

This document is important and requires your immediate attention.

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

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



26 March 2014

Notice of 2014 Annual General Meeting

The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster,
London SW1P 3EE

Wednesday, 30 April 2014 at 11am



John McFarlane
Chairman

Dear Shareholder

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

I am pleased to invite you to the Company's 2014 Annual General Meeting (the AGM), which will be held at 11am on Wednesday, 30 April 2014 and accordingly enclose your Notice of Annual General Meeting (Notice of AGM). This year the meeting will be held at the **Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE**.

The AGM is an important event and 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, 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.

Strategic Report

As a result of a change in the Companies Act 2006, companies are now required to produce a strategic report as part of their annual report and accounts. Shareholders can choose to receive a standalone strategic report as an alternative to the full annual report and accounts. Copies of the Annual Report and Accounts for the year ended 31 December 2013 (the Annual Report) or the standalone Strategic Report for the year ended 31 December 2013 (the Strategic Report) are enclosed for those shareholders who have elected to receive hard copies. If you are in this category, however, you may wish to consider the benefits of registering for electronic shareholder communications and accessing this documentation from our website.

Board of directors

Since the 2013 Annual General Meeting, the Board has been strengthened by the appointment of two new non-executive directors: Michael Mire on 12 September 2013 and Patricia Cross on 1 December 2013. Patrick Regan will be stepping down from the Board and will be leaving the Company as Chief Financial Officer (CFO) on 28 March 2014 to join QBE in Sydney, Australia. Both my fellow Board directors and I would like to thank Pat for his significant contribution to the Company and we wish him the very best in his new role. As announced on 12 March 2014, Thomas Stoddard will be appointed as the new CFO and as a director of the Company with effect from 28 April 2014. I am pleased to welcome Michael, Patricia and Thomas 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 current directors will all be submitting themselves for re-election by shareholders at the AGM.

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

In compliance with the UK Corporate Governance Code, the Nomination Committee of the Board adhered to a formal, 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 an externally facilitated 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.

Business of the Meeting

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

Resolution 1 is proposed to receive and consider the Annual Report for the financial year ended 31 December 2013. Following the move to integrated reporting, information on the Company's 2013 corporate responsibility performance is now contained throughout the Annual Report. The Board has therefore chosen not to propose a separate resolution on a corporate responsibility report, however, it continues to welcome feedback from shareholders on the Company's activities and performance in this area, further information on which can be found online at aviva.com/2013cr.

As a result of the new remuneration reporting regime, from 1 October 2013, companies are required to propose two separate resolutions on remuneration at their annual general meeting. Resolution 2 is proposed to approve the Directors' Remuneration Report contained within the Annual Report for the financial year ended 31 December 2013, excluding the Directors' Remuneration Policy set out on pages 87 to 93 of the report. In accordance with the Companies Act 2006, this resolution is advisory only, and is a means of providing shareholder feedback to the Board.

Resolution 3 is proposed to approve the Directors' Remuneration Policy set out on pages 87 to 93 of the Directors' Remuneration Report. As a result of the changes in the Companies Act 2006, this resolution seeks shareholder approval on the Directors' Remuneration Policy, which if approved will take effect from the conclusion of the AGM. Scott Wheway, former Chairman of the Remuneration Committee led an extensive consultation exercise with the Company's major institutional shareholders, following which the Remuneration Committee reviewed the Group's remuneration policies and practices to ensure that they are robust and in accordance with best corporate governance practices. We have continued to consult with investors over the Group's remuneration policies and practices to ensure that we maintain a transparent framework for the decisions we take.

Aviva Dividend Reinvestment Plan

The Board would like to make available to you the opportunity to participate in the Aviva Dividend Reinvestment Plan (the Plan) with effect from the 2013 final dividend. An explanatory booklet and terms and conditions detailing the Plan and an application form are enclosed for those shareholders receiving hard copy documents, and can also be found on the Company's website at www.aviva.com/agm. Please note that if you wish to join the Plan, the completed application form should be returned to the Company's Registrar, Computershare Investor Services PLC (Computershare), **by no later than 5pm on 24 April 2014** to be effective for the 2013 final dividend payable on 16 May 2014.

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 any 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, as soon as possible, but in any event to arrive by no later than:

- **11am on Monday, 28 April 2014** for ordinary shareholders
- **11am on Friday, 25 April 2014** for members of the Aviva Share Account and participants in the Aviva All Employee Share Ownership Plan and the Vested Share Account.

Recommendation

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

Yours sincerely



John McFarlane
Chairman

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

Notice is hereby given that the 2014 Annual General Meeting (the AGM) of Aviva plc (the Company) will be held on Wednesday, 30 April 2014 at 11am, at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE for the transaction of the following business.

Annual Report and Accounts

1. To receive and consider the Company's Annual Report and Accounts, which include the Strategic Report and the Reports of the Directors and the Auditor, for the financial year ended 31 December 2013.

The directors are required to present to the meeting the Company's audited annual accounts and related reports, which include the Strategic, Directors' and Auditor's Reports for the financial year ended 31 December 2013 (the Annual Report).

As a result of a change in the Companies Act 2006, companies are now required to produce a strategic report as part of their annual report and accounts. Shareholders can choose to receive a standalone strategic report as an alternative to the full annual report and accounts. The strategic report for the financial year ended 31 December 2013 (the Strategic Report) sets out a review of the Company's business by addressing key issues such as: our business model; strategy; and principal risks and uncertainties facing the business. It also includes information on environmental matters and employees; social, community and human rights issues; and gender diversity within the business.

Directors' Remuneration Report and Remuneration Policy

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy set out on pages 87 to 93 of the 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 2013.

The Directors' Remuneration Report for 2013 is set out on pages 86 to 104 of the Annual Report and an extract of the report is set out on pages 64 to 66 of the standalone Strategic Report.

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 approve the Directors' Remuneration Policy set out on pages 87 to 93 of the Directors' Remuneration Report contained within the Company's Annual Report for the financial year ended 31 December 2013.

The Directors' Remuneration Policy is set out on pages 87 to 93 of the Annual Report and an extract of the policy report is set out on page 65 of the standalone Strategic Report.

The Directors' Remuneration Policy sets out the policy of the Company with respect to the making of remuneration payments and payments for loss of office. If approved by shareholders, the Directors' Remuneration Policy will take effect from the conclusion of the AGM and will be subject to a shareholder vote at least every three years. Once approved, the Company will not be able to make a remuneration payment to a current or prospective director or a payment for loss of office to a current or former director, unless that payment is consistent with the policy or has been approved by a resolution of the shareholders of the Company.

Dividend

4. To declare a final dividend for the year ended 31 December 2013.

The final dividend for the year ended 31 December 2013 recommended by the directors is 9.4 pence per ordinary share as detailed on page 82 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 16 May 2014 to ordinary shareholders whose names are on the Register of Members at the close of business on 4 April 2014.

Election of directors

Under the Company's articles of association, any director appointed by the Board since the date of the last Annual General Meeting is required to be elected to the Board by shareholders at the following Annual General Meeting. Accordingly, Patricia Cross, Michael Mire and Thomas Stoddard, whose details are set out below and can also be found in the Annual Report, in the standalone Strategic 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 and review 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 Group's lead regulators, the Prudential Regulatory Authority (PRA) and Financial Conduct Authority (FCA). The Nomination Committee and the Board fully support the election of Patricia Cross, Michael Mire and Thomas Stoddard by shareholders.

5. To elect Patricia Cross as a director of the Company.

Patricia Cross was appointed to the Board on 1 December 2013. She is currently a Non-Executive Director of Macquarie Group Limited and Macquarie Bank Limited. She is also a Director of the Grattan Institute and is an Ambassador for the Australian Indigenous Education Foundation.

She was formerly a Non-Executive Director of Qantas Airways Limited and National Australia Bank Limited. She has also held non-executive director positions at Wesfarmers Limited, Suncorp-Metway Limited and AMP Limited. She was formerly Chairman of the Qantas Superannuation Fund, Deputy Chairman of Victoria's Transport Accident Commission and has served in honorary Australian Government roles including the Australian Financial Centre Forum and the Financial Sector Advisory Council, and on the boards of numerous charities. She has also held a number of senior executive positions at National Australia Bank Limited, Chase Manhattan Bank and Banque Nationale de Paris.

Ms Cross brings to the Board a wealth of financial services, risk and corporate governance knowledge, and is in a strong position to contribute to the Board and its committees given her significant experience as both an executive and non-executive director across a wide range of financial services and other regulated industries in the US, Europe and Australia.

As part of the ongoing process of refreshing the Board and its committees, Ms Cross was appointed as Chairman of the Remuneration Committee on 19 February 2014.

Ms Cross' 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 (excepting Ms Cross), the Board has undertaken appropriate due diligence on Ms Cross' other interests (including her 'cross directorships' with Mr Hawker at Macquarie Group Limited and Macquarie Bank Limited) and her external time commitments and has concluded that she is able to fully commit to the role and is free from any relationship or circumstance that would affect her judgement and accordingly is considered independent by the Board. The Board, having reviewed Ms Cross' experience, performance and the contribution she has made to date, recommends her election as a director.

Ms Cross is Chairman of the Remuneration Committee and a member of the Audit and Nomination Committees.

6. To elect Michael Mire as a director of the Company.

Michael Mire was appointed to the Board on 12 September 2013. He is currently the Senior Independent Director at the Care Quality Commission.

He was formerly a senior partner at McKinsey & Company where he worked for more than 30 years until July 2013. Initially an associate in the financial services practice at McKinsey, he became a partner in 1984 and senior partner in 1991 and his career focused on financial services, retail and transformation programmes. He started his career at N M Rothschild in 1970 as an analyst and then as a foreign exchange dealer and spent three years seconded to the Central Policy Review Staff (now the Number 10 Policy Unit) to work on major initiatives including industrial policy and social security reform.

Mr Mire has extensive experience of advising companies on implementing transformation programmes and has an in-depth understanding of the financial services sector. His strong intellect and broad perspective on strategic issues together with a proven ability to challenge and influence at the most senior level makes him highly suited to a non-executive role.

Mr Mire'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 Mire), the Board has undertaken appropriate due diligence on Mr Mire'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 judgement and accordingly is considered independent by the Board. The Board, having reviewed Mr Mire's experience, performance and the contribution he has made to date, recommends his election as a director.

Mr Mire is a member of the Governance, Nomination and Risk Committees.

7. To elect Thomas Stoddard as a director of the Company.

As announced on 12 March 2014, Thomas Stoddard will be appointed to the Board with effect from 28 April 2014 as Chief Financial Officer. He is currently Senior Managing Director, Head of Global Financial Institutions Advisory at the investment and advisory firm Blackstone, and will be stepping down from this role on 31 March 2014. He has a solid understanding of Aviva's business, having been a principal corporate advisor to the Company since the beginning of 2013, and has an excellent appreciation of the challenges faced by a regulated business and the priorities of both the PRA and FCA.

Over the last 20 years, Mr Stoddard has held a variety of senior financial advisory positions, specialising in insurance and financial services, and has advised on over \$250 billion of strategic transactions. Prior to joining Blackstone in 2008, he was a founding partner of a private equity firm and spent many years as an investment banker, most recently at DLJ and its successor, Credit Suisse, where he led the global insurance group. Before investment banking, Mr Stoddard practiced corporate and securities law with Cravath, Swaine & Moore LLP from 1992 to 1994.

Mr Stoddard is a high calibre individual who will bring outstanding financial acumen, deep sector expertise and impeccable commercial and market insight to the Company and the Board. He has a strong track record and reputation for restructurings, capital advisory and financial strategy and will play a fundamental role in our strategic decision making and driving forward our investment thesis of cash flow and growth. Alongside his experience and expertise, Mr Stoddard will bring excellent leadership qualities, sound judgement and strong challenge.

The Board is appointing Mr Stoddard on the strength of his business and personal credentials. Taking into account this and his experience, the Board recommends his election as a director.

Re-election of directors

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 the AGM. The details of these directors are set out below, and can be found on pages 54 to 57 of the Annual Report, on pages 54 to 57 of the standalone Strategic Report 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 following a long and successful career with the firm.

Mr Barker brings to the Board considerable experience as a business leader and trusted adviser to FTSE 100 companies, and their boards, on a wide variety of corporate and financial issues.

With his deep understanding of accounting and regulatory issues together with in-depth transactional and financial services experience, Mr Barker has been a strong Audit Committee Chairman. He has led the Audit Committee in applying increased focus on the improvement of the internal control environment, and has effectively overseen the external review of the effectiveness of the Internal Audit function. Notwithstanding his previous connection with PricewaterhouseCoopers LLP, the Board continues to be 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. For the two years prior to his departure from PricewaterhouseCoopers LLP, Mr Barker had no 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 (including his former role as a partner at PricewaterhouseCoopers LLP) 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 judgement and accordingly is considered independent by the Board. 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 Chairman of the Audit Committee and a member of the 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 and Washington H. Soul Pattinson and Company Limited. He is Chairman and Non-Executive Director of the Australian Rugby Union, SANZAR Pty Limited and is a member of the International Rugby Board Council and Executive Committee. He is also Chairman of The George Institute for Global Health (UK).

He was formerly the Chief Executive Officer and Managing Director of Insurance Australia Group, Group Chief Executive of Business and Consumer Banking at Westpac Banking Corporation and 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 is a highly experienced director and has a wealth of knowledge 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 robust Risk Committee Chairman, in particular in monitoring the Group's economic capital and liquidity positions against its risk appetite and targets. The Group's liquidity position and Individual Capital Adequacy surplus has increased throughout the year following implementation of a programme of strategic, economic and operational actions approved by the Risk Committee and 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 (excepting Mr Hawker), the Board has undertaken appropriate due diligence on Mr Hawker's other interests (including his 'cross directorships' with Ms Cross at Macquarie Group Limited and Macquarie Bank Limited) 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 judgement and accordingly is considered independent by the Board. 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 Nomination 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 ConocoPhillips, Falcon Private Wealth Limited, Bank 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).

She was formerly Chair of the International Swaps and Derivatives Association, Inc. (ISDA), Vice-Chairman, Investment Banking & Investment Management at Barclays Capital and a Non-Executive Director of The London Stock Exchange Group plc. She is also a former Trustee of The Wigmore Hall Trust. Prior to that, she held senior management positions at Citi Alternative Investments (EMEA) and Bankers Trust Company.

Ms Huey Evans has over 30 years of experience within the financial services industry, having held key positions in government and in a number of global financial and banking institutions and the Financial Services Authority (regulatory predecessor to the PRA and FCA). As former Chairman of the Governance Committee (formerly known as the Corporate Responsibility Committee), she has overseen the significant transition of the Committee's remit during the year. She has effectively led the Governance Committee in applying increased focus on corporate governance and business standards, regulatory matters, reputational risks and oversight of the Group's conduct strategy with its customers. The Governance Committee also reviews the Group's policies on employees, including diversity.

As part of the ongoing process of refreshing the Board and its committees, Ms Huey Evans was appointed as a member of the Risk Committee on 19 February 2014 and retired as Chairman and as a member of the Governance Committee on the same date.

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 judgement and accordingly is considered independent by the Board. 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 a member of the Nomination, Remuneration and Risk 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 on 1 July 2012. He is currently Chairman of FirstGroup plc and 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, Managing Director of Citicorp Investment Bank Limited and later Head of Citicorp and Citibank UK and Ireland. 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, 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.

Mr McFarlane has extensive global listed company experience and an excellent track record spanning over 38 years in both the UK and international financial services industry. He was a highly successful Chief Executive Officer of ANZ, substantially improving profits, share price and market capitalisation. He has deep specialist knowledge in international banking and markets, including investment, corporate and retail banking having been responsible for bank operations in over 50 countries, and significant experience in general management, insurance, strategy, risk and cultural change. He has continued to apply his wide range of board and executive skills and experience to 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, Sir Adrian Montague, 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 (including his chairmanship of FirstGroup plc). Following this review by the Nomination Committee, and the review of Mr McFarlane's performance and the contribution he has made to date, the Board recommends his re-election as a director.

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

12. To re-elect Sir Adrian Montague CBE as a director of the Company.

Sir Adrian Montague was appointed to the Board on 14 January 2013 and became Senior Independent Director on 8 May 2013. He is currently Chairman of 3i Group plc, Anglian Water Group Limited and The Point of Care Foundation and a Non-Executive Director of Skanska AB and Cellmark Holdings 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 Deputy Chairman of Network Rail Limited and Partnerships UK plc. He was also Deputy Chairman and Senior Independent Non-Executive Director of UK Green Investment Bank plc and previously Chief Executive of the Treasury Taskforce and a Trustee of Historic Royal Palaces. Sir Adrian Montague is a qualified solicitor and was formerly a partner at Linklaters & Paines.

He has extensive experience of the financial services industry and of government and regulatory matters. With his strategic approach, proven ability to deliver on complex issues and wide-ranging experience of large private and public companies across a broad range of industries, he has made a valuable contribution to the discussions of the Board. He has considerable governance experience and in his role as Senior Independent Director, has engaged with a number of major shareholders to gain a balanced understanding of their issues and concerns. In addition, he has acted as a sounding board for the Chairman and has regularly met with the Non-Executive Directors without the Chairman being present.

Sir Adrian Montague'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 Sir Adrian Montague), the Board has undertaken appropriate due diligence on Sir Adrian Montague'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 judgement and accordingly is considered independent by the Board. The Board, having reviewed Sir Adrian Montague's performance and the contribution he has made to date, recommends his re-election as a director.

Sir Adrian Montague is the Senior Independent Non-Executive Director and a member of the Audit, Governance and Nomination Committees.

13. To re-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 Chair of the audit committee of Assurant, Inc., a member of the Society of Actuaries and 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 has extensive accounting and financial services experience and brings to the Board a deep and broad knowledge of the life insurance industry and of dealing with regulators internationally. He has also made a significant contribution, and provided constructive challenge to the discussions of the Risk Committee in response to the changing macro-economic and regulatory environment and the Company's strategy.

Mr Stein'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 Stein), the Board has undertaken appropriate due diligence on Mr Stein'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 judgement and accordingly is considered independent by the Board. The Board, having reviewed Mr Stein's performance and the contribution he has made to date, recommends his re-election as a director.

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

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

Scott Whewey was appointed to the Board on 5 December 2007. He is currently an Independent Non-Executive Director of Santander UK plc.

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. Mr Whewey has effectively chaired the Remuneration Committee and has been instrumental in rebuilding and maintaining the Group's relationship with its significant shareholders in respect of the remuneration policy. He has proactively engaged and consulted with the Company's major institutional shareholders in respect of this policy and in the production of the Directors' Remuneration Report.

As part of the ongoing process of refreshing the Board and its committees, Mr Whewey was appointed as Chairman of the Governance Committee and a member of the Audit Committee on 19 February 2014 and retired as Chairman and as a member of the Remuneration Committee on the same date.

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. 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 judgement and accordingly is considered independent by the Board. 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 and its committees. The Board, having reviewed Mr Whewey's performance and the contribution he has made to date, recommends his re-election as a director.

Mr Whewey is Chairman of the Governance Committee and a member of the Audit and Nomination Committees.

15. To re-elect Mark Wilson as a director of the Company.

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

He was formerly Chief Executive Officer and President of AIA Group and prior to that was Chief Executive of AXA China region and of AXA South East Asia.

Mr Wilson has over 25 years of 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. In particular, Mr Wilson has an excellent track record in insurance company turnarounds. He repositioned the AIA Group into the leading pan-Asian insurance company, improved its market valuation and successfully navigated the company through the global financial crisis and prepared it for IPO.

Since joining Aviva, Mr Wilson has developed a comprehensive strategy to turn around Aviva's performance. He has set out an investment thesis of cash flow and growth, focusing the business on clear, simple financial metrics and strengthened the senior management team. Another area of focus is leading a programme to reinvigorate Aviva's culture, emphasising high performance and a relentless focus on serving Aviva's customers. Over the past year Aviva has made progress against all of its key objectives. In particular, repairing the balance sheet and improving the share price performance.

Mr Wilson'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 Wilson's performance and the contribution he has made to date, the Board recommends his re-election as a director.

Re-appointment and remuneration of auditor

Details of the work undertaken by the auditor, its remuneration and the Company's policy with respect to non-audit work are set out on page 77 of the Annual Report.

16. 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.

17. To authorise the directors to determine the auditor's remuneration.

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

Political donations

18. 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 2015, 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 18, '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 18 seeks to renew the authority granted at last year's Annual General Meeting for the Company and its subsidiaries to make political donations to political parties or independent election candidates, to other political organisations, 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.

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 18 would allow the Company and its subsidiaries to make donations to political parties or independent election candidates, to other political organisations, or to incur political expenditure (as defined in the Act) up to an aggregate limit of £100,000 in each case, whilst avoiding inadvertent infringement of the statute, during the period beginning on the date of passing 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 2015. 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.

Authority to allot new securities

19. 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 £245,581,851; and**
- (b) comprising equity securities (as defined in section 560 of the Act) up to a further aggregate nominal amount of £245,581,851 in connection with an offer by way of a rights issue.**

Unless previously renewed, revoked or varied, the authority conferred by this resolution 19 shall apply in substitution for all existing authorities under section 551 of the Act (save for any authority conferred by resolution 24(a) passed at the 2013 Annual General Meeting granting the directors authority to allot one or more additional classes of preference shares) 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 2015 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 19, 'rights issue' means an offer to:

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

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such limits, restrictions or arrangements as the directors consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

The authority conferred on the directors at last year's Annual General Meeting to allot shares or grant rights to subscribe for or to convert any security into shares in the Company expires at the conclusion of the AGM.

The Board recommends that this authority be renewed and paragraph (a) of resolution 19 will, if passed, authorise the directors to allot the Company's unissued shares up to a maximum nominal amount of £245,581,851, which represents an amount that is approximately equal to one-third (33.33%) 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 10 March 2014. The Company does not hold any treasury shares.

Paragraph (b) of resolution 19 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 £245,581,851, which represents an amount that is approximately equal to one-third (33.33%) of the aggregate nominal value of the issued and unconditionally allotted ordinary share capital of the Company as at the close of business on 10 March 2014 (and which together with the nominal amount of any relevant securities issued under the authority conferred by paragraph (a) of resolution 19 would represent an amount that is approximately equal to two-thirds (66.66%) of such aggregate nominal value). Where the aggregate actual usage of this authority exceeds the one-third threshold in the circumstances set out in the ABI Guidance, all members of the Board of the Company will stand for re-election at the following Annual General Meeting, as required by the ABI, and to the extent not already doing so, in accordance with applicable corporate governance recommendations.

The authorities sought in paragraphs (a) and (b) of resolution 19 are in addition to and not in substitution for the authority conferred by resolution 24(a) passed at last year's Annual General Meeting (which granted 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) but are in substitution for all other 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 conferred by this resolution 19 will each expire at the earlier of the conclusion of the next Annual General Meeting of the Company and 1 July 2015. 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 20, which will be proposed as a special resolution:

20. That, subject to the passing of resolution 19, 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 19 and/or pursuant to section 573 of the Act to allot equity securities for cash 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 19 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 £36,837,277; and
- (b) in the case of the authority granted under paragraph (b) of resolution 19, 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 20 shall apply in substitution for all existing powers under sections 570 and 573 of the Act (save for any power conferred by resolution 24(b) passed at the 2013 Annual General Meeting in connection with additional preference shares in the Company) 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 2015 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 20, 'rights issue' has the same meaning given in resolution 19 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 20, which will be proposed as a special resolution, seeks to renew the authority conferred on the directors at last year's Annual General Meeting to issue equity securities of the Company for cash without application of the pre-emption rights provided by section 561 of the Act. The authority being sought in paragraph (a) of resolution 20 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 £36,837,277, which represents no more than 5% of the issued ordinary share capital of the Company as at the close of business on 10 March 2014. The authority being sought in paragraph (b) of resolution 20 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 addition to and not in substitution for the authority conferred by resolution 24(b) passed at last year's Annual General Meeting (which granted the directors authority to allot additional preference shares for cash free of the restriction in section 561 of the Act) but are in substitution for all other existing authorities, granted in the Company's articles of association or otherwise, and without prejudice to previous allotments made under such authorities. The authorities conferred by this resolution 20 will expire at the earlier of the conclusion of the next Annual General Meeting of the Company and 1 July 2015.

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 without prior consultation with the shareholders and the investment committees of the ABI and the National Association of Pension Funds.

Purchase of own ordinary shares by the Company

To consider and, if thought fit, pass the following resolution 21, which will be proposed as a special resolution:

21. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006 (the Act)) of ordinary shares of 25 pence each in the capital of the Company (ordinary shares) provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 294 million;
- (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 the higher of 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 the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003; 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 2015 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 21, which will be proposed as a special resolution, seeks to renew the authority granted at last year's Annual General Meeting and gives the Company authority to buy back its own ordinary shares in the market as permitted by the Act. The authority limits the number of ordinary shares that could be purchased to a maximum of 294 million (representing less than 10% of the issued ordinary share capital of the Company as at the close of business on 10 March 2014) and sets minimum and maximum prices.

This authority will expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2015.

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 10 March 2014, there were options and awards over 54,127,960 ordinary shares which represented 1.84% of the Company's issued ordinary share capital (excluding treasury shares) as at that date. If the remainder of the authority to purchase the Company's ordinary shares granted at last year's Annual General Meeting and the authority proposed to be granted under resolution 21 were both exercised in full, these options and awards would, assuming no further ordinary shares are issued after that date, represent 2.29% of the Company's issued ordinary share capital (excluding treasury shares) as at that date. This percentage would reduce to 2.04% if no further purchases are made under the authority granted at last year's Annual General Meeting but the authority proposed to be granted under resolution 21 was exercised in full. As at the close of business on 10 March 2014, the Company did not hold any treasury shares and no warrants over ordinary shares in the capital of the Company existed.

Purchase of own preference shares by the Company

Resolutions 22 and 23, which will be proposed as special resolutions, seek to renew the authorities granted at last year's Annual General Meeting and give the Company authority to buy back its own preference shares in the market as permitted by the Companies Act 2006 and in accordance with the rights attaching to those shares, which allow their repurchase on such terms as the directors may determine. These authorities limit the number of preference shares that may be purchased, set minimum and maximum prices and will expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2015. 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 8¾% cumulative irredeemable preference shares by the Company

To consider and, if thought fit, pass the following resolution 22, which will be proposed as a special resolution:

22. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the 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 the higher of 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 the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003; 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 2015 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 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 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 the higher of 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 the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003; 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 2015 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.

Notice of meetings other than annual general meetings

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

24. 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 other than an annual general meeting on 14 clear days' notice pursuant to the Companies Act 2006 (the Act). The Act permits 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 Annual General Meeting. 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 Annual General Meeting of the Company shareholders approved the calling of meetings other than an annual general meeting on 14 clear days' notice. The Company would like to continue to preserve this ability and this resolution seeks such approval. In the event that this authority is to be exercised, the directors will ensure that it is not used as a matter of routine, but only when time-sensitive matters are to be discussed and where merited in the interests of shareholders as a whole, and intend to follow other best practice recommendations as regards its use.

The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed in order to renew this power.

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
26 March 2014

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 or by accessing the mobile site via the Quick Response code overleaf, 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 and the Vested Share Account may instruct their trustee/ nominee 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, however 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. Nominated persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investment in the Company.

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 Monday, 28 April 2014 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 as at 6pm on the date (excluding non-working days) that is two days before the adjourned Annual General Meeting. 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 by logging on at www.euroclear.com). 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 by logging on at www.euroclear.com. 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 Investor Services PLC (Computershare) (ID 3RA50) by 11am on Monday, 28 April 2014. 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 or her 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 cause such questions to be answered 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 10 March 2014 (being the last practicable business day prior to the publication of this Notice of AGM) the issued share capital of the Company was 2,946,982,213 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 10 March 2014 was 2,946,982,213.

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

Registration commences at the Queen Elizabeth II Conference Centre.

10.30am

The Churchill Auditorium doors open.

11am

The AGM commences.

Refreshments will be served before and after the AGM in the Pickwick Suite on the First Floor.

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

- A map showing the location of the AGM is shown at the end of this document.
- The nearest mainline stations to the Queen Elizabeth II Conference Centre are Charing Cross Station and Victoria Station whilst the nearest underground stations are Westminster and St James's Park.
- The nearest car park to the Queen Elizabeth II Conference Centre is Q-Park Westminster, Great College Street, SW1P 3RX.
- For your personal safety and security, there will be bag searches for everyone attending the meeting. Any 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 Churchill Auditorium. You will also be requested to turn off mobile telephones and other portable electronic devices.

Shareholders with special needs

- 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 the First Floor, where a marshal will assist you. During the meeting questions may also be registered at the question registration desk in the Churchill Auditorium.
- 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/agm.
- 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 pages 9 and 10 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 votes now in relation to the resolutions proposed, you can register your instruction electronically through www.investorcentre.co.uk/eproxy or by accessing the mobile site via the Quick Response code above.
 - You will need to have your Form of Proxy, Voting Card, the Aviva Share Account Statement or the Aviva AGM Notification Email 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.
 - Please ensure that you sign the Form of Proxy or the Voting Card and initial any alterations. If someone other than you signs the Form of Proxy or the Voting Card, it must be returned with either the letter of authority, Power of Attorney or a certified copy of the Power of Attorney authorising him or her to sign on your behalf. If the holder is a corporation, the Form of Proxy or the Voting Card must be signed either under seal or under the hand of a duly authorised officer or attorney of that company, stating their capacity.

- Voting in advance of the meeting by completing a proxy instruction 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, 25 April 2014 for members of the Aviva Share Account and participants in the Aviva All Employee Share Ownership Plan and the Vested Share Account; and
 - no later than 11am on Monday, 28 April 2014 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 pages 9 and 10 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, Computershare 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,
United Kingdom**

For American Depositary Receipt Holders

- If you hold Aviva plc American Depositary Receipts (ADRs) as of the US record date, 19 March 2014, 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 Depository Bank, to vote as your proxy.
- If you would like Citibank to vote on your behalf, simply complete and return the AGM Proxy Card to the Aviva ADR Depository Bank, to arrive by the voting deadline, 10am New York City time on Thursday, 24 April 2014.
- 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.

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 6pm, Monday to Friday US Eastern Standard Time.
-  **In writing:** **Citibank Shareholder Services, PO Box 43077, Providence, Rhode Island 02940-3077 USA**

Getting to the Queen Elizabeth II Conference Centre

