 12 March 2012 (being the last practicable business day prior to the publication of this Notice of AGM) the issued share capital of the Company was 2,905,986,739 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 12 March 2012 was 2,905,986,739.

Website

9. A copy of this Notice of AGM, 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

AGM commences.

Refreshments will be served before and after the AGM.

Attendance at the meeting

- Please bring the Attendance Card, which is attached to the Form of Proxy or Aviva Share Account Voting Instruction Form (the Voting Card), with you if you attend the AGM. If you do not have an Attendance Card your right to attend will be verified by the Company's Registrar, Computershare.
- Representatives of corporate shareholders will have to produce evidence of their proper appointment when attending the AGM. Please contact Computershare if you need any further guidance on this.

AGM presentations

- If you are unable to attend the meeting, the presentations and 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 large bags should be stored in the cloakroom. 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 and other portable electronic devices.

Shareholders with special needs

- Any disabled shareholders are advised to use Car Park 3 for easier access to the AGM.
- 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 a marshal will assist you.
- If you are unable to attend the AGM, 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 by email to aviva.shareholders@aviva.com.
- 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 AGM 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.
- There are four ways in which shareholders can vote:
 1. In person at the meeting.
 2. Appoint a proxy electronically to vote on your behalf via www.aviva.com/agm
 3. Complete and sign the Form of Proxy or the Voting Card, and return it to Computershare.
 4. CREST members may vote via the CREST electronic voting system in accordance with the instructions detailed on page 9 of this document.
- 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 the Voting Card to hand when you log on as it contains information which is required in the process.
- Alternatively, you can complete the Form of Proxy or the Voting Card and return it to the Company's Registrar, Computershare. A prepaid envelope addressed to Computershare 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.
- Voting instructions must be received by Computershare by:
 - no later than 11am on Monday, 30 April 2012 for members of the Aviva Share Account and participants in the Aviva All Employee Share Ownership Plan; and
 - no later than 11am on Tuesday, 1 May 2012 for ordinary shareholders.
- 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 AGM where there is information on how to proceed.

Limitations of electronic addresses

You may not use any electronic address provided in either this Notice of AGM 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 AGM in an alternative format such as in large print or audio, please contact our Registrar, Computershare, on 0871 495 0105.

SCRIP Dividend Scheme

The Company has made some minor amendments to the terms and conditions of the Aviva Scrip Dividend Scheme (the Scheme). A copy of the amended terms and conditions are either enclosed with a hard copy of this Notice of Meeting or can be downloaded from the Company's website at www.aviva.com/agm

Please note that participation in the Scheme is not open to any person in the United States of America, its territories and possessions, Canada, or in any jurisdiction outside the United Kingdom where such an offer would require compliance by the Company with any governmental or regulatory procedures or any similar formalities.

Dividend mandates

Shareholders who had their dividends paid directly into their bank account during 2011, and did not receive individual tax vouchers, will find details of these dividends either on the enclosed consolidated tax voucher or, for Aviva Share Account members, on the enclosed Aviva Share Account annual statement and consolidated tax voucher. Shareholders who have not currently elected to have their dividends paid directly into their bank account will find a dividend mandate form enclosed with a hard copy of this Notice of AGM.

Key information and contacts


Computershare Investor Services PLC (Computershare) were appointed as the Company's Registrar and employee share plan administrator in July 2011.

For ordinary shareholders and members of the Aviva Share Account

If you require any help or further information regarding your shareholding, please contact Computershare using the contact details below:

 **Via the internet:** www.investorcentre.co.uk/contactus

 **By email:** avivaSHARES@computershare.co.uk

 **By telephone:** 0871 495 0105
Lines are open from 8.30am to 5pm (UK time), Monday to Friday. Please call +44 117 378 8361 if calling from outside of the UK.


 **In writing:** Computershare Investor Services PLC,
The Pavilions, Bridgwater Road, Bristol BS99 6ZZ

For American Depositary Receipt Holders

- If you hold Aviva plc American Depositary Receipts (ADRs) as of the US record date, 23 March 2012, you will be entitled to attend, speak and vote at the AGM. 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 Aviva's ADR Depository Bank, to arrive by the voting deadline, 10am EST (New York City time) on 26 April 2012.
- 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 contact details below.

If you require any help or further information regarding your shareholding, please contact Citibank who maintain the Company's register of ADR holders using the contact details below:

 **Via the internet:** Citibank@shareholders-online.com

 **By telephone:** 1 877 248 4237 (1 877-CITI-ADR) or +1 781 575 4555 if you are calling from outside the US. (Lines are open from 8.30am to 6.00pm, Monday to Friday US Eastern Standard Time).

 **In writing:** Citibank Shareholder Services, PO Box 43077, Providence, Rhode Island 02940-5000 USA

APPENDIX 1



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www.ey.com/uk

The Directors
Aviva plc
St Helen's
1 Undershaft
London
EC3P 3DQ

22 March 2012

Direct line: +44 20 7951 1404
Direct fax: +44 20 7951 1072
Email: jdean1@uk.ey.com

Dear Sirs

Aviva plc

In accordance with section 516 of the Companies Act 2006, we write to notify you of our resignation as auditor of Aviva plc. This resignation takes effect from 22 March 2012.

In accordance with section 519(3) of that Act, we confirm that the circumstances connected with our ceasing to hold office are that we have resigned following an unsuccessful tendering process.

We draw your attention to the fact that Aviva plc has its own statutory obligations where we have ceased to hold office (as detailed, in particular, in Sections 517, 520 and 523 of the Act), including, depending on the circumstances, the requirement to notify the appropriate audit authority if we cease to hold office before the end of our term of office as auditors. Further guidance on this notification has been issued by the appropriate audit authorities – the Professional Oversight Board (POB) and the Institute of Chartered Accountants in England and Wales (ICAEW) and can be found on <http://www.frc.org.uk/pob/regulation/companies.cfm> and <http://www.icaew.com/en/technical/audit-and-assurance/working-in-the-regulated-area-of-audit> respectively.

If you have any questions on your legal obligations we recommend that you seek legal advice.

Yours faithfully

Ernst & Young LLP



INVESTOR IN PEOPLE

The UK firm Ernst & Young LLP is a limited liability partnership registered in England and Wales with registered number OC300001 and is a member firm of Ernst & Young Global Limited. A list of members' names is available for inspection at 1 More London Place, London SE1 2AF, the firm's principal place of business and registered office.

APPENDIX 2**Summary of principal changes to the Company's articles of association**

It is proposed in resolution 28 to adopt a new set of articles of association (the New Articles) with effect from the conclusion of the AGM. In adopting the New Articles, the opportunity has been taken to update the existing articles of association (the Existing Articles) to reflect changes in best practice since the Existing Articles were adopted in April 2010 and to provide further clarification of certain aspects of the operation of the Existing Articles. The changes introduced in the New Articles are summarised below. A copy of the New Articles is available for inspection as set out in the note which appears below resolution 28 in the Notice of AGM.

1. Retirement by rotation

The Existing Articles provide that at each annual general meeting one-third of the directors who are subject to retirement by rotation shall retire from office. However, in accordance with the recommendations of the UK Corporate Governance Code the Board has resolved that, as was the case at last year's AGM, all the Company's directors (other than those standing for election as a result of having been appointed since last year's AGM) will stand for re-election at this year's AGM. It is proposed that the New Articles will include a provision that will allow the Company to function in circumstances where an insufficient number of directors are elected or re-elected at one of the Company's general meetings, thereby leaving the board inquorate. In such circumstances, it is proposed that all the directors would be automatically re-elected for the purposes of filling vacancies and convening general meetings of the Company and to perform such duties as are appropriate to maintain the Company as a going concern and to enable it to comply with its legal and regulatory obligations.

2. Untraced shareholders

It is proposed that the New Articles will amend the Existing Articles to provide additional flexibility in relation to trying to locate shareholders who are considered untraced after a period of twelve years. The Existing Articles provide that the Company is able to sell the share(s) of an untraced shareholder after a period of twelve years if the conditions for doing so as set out in the Existing Articles have been satisfied. These conditions include a requirement for the Company to give notice of its intention to exercise its power of sale by means of an advertisement in a national newspaper and in a newspaper circulating in the area of the last known address the Company has for the untraced shareholder.

It is proposed that the New Articles will provide additional flexibility in relation to trying to locate any such untraced shareholder by removing the requirement for the Company to give notice of its intention to sell the share(s) by advertisement in such newspapers and by providing instead that the Company shall have employed such steps as it deems reasonable in the circumstances to trace such shareholder. This may include the Company employing a professional asset reunification company or other tracing agent to initiate a thorough proactive search for shareholders who have not kept their details up-to-date, or the use of newspaper advertisements or any other means which the Company deems appropriate in addition to sending a notice to the last known address the Company has for the untraced shareholder.

3. Non-executive directors' fees

In line with guidance from the Association of British Insurers, the Existing Articles contain a monetary cap on the aggregate amount of fees which may be paid to non-executive directors. It is proposed that the cap on the amount of non-executive directors' fees in the New Articles be increased from £1,500,000 to £2,000,000. The cap was last reviewed in 2005 and it is proposed that it be increased in order to provide the Company with sufficient headroom and flexibility to maintain its non-executive directors' fee levels in line with the market.

4. Borrowing powers

It is proposed to amend the Existing Articles to provide further clarification that, in calculating the maximum amount which the Company is permitted to borrow, the amount of any borrowings between the Company and its subsidiary undertakings, or between subsidiary undertakings of the Company, are excluded from the calculation. This does not affect the current requirement that the Company's borrowings shall not exceed twice the Share Capital and Consolidated Reserves as defined in the Existing Articles but does increase the clarity of the provisions and reflects existing practice in applying the provisions of the Existing Articles.

5. Method of payment

It is proposed that the New Articles are amended to provide the Company with additional flexibility to prescribe the manner in which cash dividends are paid. Currently, the Company pays dividends by electronic payment or by cheque. Over time the use of cheques has reduced and the proposed amendment will enable the Company to distribute dividend payments in the most efficient manner including, if the Company determines that it is in the best interests of shareholders, by electronic payment only. It is proposed that the Company will retain the ability to pay dividends in accordance with all of the methods of payment provided for in the Existing Articles and that it will have the flexibility to apply different methods of payment to different shareholders or groups of shareholder (such as overseas shareholders).