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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.



2 April 2013

Notice of 2013 Annual General Meeting
The Barbican Centre, Silk Street, London EC2Y 8DS
Thursday, 9 May 2013 at 11am

Dear Shareholder

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

I am pleased to invite you to the Company's 2013 Annual General Meeting (the AGM), which will be held at 11am on Thursday, 9 May 2013 and accordingly enclose your Notice of Annual General Meeting (Notice of AGM). The meeting will 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 Mark Wilson, the group chief executive officer (Group CEO), 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 encourage you to take advantage of this opportunity to talk with the directors and the 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. If you are unable to attend the meeting but would like to ask a question relating to the business of the meeting, please send your question by email to aviva.shareholders@aviva.com and we will endeavour to provide you with a response as soon as possible.

Board of directors

This will be my first AGM since I took over the chairmanship of the Company from Lord Sharman on 1 July 2012. Both the Board and I would like to thank him for his strong stewardship of the Company over six years.

The past year has marked a period of change for the Company and for the Board. Most significantly, Mark Wilson was appointed as a director on 1 December 2012 and became Group CEO on 1 January 2013. He replaces Andrew Moss, who resigned as group chief executive and as a director of the Company on 8 May 2012.

There have been several other changes to the Board since the AGM last year. Mary Francis retired from the Board on 3 October 2012, having served over seven years as a non-executive director and Euleen Goh stepped down from the Board with effect from 31 December 2012. Richard Goeltz and Russell Walls have both served on the Board for nearly nine years and will step down from the Board on 8 May 2013 and are not seeking re-election at the AGM. In addition, Trevor Matthews will step down from the Board prior to the AGM and will also not seek re-election at the AGM. In early 2013, the Board was strengthened by the appointment of two new non-executive directors; Sir Adrian Montague on 14 January 2013 and Bob Stein on 28 January 2013. Sir Adrian Montague will succeed Richard Goeltz as senior independent director on 8 May 2013.

I am pleased to welcome Mark, Adrian and Bob to the Board and in accordance with the Company's articles of association they will each be standing for election by shareholders for the first time at the AGM. The other existing directors, except for Richard Goeltz, Russell Walls and Trevor Matthews, will be submitting themselves for re-election by shareholders at the AGM. Biographical details for each of the directors standing for election or re-election are provided in the notes to the relevant resolution proposing their election or re-election, and in the Company's annual report and accounts for the year ended 31 December 2012 (the Annual Report), in the 2012 Annual Review and on the Company's website at www.aviva.com/investor-relations/corporate-governance.

In compliance with the UK Corporate Governance Code (the Code), the Nomination Committee of the Board adhered to a rigorous and transparent process for the appointment of the new directors. In addition, the continued effectiveness of the Board, its Committees and the Company's directors was assessed through a formal evaluation process and the Nomination Committee reviewed the skills, backgrounds, knowledge and experience represented on the Board. As a result, it recommends the election and re-election of all of those directors standing for election or re-election to the Board.



John McFarlane
Chairman

Corporate governance

The Company takes its corporate governance obligations very seriously. A system of good governance keeps shareholder interests front of mind, and ensures a balanced outcome for stakeholders in general. The Code sets out the standards of corporate governance that are expected of UK listed companies and details of how we have applied the principles of the Code can be found in the Corporate Governance Report on pages 89 to 94 of the Annual Report.

As shareholders will be aware, following Andrew Moss' resignation as group chief executive in May 2012, the Board agreed that I should take executive responsibility for the Group, and seek and appoint a new Group CEO. Consequently in the period from 1 July to 31 December 2012, while the Company did not comply with the Code recommendation for the separation of the roles of chief executive and chairman, this was clearly in the interest of shareholders and, during this period, firm action was taken to put the Group on a firmer footing than might otherwise have been the case in such a short timeframe.

The Board listened carefully to the feedback received from shareholders at last year's AGM regarding executive remuneration. As a result, Scott Whewy, as chairman of the Remuneration Committee, led an extensive consultation exercise with the Company's major institutional shareholders and the Company's remuneration policy has been revised and the way in which we engage with investors has been strengthened. Further details can be found in the Directors' Remuneration Report on pages 104 to 120 of the Annual Report and a summary can be found in the 2012 Annual Review.

Business of the Meeting

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

Resolution 21 seeks approval from shareholders to renew the authority for the operation of the scrip dividend scheme (the Scrip Scheme). Whilst the Company announced on 7 March 2013 that it has ceased to offer a scrip dividend, effective from the payment of the 2012 final dividend, the Board wishes to retain the flexibility to re-introduce a scrip dividend in the future, at a time which is beneficial to the Company and to shareholders. The Board is therefore seeking shareholder approval in resolution 21 to renew the authority to operate a Scrip Scheme for a further five years.

Resolution 24, which is proposed as a special resolution, seeks shareholder approval to authorise the directors to allot additional preference shares in connection with the Company's US\$650,000,000 8.25% Fixed Rate Tier 1 Notes which were issued on 3 May 2012. Further details can be found in the notes to this resolution.

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.investorcentre.co.uk/eproxy.

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, 7 May 2013** for ordinary shareholders.
- **11am on Friday, 3 May 2013** 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



John McFarlane
Chairman

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

Notice is hereby given that the 2013 Annual General Meeting (the AGM) of Aviva plc (the Company) will be held on Thursday, 9 May 2013 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 2012.

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 2012 (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 2012.

The Directors' Remuneration Report for 2012 is set out on pages 104 to 120 of the Annual Report and a summary of the report is set out on pages 32 to 35 of the 2012 Annual Review.

In accordance with the Companies Act 2006, this resolution is advisory only, and is a means of providing 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 61 to 76 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 2012 corporate responsibility progress and performance can be found in the online Corporate Responsibility Report at www.aviva.com/2012cr.

4. To declare a final dividend for the year ended 31 December 2012.

The final dividend for the year ended 31 December 2012 recommended by the directors is detailed on page 85 of the Annual Report and can also be viewed on the Company's website at www.aviva.com/dividends.

If approved by shareholders, the final dividend will be paid on 17 May 2013 to ordinary shareholders whose names are on the Register of Members at the close of business on 22 March 2013.

Note to resolutions 5 to 7 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, Mark Wilson, Sir Adrian Montague and Bob Stein, whose biographical details are set out below and can also be found on pages 80 to 82 of the Annual Report, on pages 28 to 30 of the 2012 Annual Review 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, in the case of non-executive directors, independence. 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 and the Board fully support the election of Mark Wilson, Sir Adrian Montague and Bob Stein by shareholders.

5. To elect Mark Wilson as a director of the Company.

Mark Wilson was appointed to the Board as Group CEO designate on 1 December 2012 and became Group CEO on 1 January 2013.

Mr Wilson was formerly chief executive officer and president of AIA Group and prior to that was chief executive of AXA China and of AXA South East Asia. He also previously held a number of senior management positions at National Mutual in New Zealand.

Mr Wilson has over 25 years of operational and executive experience in the insurance industry across life assurance, general insurance and asset management, in both mature and developing markets. He has extensive experience of leading major international insurance companies and has a strong track record as a focused and inspirational business leader.

At AIA Group and AXA, he successfully developed and implemented successful short, medium and long-term strategies, delivered robust change programmes and developed and transformed business performance and cultures in challenging market conditions.

The Board appointed Mr Wilson on the strength of his business and personal credentials. Taking into account his experience and his performance to date, the Board recommends his election as a director.

6. To elect Sir Adrian Montague CBE as a director of the Company.

Sir Adrian Montague was appointed to the Board on 14 January 2013. He is currently chairman of 3i Group plc and Anglian Water Group Limited. He is also deputy chairman and senior independent non-executive director of UK Green Investment Bank plc and a non-executive director of Skanska AB.

He was formerly chairman of Friends Provident plc, British Energy Group plc, Michael Page International plc and Cross London Rail Links Limited and was formerly deputy chairman of Network Rail Limited and Partnerships UK plc. He was also previously chief executive of the Treasury Taskforce.

As part of the ongoing process of refreshing the Board and its Committees, Sir Adrian Montague will succeed Mr Goeltz as senior independent director on 8 May 2013.

He is a highly experienced director with wide-ranging experience of large private and public companies across a broad range of industries. He has significant experience of the financial services industry and of government and regulatory circles. His strategic approach and proven ability to deliver on complex issues makes him highly suited to a non-executive role and to being the senior independent director.

As part of his appointment process, the Nomination Committee undertook appropriate due diligence on Sir Adrian Montague's other interests and his external time commitments. Taking into account his extensive experience, personal credentials and his performance to date, the Board recommends his election as a director.

Sir Adrian Montague is a member of the Audit, Corporate Responsibility and Nomination Committees.

7. To elect Bob Stein as a director of the Company.

Bob Stein was appointed to the Board on 28 January 2013. He is currently a non-executive director and vice-chair of the audit committee of Assurant, Inc., a member of the Society of Actuaries, the American Academy of Actuaries and a trustee emeritus of the board of trustees of the Actuarial Foundation.

He was previously at Ernst & Young LLP where he held a number of managing partner roles in the actuarial, insurance and financial services practices in the US and globally, culminating in being managing partner, global actuarial practice.

Mr Stein brings significant accounting and financial services experience to the Board, and is in a strong position to contribute to the Board given the depth, breadth and international scope of his knowledge of the life insurance industry and of dealing with regulators internationally.

As part of his appointment process, the Nomination Committee undertook appropriate due diligence on Mr Stein's other interests and his external time commitments. Taking into account his extensive experience, personal credentials and his performance to date, the Board recommends his election as a director.

Mr Stein is a member of the Nomination, Risk and Remuneration Committees.

Note to resolutions 8 to 13 below.

The UK Corporate Governance Code recommends that all directors of FTSE 350 companies stand for annual re-election. Therefore, in addition to those directors who are seeking election for the first time, the directors below are submitting themselves for re-election at this year's AGM. The biographical details of those directors are set out below, and can be found on pages 80 to 82 of the Annual Report, on pages 28 to 30 of the 2012 Annual Review and on the Company's website at

www.aviva.com/investor-relations/corporate-governance.

8. To re-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 Transocean Limited and The Berkeley Group Holdings plc. He is also chairman of Irwin Mitchell and a trustee of the English National Opera.

He was formerly vice chairman, UK of PricewaterhouseCoopers LLP with responsibility for leading the executive team for the Europe, Middle East, Africa and India region, and was previously UK managing partner, UK head of assurance and a member of the UK management board of PricewaterhouseCoopers LLP.

Mr Barker brings to the Board extensive experience as a business leader and trusted adviser to FTSE 100 companies and their boards on a wide variety of corporate and financial issues, together with sound financial judgement and in-depth transactional and financial services experience.

As part of the ongoing process of refreshing the Board and its Committees, Mr Barker will succeed Mr Walls as chairman of the Audit Committee on 8 May 2013. He is ideally suited to this role given his deep understanding and experience of accounting standards, regulation and financial services. Notwithstanding his previous connection with PricewaterhouseCoopers LLP, the Board is satisfied that there is no conflict in respect of his role as chairman of the Audit Committee and that appropriate controls are in place to maintain the independence of both Mr Barker and the auditor. Mr Barker had no direct responsibility for audit business at PricewaterhouseCoopers LLP and retired prior to its appointment as the Company's auditor.

Mr Barker'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 Barker), the Board has undertaken appropriate due diligence on Mr Barker's other interests and his external time commitments and has concluded that he is able to fully commit to the role and is free from any relationship or circumstance that would affect his independent judgement. Accordingly, the Board, having reviewed Mr Barker's performance and the contribution he has made to date, recommends his re-election as a director.

Mr Barker is a member of the Audit, Nomination and Risk Committees.

9. 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, Washington H. Soul Pattinson and Company Limited, International Rugby Development Limited and IRFB Services (Ireland) Limited. He is chairman and non-executive director of the Australian Rugby Union, SANZAR Pty Limited and is a non-executive director/trustee of the George Institute for Global Health (UK). He is also a member of the advisory council at General Enterprise Management Services International Limited and a council member of the International Rugby Board.

He was formerly chief executive officer and managing director of Insurance Australia Group, group chief executive of business and consumer banking at Westpac Banking Corporation 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 knowledge and experience gained over a long career in the banking and insurance industries, in both executive and non-executive roles in Australia, Asia and Europe. He has been a strong and effective chair of the Risk Committee during a period of significant market volatility, and has made a significant contribution to the discussions of the Audit, Nomination and Remuneration Committees and of the Board.

As part of the ongoing process of refreshing the Board and its Committees, Mr Hawker will step down as a member of the Remuneration Committee on 8 May 2013.

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 (excepting Mr Hawker), the Board has undertaken appropriate due diligence on Mr Hawker's other interests and his external time commitments and has concluded that he is able to fully commit to his role and 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, Nomination and Remuneration Committees.

10. To re-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, Clariden Leu (Europe) Limited, Itau BBA International Limited and the Financial Reporting Council. 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 chair of the International Swaps and Derivatives Association, Inc. (ISDA), 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.

Ms Huey Evans has over 30 years of experience within the financial services industry. She has 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 continues to provide an insight into the priorities and focus of the Group's lead regulator.

As chairman of the Corporate Responsibility Committee, she led a review of its performance and effectiveness. As a result, the remit of the Corporate Responsibility Committee has been extended to provide an increased focus on corporate governance and business standards, the customer agenda and reputational risk.

Ms Huey Evans' 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 Ms Huey Evans), 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' performance and the contribution she has made to date, recommends her re-election as a director.

Ms Huey Evans is chairman of the Corporate Responsibility Committee and a member of the Nomination and Remuneration Committees.

11. To re-elect John McFarlane as a director of the Company.

John McFarlane was appointed to the Board on 1 September 2011 and became chairman designate on 1 January 2012 with a view to becoming chairman on 1 July 2012. As a result of senior management changes in May 2012, Mr McFarlane took on the role of executive chairman pending the appointment of a new Group CEO. Following the appointment of Mr Wilson as Group CEO, Mr McFarlane became non-executive chairman on 1 January 2013.

He is currently a non-executive director of Westfield Holdings Limited and Old Oak Holdings Limited.

He was formerly chief executive officer of Australia and New Zealand Banking Group Limited (ANZ), 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 the Royal Bank of Scotland Group plc, National Westminster Bank plc, Capital Radio plc, The Securities Association, the Auditing Practices Board and the Business Council of Australia. He is a former chairman of the Australian Bankers Association and was president of the International Monetary Conference.

As executive chairman, Mr McFarlane was instrumental in driving forward the Company's strategic plan to narrow the focus of the Group's business portfolio, build financial strength and improve financial performance. He successfully managed the implementation of a culture and values change programme, cutting bureaucracy and delayering the organisation. Mr McFarlane also successfully led the comprehensive global search for a new Group CEO.

Mr McFarlane has substantial global listed company experience and an excellent track record spanning over 30 years in the UK and international financial services industry, culminating in ten years as the highly successful chief executive officer of ANZ and as a director of the Royal Bank of Scotland Group plc. He has extensive experience in banking, including investment, corporate and retail banking, and in general management, insurance, strategy, risk and cultural change. His wide-ranging board and executive experience provides him with the requisite skills for his chairmanship of the Company and the Board.

Mr McFarlane's performance has been reviewed by the non-executive directors, led by the senior independent director, Mr Goeltz, as part of the Board effectiveness review to ensure that he leads the Board effectively and continues to demonstrate 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 re-election as a director.

Mr McFarlane is the chairman of the Board and the Nomination Committee.

12. 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. Since April 2012, he has assumed responsibility for oversight of Aviva USA. He is chairman of Aviva Investors and is currently a member of the supervisory board of Delta Lloyd N.V.

He was formerly group chief financial officer and 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 a variety of executive functions within the insurance industry. He also has an excellent track record of driving change programmes and corporate actions to deliver improved profitability. He has been instrumental in improving the Group's financial strength, resilience and performance against the backdrop of a challenging macro-economic and regulatory environment. He has brought his significant financial acumen and analytical skills to bear in driving forward the change agenda and in successfully delivering the Group's strategic priorities.

Mr Regan'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. 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.

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

Scott Whewey was appointed to the Board on 5 December 2007.

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

Mr Whewey has a wealth of business experience in the retail sector and his understanding of customer priorities has been greatly beneficial in driving the customer agenda and excellence in customer service within the business. He chairs the Remuneration Committee and, following the 2012 Annual General Meeting, he led an extensive consultation exercise with the Company's major institutional shareholders and a significant review of the Group's remuneration policies and practices.

Mr Whewey'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 Whewey), the Board has undertaken appropriate due diligence on Mr Whewey'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 Whewey's performance and the contribution he has made to date, the Board recommends his re-election as a director.

Mr Whewey is chairman of the Remuneration Committee and a member of the Corporate Responsibility and Nomination Committees.

Note to resolutions 14 and 15 below.

Details of work undertaken by the auditor, its remuneration and the Company's policy with respect to non-audit work are set out on page 99 of the Annual Report.

14. 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. An assessment of the independence and objectivity of the auditor has been undertaken by the Audit Committee which has recommended to the Board that PricewaterhouseCoopers LLP be re-appointed as auditor.

15. 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.

Authority to allot new securities

16. 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 £245,510,236.67; and**
(b) comprising equity securities (as defined in section 560 of the Act) up to a further aggregate nominal amount of £245,510,236.67 in connection with an offer by way of a rights issue.

Unless previously renewed, revoked or varied, the authority conferred by this resolution 16 shall apply in substitution for all existing authorities (save for any authority conferred by resolution 24) 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 2014 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 16, '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 16 will, if passed, authorise the directors to allot the Company's unissued shares up to a maximum nominal amount of £245,510,236.67, 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 2013. The Company does not hold any treasury shares.

Paragraph (b) of resolution 16 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 £245,510,236.67, 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 2013 (and which together with the nominal amount of any relevant securities issued under the authority conferred by paragraph (a) of resolution 16 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 16 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. However, for the avoidance of doubt it should be noted that these authorities are additional to and not in substitution for the authority being sought pursuant to resolution 24. The authorities conferred by this resolution 16 will each expire at the earlier of the conclusion of the next AGM of the Company and 1 July 2014. Other than in relation to the Company's employee share plans and any future 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 17, which will be proposed as a special resolution:

17. That, subject to the passing of resolution 16, 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 16 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 16 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 £36,826,535.50; and

(b) in the case of the authority granted under paragraph (b) of resolution 16, 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 17 shall apply in substitution for all existing powers (save for any power conferred by resolution 24) 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 2014 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 17, 'rights issue' has the same meaning given in resolution 16 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 17, 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 17 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 £36,826,535.50, which represents 5% of the issued ordinary share capital of the Company as at the close of business on 12 March 2013. The authority being sought in paragraph (b) of resolution 17 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. However, for the avoidance of doubt it should be noted that these authorities are additional to and not in substitution for the authority being sought pursuant to resolution 24. The authorities conferred by this resolution 17 will expire at the earlier of the conclusion of the next AGM of the Company and 1 July 2014.

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 18, which will be proposed as a special resolution:**

18. 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 294 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 2014 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 18, which will be proposed as a special resolution, seeks to renew the authority granted at last year's 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 294 million (representing less than 10% of the issued ordinary share capital of the Company as at the close of business on 12 March 2013) 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 2014.

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 2013, there were options and awards over 56,580,715 ordinary shares excluding Restricted Share Awards in the capital of the Company, which represented 1.92% 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 18 were both exercised in full, these options and awards would, assuming no further ordinary shares are issued after that date, represent 2.40% of the Company's issued ordinary share capital (excluding treasury shares) as at that date. This percentage would reduce to 2.13% if no further purchases are made under the authority granted at last year's AGM but the authority proposed to be granted under resolution 18 was exercised in full. As at the close of business on 12 March 2013, the Company did not hold any treasury shares and no warrants over ordinary shares in the capital of the Company existed.

Note to resolutions 19 and 20 below.

Resolutions 19 and 20, 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 2014. 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.

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

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

19. 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 8¼% cumulative irredeemable preference shares of £1 each in the capital of the Company (8¼% preference shares) provided that:

- (a) the maximum aggregate number of 8¼% preference shares authorised to be purchased is 100 million;**
- (b) the minimum price which may be paid for an 8¼% preference share is 25 pence;**
- (c) the maximum price which may be paid for an 8¼% preference share is an amount equal to 105% of the average of the middle-market quotations of an 8¼% preference share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8¼% preference share is purchased; and**
- (d) this authority shall expire 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 2014 save that the Company may make a contract to purchase 8¼% preference shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of 8¼% preference shares in pursuance of any such contract.**

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

To consider and, if thought fit, pass the following resolution 20, which will be proposed as a special resolution:

20. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of 8% cumulative irredeemable preference shares of £1 each in the capital of the Company (8% preference shares) provided that:

- (a) the maximum aggregate number of 8% preference shares authorised to be purchased is 100 million;**
- (b) the minimum price which may be paid for an 8% preference share is 25 pence;**
- (c) the maximum price which may be paid for an 8% preference share is an amount equal to 105% of the average of the middle-market quotations of an 8% preference share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8% preference share is purchased; and**
- (d) this authority shall expire 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 2014 save that the Company may make a contract to purchase 8% preference shares under this authority before the expiry of the authority, which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of 8% preference shares in pursuance of any such contract.**

Scrip Dividend

21. That the directors be generally and unconditionally authorised to exercise the power conferred on them by article 128 of the Company's articles of association as from time to time varied so that, to the extent and in the manner determined by the directors, the holders of ordinary shares in the Company be permitted to elect to receive new ordinary shares in the Company, credited as fully paid, instead of the whole or any part of any cash dividends (including interim dividends) paid by the directors or declared by the Company in general meeting (as the case may be) from the date of passing of this resolution until the earlier of five years from the date of passing of this resolution and the beginning of the annual general meeting of the Company in 2018.

Article 128 of the Company's articles of association provides for the directors to be given authority by ordinary resolution in order to offer shareholders the choice of receiving their dividends in cash or as fully paid ordinary shares by way of a scrip dividend. Notwithstanding the Company's announcement on 7 March 2013 that it had ceased to offer a scrip dividend alternative to a cash dividend, effective from the payment of the 2012 final dividend, the Board wishes to retain the flexibility to re-introduce a scrip dividend at a time which is beneficial to the Company and to shareholders. The authority sought pursuant to resolution 21 will allow the Board to offer a scrip dividend scheme (the Scrip Scheme) in the future. This authority, if granted, will be effective until the earlier of five years from the date of passing of this resolution and the beginning of the fifth annual general meeting of the Company following the date of the AGM.

Please note that should the Board choose to offer a scrip dividend in the future, participation in the Scrip Scheme would not be 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.

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 2014, 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 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 US\$32,500 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 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 shall expire 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. 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.

**Authority to Allot Additional Preference Shares
To consider and, if thought fit, pass the following resolution 24, which will be proposed as a special resolution:**

24. That:

- (a) in addition to and without prejudice to any and all other previous authorities given to the directors of the Company to allot relevant securities (including, without limitation, any authority conferred by resolution 16 above), the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot one or more additional classes of preference shares in the Company (the Additional Preference Shares), with such rights and terms (including, without limitation, such terms and manner as to redemption of such shares, ranking and entitlement as to dividend and capital) as the directors may determine as being in accordance with the requirements set out in condition 6(i) of the terms and conditions of the Company's US\$650,000,000 8.25% Fixed Rate Tier 1 Notes issued on 3 May 2012, until the date following five years after the date of passing of this resolution, or if earlier, at the conclusion of the annual general meeting of the Company in 2018, save that the Company may make offers and enter into contracts to allot Additional Preference Shares under this authority before its expiry, and the directors may allot Additional Preference Shares in pursuance of any such offer or contract as if the power conferred hereby had not expired. The maximum nominal amount of Additional Preference Shares that may be allotted pursuant to this authority is US\$650,000,000; and**
- (b) in addition to and without prejudice to all existing powers (including, without limitation, any authority conferred by resolution 17 above), the directors of the Company be generally empowered, pursuant to section 570 of the Act, to allot Additional Preference Shares for cash pursuant to the authority granted by paragraph (a) of this resolution free of the restriction in section 561 of the Act, such power to apply until the date following five years after the date of the passing of this resolution, or if earlier, until the conclusion of the annual general meeting of the Company in 2018, save that the Company may make offers and enter into contracts to allot Additional Preference Shares before the expiry of this authority, and the directors may allot Additional Preference Shares in pursuance of any such offer or contract as if the power conferred hereby had not expired.**

Resolution 24, which will be proposed as a special resolution, seeks to grant to the directors authority to allot Additional Preference Shares in connection with the Company's US\$650,000,000 8.25% Fixed Rate Tier 1 Notes which were issued on 3 May 2012 (the Tier 1 Notes). Under the terms and

conditions of the Tier 1 Notes, the Company has the right (but not the obligation) to substitute the Tier 1 Notes with Additional Preference Shares at any time or upon the occurrence of certain specified events. The directors have no present intention of exercising the authority to allot any Additional Preference Shares and currently consider the likelihood that they will be issued and allotted in substitution of the Tier 1 Notes in the near future to be remote. However, the Company considers it prudent to have available for allotment a sufficient number of Additional Preference Shares necessary to effect such a substitution.

Additional Preference Shares shall have such rights and terms (including, without limitation, such terms and manner as to redemption of such shares, ranking and entitlement as to dividend and capital) as the directors may determine as being in accordance with the requirements set out in condition 6(i) of the terms and conditions of the Tier 1 Notes, as well as such further rights and terms (not being inconsistent with the aforementioned requirements) as may be determined by the directors prior to their issue. This authority (unless previously renewed, revoked or varied) shall expire on the date following five years after the date of the passing of this resolution or, if earlier, at the conclusion of the annual general meeting of the Company in 2018, save that the Company may make offers or enter into contracts to allot Additional Preference Shares under this authority before the expiry of the authority, and the directors may allot Additional Preference Shares in pursuance of any such offer or contract as if the power conferred hereby had not expired. The maximum nominal amount of Additional Preference Shares that may be allotted pursuant to resolution 24 is US\$650,000,000. The Additional Preference Shares, if issued and allotted, would rank, as to payment of dividend and capital, ahead of the Company's ordinary share capital, but behind the 100,000,000 8% cumulative irredeemable preference shares of £1 each and the 100,000,000 8% cumulative irredeemable preference shares of £1 each of the Company currently in issue. The Additional Preference Shares, for which authority to allot is proposed to be given, and for which pre-emption rights are proposed to be disapplied, represent 0% of the Company's ordinary share capital in issue.

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
2 April 2013

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.investorcentre.co.uk/eproxy 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 that multiple corporate representatives do not vote in relation to the same ordinary 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, 7 May 2013 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.

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, 7 May 2013. 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 if: (i) 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 or involve the disclosure of confidential information; or (iii) 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; and (iii) qualifying third-party indemnity provisions of which the directors have the benefit; 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.

Share capital

8. At the close of business on 12 March 2013 (being the last practicable business day prior to the publication of this Notice of AGM) the issued share capital of the Company was

2,946,122,840 ordinary shares of 25 pence each, 100,000,000 8¾% cumulative irredeemable preference shares of £1 each and 100,000,000 8⅜% 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 2013 was 2,946,122,840.

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.
- 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 by email to aviva.shareholders@aviva.com.
- We will endeavour to provide you with a response as soon as possible.

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/aggm.
- There are four ways in which shareholders can vote:
 1. In person at the meeting.
 2. Online at www.investorcentre.co.uk/eproxy or by accessing the mobile site via the Quick Response code below.



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 at note 4 on page 8 of this Notice of 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.investorcentre.co.uk/eproxy.
 - You will need to have your Form of Proxy, Voting Card or the Aviva Share Account AGM booklet 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 Friday, 3 May 2013 for members of the Aviva Share Account and participants in the Aviva All Employee Share Ownership Plan; and
 - no later than 11am on Tuesday, 7 May 2013 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 8 of this 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.

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 (excluding public holidays). 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, 25 March 2013, 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 Shareholder Services (Citibank), the ADR Depositary Bank, to vote as your proxy.
- If you would like Citibank to vote on your behalf, simply complete and return the Annual General Meeting Proxy Card to the Aviva ADR Depositary Bank, to arrive by the voting deadline, 10am New York City time on 1 May 2013.
- 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 Depositary 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 02940-3077 USA