

Notice of 2024 Annual General Meeting

York Racecourse, Knavesmire Road, York YO23 1EX

On Thursday, 2 May 2024 at 10:30am

This document contains important information about Aviva's Annual General Meeting. If you wish to take part this year, please give it your prompt attention.

If you have any doubts about what action you need to take, you should contact your stockbroker, solicitor, accountant or other independent professional advisors authorised pursuant to the Financial Services and Market 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 (except for any personalised form) to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Chair's Letter

Dear Shareholder

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

I am pleased to share with you the arrangements for this year's AGM which will be held at **10:30am on Thursday, 2 May 2024 at York Racecourse, Knavesmire Road, York YO23 1EX (York Racecourse)**. For those unable to attend in person, you will also be able to take part in the meeting online.

Arrangements for the meeting

To celebrate our strong connections with communities around the country, as well as giving shareholders from different regions a better chance to attend in person, this year's meeting will be held in York, a city where Aviva has had a presence for many years.

You can find details of how to get to York Racecourse on page 18 of this Notice of AGM. We ask you to use the tick box on the Form of Proxy to confirm if you intend to attend the AGM in person to help us plan appropriately.

We recognise that the location will not be convenient for everyone. As in recent years we have made arrangements for people to also take part electronically with the aim of making the meeting accessible to as many of you as possible. You can join the meeting online at <https://web.lumiagm.com/178-239-734>. Please refer to pages 18 to 19 of this Notice of AGM, where you will find full details of how to join, vote and ask questions online.

Shareholders' questions

We are committed to an open and constructive dialogue with you, our shareholders, and we see the AGM as an important forum to listen to your views and answer your questions. I would like to encourage you to take advantage of this opportunity.

We also believe it is important that those attending the AGM behave with courtesy and with respect for others and, therefore, unacceptable behaviour will not be tolerated at the meeting.

If you can't attend but have a question relating to the business of the meeting, please contact us by email at aviva.shareholders@aviva.com and we will reply as soon as possible.

Board of Directors

On 12 March 2024, we announced the retirement of Martin Strobel as Director of Aviva plc. I would like to thank Martin for his contribution to Aviva. We also announced the appointment of Ian Clark as a Non-Executive Director. Ian's experience of working in the financial services industry and his significant experience as a non-executive director make him an excellent addition to the Board.

The Board recommends the election and re-election of all Directors seeking election and re-election. Biographies for each Director can be found on Appendix 1 of this Notice of AGM.

Further information is set out in the explanatory notes on page 7.

Voting arrangements

I would like to encourage you to take an active part in voting. You can do so in advance of the meeting by appointing a proxy and providing a voting instruction

electronically or by completing and returning the relevant form(s) of proxy or voting form(s) by post. If you wish to provide your proxy instruction electronically, you can do so through www.investorcentre.co.uk/eproxy. CREST members who wish to appoint a proxy via the CREST electronic proxy appointment service should refer to the CREST section on page 17 of this Notice of AGM. Information about the Proxymity voting platform can be found on page 17 of this Notice of AGM.

Please submit your completed proxy appointment and voting instruction forms to the Company's Registrar, Computershare Investor Services PLC (Computershare), as soon as possible, but in any event to arrive by no later than:

- **10:30am on Tuesday, 30 April 2024** for ordinary shareholders; or
- **10:30am on Thursday, 25 April 2024** for members of the Aviva Share Account.

If you attend the AGM in person at York Racecourse, you will be provided with a poll card. If you attend the AGM electronically and would like to cast your vote on the day, you can do so using the facility described on page 19.

Business of the meeting

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

Resolution 3 is seeking approval from shareholders for the Directors' Remuneration Policy, which was last approved by shareholders in 2021. If approved by shareholders, this policy will apply for up to three years from the date of this meeting.

Resolution 23 seeks approval for the disapplication of pre-emption rights of no more than 10% of the issued ordinary share capital of the Company. The 2022 Pre-emption Group Guidelines provide for companies to seek authority for higher pre-emption limits, up to a total of 20% of issued share capital. Aviva is not seeking approval for a second authority to allot 10% of issued ordinary share capital of the Company in respect of specified capital investments at the 2024 AGM.

Resolution 29 seeks approval for certain amendments to the Company's articles of association, primarily to reflect changes relating to the maximum annual fees paid to Non-Executive Directors, general meeting arrangements, dividends, deceased shareholders and the sale of untraced shareholdings.

Further information on each of the resolutions is set out in the explanatory notes.

Recommendation

Your Board considers that each of the resolutions to be proposed at the AGM would promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors of the Company (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



George Culmer
Chair
28 March 2024

Notice of 2024 Annual General Meeting

Notice is hereby given that the 2024 Annual General Meeting (the AGM) of Aviva plc (Aviva or the Company) will be held at **10:30am on Thursday, 2 May 2024** at **York Racecourse, Knavesmire Road, York YO23 1EX, (York Racecourse)**, with facilities to attend electronically, for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, of which resolutions 23 to 29 (inclusive) will be proposed as special resolutions and all other resolutions will be proposed as ordinary resolutions.

Ordinary Resolutions

Annual Report and Accounts

1. To receive and consider the Company's Annual Report and Accounts for the financial year ended 31 December 2023 (the 2023 Annual Report).

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report set out on pages 2.31 to 2.66 of the 2023 Annual Report, excluding the Directors' Remuneration Policy set out on pages 2.37 to 2.46 of the 2023 Annual Report.

Directors' Remuneration Policy

3. To approve the Directors' Remuneration Policy set out on pages 2.37 to 2.46 of the Directors' Remuneration Report contained within the 2023 Annual Report.

Climate-related Financial Disclosures

4. To approve the Company's Climate-related Financial Disclosures for 2023 set out on pages 1.66 to 1.68 of the 2023 Annual Report.

Dividend

5. To declare, subject to the condition below, a final dividend for the year ended 31 December 2023 of 22.3 pence per ordinary share of 32 17/19 pence nominal value, payable on Thursday, 23 May 2024 to ordinary shareholders named on the Register of Members as at the close of business on Friday, 12 April 2024.

The dividend is conditional upon the Directors not having determined (at their discretion) to cancel the dividend at any point prior to its payment.

Election of Directors

6. To elect Ian Clark as a Director of the Company.

Re-election of Directors

7. To re-elect George Culmer as a Director of the Company.
8. To re-elect Amanda Blanc as a Director of the Company.
9. To re-elect Charlotte Jones as a Director of the Company.
10. To re-elect Andrea Blance as a Director of the Company.
11. To re-elect Mike Craston as a Director of the Company.
12. To re-elect Patrick Flynn as a Director of the Company.
13. To re-elect Shonaid Jemmett-Page as a Director of the Company.
14. To re-elect Mohit Joshi as a Director of the Company.
15. To re-elect Pippa Lambert as a Director of the Company.
16. To re-elect Jim McConville as a Director of the Company.
17. To re-elect Michael Mire as a Director of the Company.

Appointment and remuneration of the Auditor

18. To appoint Ernst & Young LLP as Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid.
19. To authorise the Audit Committee to determine the Auditor's remuneration.

Political donations

20. That in accordance with sections 366 and 367 of the Companies Act 2006 (the Act) the Company, and all companies that are its subsidiaries at any time during the period for which this resolution has effect, be authorised, in aggregate, to:
 - a) make donations to political parties or independent election candidates, not exceeding £100,000;
 - b) make donations to political organisations other than political parties, not exceeding £100,000; and
 - c) incur political expenditure, not exceeding £100,000,

(as such terms are defined in sections 363 and 365 of the Act) provided that the aggregate amount of such donations and expenditure shall not exceed £100,000 during the period from the date of the passing of this resolution until the conclusion of the next Annual General Meeting or, if earlier, 1 July 2025, provided that the aggregate amount may comprise sums in different currencies that shall be converted at such rate as the Directors of the Company (the Directors) may in their absolute discretion determine.

Notice of 2024 Annual General Meeting continued

Authority to allot ordinary shares

21. To generally and unconditionally authorise the Directors in accordance with section 551 of the Act to exercise all the powers of the Company to allot ordinary shares in the Company or grant rights to subscribe for or to convert any security into ordinary shares in the Company:
- a) up to an aggregate nominal amount of £299 million; and
 - b) up to a further aggregate nominal amount of £299 million in connection with a fully pre-emptive 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 otherwise consider necessary,to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) that 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, or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Unless previously renewed, revoked or varied, the authorities conferred by this resolution 21 shall apply in substitution for all existing authorities under section 551 of the Act (save for any authority conferred by resolution 23) 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 2025 but, in each case, so that the Company may make offers and enter into agreements before the authority expires that would, or might, require shares to be allotted or rights to be granted after the authority expires and the Directors may allot shares or grant such rights under such an offer or agreement as if the authority conferred hereby had not expired.

Additional authority to allot new ordinary shares in relation to issuances of SII Instruments

22. In addition to the authority granted pursuant to resolution 21, to unconditionally authorise the Directors in accordance with section 551 of the Act to exercise all the powers of the Company to allot ordinary shares in the Company or grant rights to subscribe for or to convert any security into ordinary shares in the Company:
- a) up to an aggregate nominal amount of £150 million in relation to any issuance(s) of UK Solvency II (SII) Instruments where the Directors consider that such issuance of SII Instruments would be desirable, including in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory requirements or targets applicable to the Company or to the Group from time to time; and
 - b) subject to applicable law and regulation, at such allotment, subscription or conversion prices (or such maximum or minimum allotment, subscription or conversion price methodologies) as may be determined by the Directors from time to time.

Unless previously renewed, revoked or varied, the authority conferred by this resolution 22 shall apply in addition to all other authorities under section 551 of the Act 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 2025 but, in each case, so that the Company may make offers and enter into agreements before the authority expires that would, or might, require ordinary shares to be allotted or rights to be granted after the authority expires and the Directors may allot ordinary shares or grant such rights under such an offer or agreement as if the authority conferred hereby had not expired.

For the purpose of this resolution 22, 'SII Instruments' means any securities, instruments or other agreements to be issued or entered into by the Company or any other member of the Group, and which in each such case are:

- (i) intended to form all or part of a type or class of securities, instruments or other agreements, the terms of which are eligible or otherwise enable the Company or any other member of the Group to meet any applicable regulatory requirements specified by the Prudential Regulation Authority or other such authority having primary supervisory authority with respect to the Company or the Group from time to time, including requirements in relation to own funds, capital resources, capital, contingent capital or buffer capital of the Company or the Group;
- (ii) convertible into, exchangeable for, or otherwise may result in the issuance of ordinary shares of the Company in the event that the capital or solvency position of the Company, the Group and/or any member of the Group falls below certain defined levels; and
- (iii) otherwise on such terms as may be determined by the Directors or a committee thereof upon issue.

Notice of 2024 Annual General Meeting continued

Special Resolutions

Disapplications of pre-emption rights

23. That, subject to the passing of resolution 21, the Directors be generally empowered, pursuant to section 570 of the Act, to allot equity securities (as such phrase is to be interpreted in accordance with section 560(2) of the Act) for cash pursuant to the authority granted by resolution 21 and/or pursuant to section 573 of the Act where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case free of the restriction in section 561 of the Act, such power to be limited:

- a) in the case of the authority granted under paragraph (a) of resolution 21 and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the Act, to the allotment of equity securities:
 - (i) in connection with a pre-emptive offer;
 - (ii) and otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £89 million; and
- b) in the case of the authority granted under paragraph (b) of resolution 21, to the allotment of equity securities in connection with a fully pre-emptive offer.

Unless previously renewed, revoked or varied, the powers conferred by this resolution 23 shall apply in substitution for all existing powers under sections 570 and 573 of the Act (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 2025 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 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 23, '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 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.

24. That, subject to the passing of resolution 22, the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (as such phrase is defined in section 560(1) of the Act and to be interpreted in accordance with section 560(2) of the Act) for cash pursuant to the authority granted by resolution 22, and also be empowered to allot equity securities for non-cash consideration, up to an aggregate nominal amount of £150 million in relation to any issuance(s) of SII Instruments, free of the

restriction in section 561 of the Act in the case of an allotment for cash.

Unless previously renewed, revoked or varied, the power conferred by this resolution 24 shall apply 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 2025 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 may allot equity securities under such an offer or agreement as if the power conferred hereby had not expired.

For the purpose of this resolution 24, 'SII Instruments' shall have the same meaning as set out in resolution 22.

Purchase of own ordinary shares by the Company

25. That, in accordance with section 701 of the Act, the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 32 17/19 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 273 million;
- b) the minimum price which may be paid for an ordinary share is 32 pence (exclusive of expenses payable by the Company in connection with the purchase);
- c) the maximum price which may be paid for an ordinary share (exclusive of expenses payable by the Company in connection with the purchase) is the higher of:
 - (i) an amount equal to 105% of the average market quotation for an ordinary share, as derived from the London Stock Exchange Daily Official List over the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent purchase bid for an ordinary share on the trading venues where the purchase is carried out; 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 2025, 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.

Notice of 2024 Annual General Meeting continued

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

26. That, in accordance with section 701 of the Act, the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of 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 (exclusive of expenses payable by the Company in connection with the purchase);
- c) the maximum price that may be paid for an 8¾% preference share (exclusive of expenses payable by the Company in connection with the purchase) is the higher of:
 - (i) an amount equal to 105% of the average market quotation for an 8¾% preference share, as derived from the London Stock Exchange Daily Official List over the five business days immediately preceding the day on which that 8¾% preference share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent purchase bid for an 8¾% preference share on the trading venues where the purchase is carried out; 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 2025, save that the Company may make a contract to purchase 8¾% preference shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of 8¾% preference shares in pursuance of any such contract.

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

27. That, in accordance with section 701 of the the Act, the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of 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 (exclusive of expenses payable by the Company in connection with the purchase);
- c) the maximum price that may be paid for an 8¾% preference share (exclusive of expenses payable by the Company in connection with the purchase) is the higher of:

- (i) an amount equal to 105% of the average of the middle-market quotations for 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 contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an 8¾% preference share on the trading venues where the purchase is carried out; 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 2025, 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.

Notice of meetings other than Annual General Meetings

28. 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.

To adopt new articles of association

29. That, with effect from the conclusion of the Annual General Meeting, the articles of association produced to the meeting and, for the purposes of identification, initialled by the Chair, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

By order of the Board



Susan Adams

Group Company Secretary

Aviva plc

Registered office:

80 Fenchurch Street,
London, EC3M 4AE

Registered in England and Wales, No. 2468686

28 March 2024

Explanatory Notes

Ordinary Resolutions

Resolution 1 - Annual Report and Accounts

The Directors are required to present to the meeting the Company's audited Annual Report and Accounts for the financial year ended 31 December 2023 (the 2023 Annual Report).

Resolution 2 - Directors' Remuneration Report

This resolution seeks shareholder approval for the Directors' Remuneration Report for the year ended 31 December 2023 (other than the part containing the Directors' Remuneration Policy, which is set out on pages 2.37 to 2.46 of the 2023 Annual Report), as required by the Act. The Directors' Remuneration Report appears on pages 2.31 to 2.66 of the 2023 Annual Report.

This vote is advisory and therefore does not directly affect the remuneration paid to any Director.

Resolution 3 - Directors' Remuneration Policy

This resolution seeks shareholder approval for the Directors' Remuneration Policy as required by the Act. The Directors' Remuneration Policy was last approved by shareholders at the 2021 AGM.

The Directors' Remuneration Policy can be found on pages 2.37 to 2.46 of the 2023 Annual Report. Approval is for a period of up to three years and a Directors' Remuneration Policy will be put to shareholders for approval again not later than the 2027 AGM.

Resolution 4 - Climate-related Financial Disclosures

This resolution seeks approval for the Company's Climate-related Financial Disclosures for 2023 as set out on pages 1.66 to 1.68 of the 2023 Annual Report. This vote is advisory only. The resolution and vote are a means of providing shareholder feedback to the Board. Further information can also be found at www.aviva.com/social-purpose/climate-related-financial-disclosure.

Resolution 5 - Dividend

The final dividend for the year ended 31 December 2023, as recommended by the Directors, is 22.3 pence per ordinary share. Further information on dividends can be found both on page 2.69 of the 2023 Annual Report and on the Company's website at www.aviva.com/dividends.

In compliance with the rules issued by the Prudential Regulation Authority (PRA) and other regulatory requirements to which Aviva plc and its subsidiaries (the Group) are subject, the dividend is required to remain cancellable at any point prior to it becoming due and payable. The dividend is therefore declared conditional upon the Directors not having determined (at their discretion) to cancel the dividend at any point prior to its payment. The Directors have no intention of exercising this cancellation right, other than where they determine it may be necessary or appropriate to do so as a result of legal or regulatory requirements (including without limitation if, prior to payment, the Group ceases to hold capital resources equal to or in excess of its Solvency Capital Requirement, or if that would be the case if the dividend were paid).

Resolutions 6 to 17 - Election and Re-election of Directors

Following the resignation of Martin Strobel on 12 March 2024, the Aviva Board has appointed Ian Clark as a Non-Executive Director of Aviva plc. Following an extensive recruitment process, the Board considers that Ian's skills, knowledge and experience make him ideal for the role.

Ian has a strong knowledge of Aviva and excellent understanding of the General Insurance business and market. He has a very good understanding of the risks faced by the General Insurance sector and of the regulatory regime in which it operates, as well as the wider UK regulatory environment. This makes Ian a valuable addition to the Board.

In accordance with the recommendations of the UK Corporate Governance Code, all other Directors will retire and seek re-election at this year's AGM.

The continued effectiveness of the Board, its committees and the Directors was assessed through a formal evaluation process in 2023. Following this evaluation, the Board recommends the election and re-election of all Directors seeking election and re-election.

Michael Mire continues to serve on the Board notwithstanding that he has served beyond nine years as a Non-Executive Director. Following careful consideration, the Nomination and Governance Committee considered that Michael contributed strongly to the discussions at the Board and brought significant experience of strategy, transformation and asset management.

Through its Nomination and Governance Committee, the Board has undertaken appropriate due diligence on each Non-Executive Director's other interests and external time commitments, and has concluded that each Director is fully able to commit to the role and is free from any relationship or circumstance that would affect their judgement, and accordingly all the Non-Executive Directors, with the exception of Michael Mire, are considered independent by the Board.

In the 2022 Annual Report and Accounts, we disclosed that Mike Craston was not considered to be independent at that time in relation to the assessment criteria set out in Provision 10 of the UK Corporate Governance Code. This was due to Mike having held an executive role with Aviva Investors within the previous five years, between 14 January 2016 and 30 September 2017. In January 2024, following the expiry of the five-year period, the Committee carefully re-considered Mike's status and assessed that Mike's previous employment does not affect his independence at this time and that he should therefore be considered as an Independent Non-Executive Director.

The performance and contribution of each Director seeking re-election has been subject to a formal evaluation process during 2023. Following this evaluation, the Board confirms that each Director's performance continues to be effective and they demonstrate commitment to the role.

The biographical details of all Directors, correct as at 13 March 2024, are set out in Appendix 1 of this Notice of AGM. In the Board's view, these illustrate why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

Explanatory Notes

Resolution 18 and 19 – Appointment and remuneration of the Auditor

Auditors have to be appointed at each general meeting at which the Annual Report and Accounts are presented to shareholders. Following a competitive tender process, we announced on 18 November 2021 our intention to appoint Ernst & Young LLP as the Company's auditor for the financial year ending 31 December 2024. Accordingly, shareholder approval is now sought to appoint Ernst & Young LLP as auditor of the Company.

As resigning auditor, PwC has provided the Company with a 'statement of reasons connected with ceasing to hold office as Auditors', as required by the Companies Act 2006 (the Act), confirming that it resigned as auditor of the company following the unsuccessful tender process. PwC's statement confirms that there are no matters that need to be brought to the attention of holders of securities of the Company. A copy of the statement is set out in Appendix 2 on page 15 of this Notice of AGM.

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. Resolution 19 authorises the Audit Committee to decide on the level of such remuneration.

Resolution 20 – Political donations

Resolution 20 seeks to renew the authority granted at the 2023 AGM 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 give any money for political purposes in the UK nor does it make any donations to political organisations or incur political expenditure within or outside the UK.

However, the definitions of political donations and political expenditure used in the Act are very wide. It is therefore possible that normal business activities, such as engaging with the Company's stakeholders to ensure that issues and concerns affecting the operations of Aviva are considered and addressed, which might not be thought to be political expenditure in the usual sense, could be caught. In order to allow such activities to continue and avoid inadvertently contravening the Act, we are seeking authority to allow the Company or its UK subsidiaries to incur this type of expenditure up to a total aggregate limit of £100,000.

This resolution is not intended to authorise any particular donation or expenditure but is expressed in general terms as required by the Act. The authority will not be used to make political donations within the normal meaning of that expression.

Any political donation made or political expenditure incurred that is in excess of £2,000 will be disclosed in our Annual Report and Accounts for next year, as required by relevant legislation.

Resolution 21 – Authority to allot ordinary shares

The authority conferred on the Directors at the 2023 AGM to allot shares or grant rights to subscribe for or to convert any security into shares in the Company expires at the end of this year's AGM and the Board recommends that this authority be renewed.

Paragraph (a) of resolution 21 will give the Directors the general authority to allot up to a maximum aggregate nominal amount of £299 million of ordinary shares, being equivalent to one-third of the Company's issued ordinary share capital as at the close of business on Wednesday, 13 March 2024.

Paragraph (b) of resolution 21 will give authority to the Directors to allot up to a maximum aggregate nominal amount of £300 million of ordinary shares, being equivalent to one-third of the Company's issued ordinary share capital as at the close of business on Wednesday, 13 March 2024, provided the allotment is made in connection with a fully pre-emptive offer in favour of holders of equity securities (which would include ordinary shareholders). Together with the nominal value of any shares allotted or rights granted under the authority conferred by paragraph (a) of resolution 21 would amount to £599 million representing approximately two-thirds of the Company's issued ordinary share capital as at the close of business on Wednesday, 13 March 2024.

Paragraph (b) of resolution 21 proposes that, consistent with the guidance issued by The Investment Association (IA) concerning directors' powers to allot share capital or grant rights to subscribe for or convert any securities into ordinary shares, a further authority be conferred on the Directors to allot shares in connection with a fully pre-emptive offer in favour of holders of equity securities (which would include ordinary shareholders).

The authorities sought in paragraphs (a) and (b) of resolution 21 are in addition to, and not in substitution for, the authority conferred by resolution 22 described in this Notice of AGM, but are in substitution for all other existing authorities, and are without prejudice to previous allotments made under such existing authorities.

The Directors are also seeking renewed authority under resolution 22 for the allotment of new ordinary shares in relation to issuances of SII Instruments.

The authorities will remain in force until the end of the AGM in 2025 or, if earlier, 1 July 2025. The Directors have no present intention of exercising these authorities. The authority is, however, sought to ensure that the Company retains flexibility in managing the Group's capital resources. Annual review of this authority is sought in accordance with best practice. As at Wednesday, 13 March 2024, the Company did not hold any treasury shares.

Resolution 22 – Additional authority to allot new ordinary shares in relation to issuances of SII Instruments

The Group is subject to the UK Solvency II (SII) regulatory framework. Under SII, the Group is required to hold sufficient capital to absorb losses in periods of stress and to provide a buffer to increase resilience against unexpected losses.

The Directors believe it is in the best interests of the Company to have the flexibility to issue SII Instruments from time to time so that the Company has the flexibility to manage and maintain its and the Group's capital structure more effectively in the light of evolving regulatory capital requirements, market conditions and appetite for different instruments and their cost-effectiveness (including through the use of risk mitigation techniques permitted under SII).

Explanatory Notes

The authority sought in resolution 22 may be used if the Directors believe that an issuance of SII Instruments would be desirable to ensure compliance with regulatory requirements or targets applicable to the Company or to the Group from time to time. However, the request for authority in resolution 22 is not an indication of whether the Company will issue any SII Instruments.

The Group's overall capital requirements may be satisfied by different types of own funds, the highest quality of which is classified as Tier 1 (Tier 1 Instruments) which includes ordinary shares, preference shares and paid-up subordinated bonds or other liabilities (Equity Convertible Instruments or ECIs) which are converted into ordinary shares in the event that the capital or solvency position of the Group or any member thereof falls below certain defined levels. On the occurrence of such an event, the ECIs will automatically convert into new ordinary shares in the Company. SII Instruments include the Tier 1 Instruments described above as well as legally binding agreements to subscribe or pay for ECIs on demand.

Where the SII Instruments involve the conversion of any instrument into ordinary shares or the allotment of ordinary shares to the holders of such instruments, the terms and conditions of the SII Instruments will specify at the outset a mechanism for setting the applicable allotment, subscription or conversion price. Resolution 22 gives the Directors authority to set such terms and conditions.

Resolution 22, will, if approved, give the Directors authority to allot ordinary shares in the Company or grant rights to subscribe for, or to convert any security into, ordinary shares in the Company, in accordance with section 551 of the Act up to an aggregate nominal amount of £150 million in connection with the issue of SII Instruments which is, in aggregate, equivalent to approximately 16.67% of the issued ordinary share capital of the Company as at Wednesday, 13 March 2024, being the latest practicable date before the printing of this document.

Special resolutions

Resolution 23 and 24 - Disapplications of pre-emption rights

If the Company allots new equity securities (other than in connection with an employee share scheme or any scrip dividend programme that may be operated from time to time), it is required by the Act to first offer the securities to existing shareholders in proportion to their existing holdings (known as pre-emption rights) but the Directors may seek shareholder approval to disapply pre-emption rights or issue equity securities on a non-pre-emptive basis.

Resolution 23 renews and increases the authority given to the Directors at the 2023 AGM to allot equity securities on a non-pre-emptive basis to ordinary shareholders by way of a fully pre-emptive offer, for example, where legal practical difficulties in jurisdictions outside the UK may prevent the allocation of shares on a pro rata basis. Resolution 23 would grant the authority to allot up to 10% of the issued ordinary share capital of the Company as at Wednesday, 13 March 2024 for cash without first offering them to existing shareholders.

The Directors confirm that should they utilise the authority in Resolution 23, they intend to follow the shareholder protections set out in Part 2B of the Statement of Principles to the extent reasonably practicable and relevant (the Company is not seeking authority for follow-on offers).

The Company is not requesting additional authority to allot issued share capital for specified additional purposes as would be in line with the limits suggested by the Pre-emption Group 2022 Statement of Principles for disapplication of pre-emption rights (the Statement of Principles).

The authority being sought in resolution 23 is in addition to and not in substitution for any authority conferred by resolution 24 but is in substitution for any other existing authorities without prejudice to previous allotments made under such authorities. The authority conferred by resolution 23 will expire at the conclusion of the next AGM of the Company or, if earlier, 1 July 2025.

The authorities sought and the limits set by these resolutions will also disapply the application of section 561 of the Act from a sale of any treasury shares to the extent provided for in the resolutions.

Resolution 24 proposes that, without prejudice to any existing power, the Directors be empowered to allot equity securities (as defined in section 560 of the Act) for cash up to a nominal amount of £150 million in relation to the issue of SII Instruments, which is equivalent to 16.67% of the issued ordinary share capital of the Company as at Wednesday, 13 March 2024, being the latest practicable date before the printing of this document, as if section 561 of the Act, to the extent applicable, did not apply to any such allotment.

Resolution 24 is applicable in relation to the allotment of equity securities for cash in relation to the issue of SII Instruments. However, there are circumstances in which the Directors may contemplate such an allotment for non-cash consideration (such as the receipt of assets, subject to applicable law and regulation), and such an allotment is also authorised.

Resolution 24 would permit the Company the flexibility necessary to allot equity securities pursuant to any proposal to issue SII Instruments without the need to comply with the strict pre-emption requirements of the UK statutory regime. Together with resolution 22, resolution 24 is intended to provide the Directors with the flexibility to issue SII Instruments that may convert into, be exchanged for or otherwise result in the issuance of ordinary shares in the Company. This will allow the Company to optimise the management of its capital in the most efficient and economical way for the benefit of shareholders.

The authorities sought in resolutions 22 and 24 are in addition to the authorities proposed in resolutions 21 and 23, which are the usual authorities sought on an annual basis by listed companies in line with the guidance issued by the IA. Any exercise of the other authorities would be separate from, and in addition to, the exercise of any powers under these resolutions 22 and 24 and would also have a dilutive effect on existing shareholdings. Although this authority is not contemplated by the guidance issued by the IA, it has been discussed previously with the IA.

Explanatory Notes

The authorities sought in resolutions 22 and 24 will expire at the conclusion of the next AGM of the Company after the date on which the resolution is passed or, if earlier, 1 July 2025. However, the Directors may seek similar authorities in the future. The Directors have not used the authority to issue SII Instruments granted at the 2023 AGM and have no present intention of exercising these authorities.

Resolution 25 - Purchase of own ordinary shares by the Company

On 9 March 2023, Aviva announced a share buyback of ordinary shares up to a maximum aggregate purchase price of £300 million. The Company purchased a total number of 72,797,191 ordinary shares of 32 17/19 pence nominal value in Aviva (representing approximately 2.7% of the Company's issued share capital as at 31 December 2023).

On 7 March 2024 Aviva announced a share buyback of ordinary shares up to a maximum aggregate purchase price of £300 million. Since 7 March 2024, the Company has purchased 3,901,500 ordinary shares of 32 17/19 pence nominal value in Aviva.

Shares purchased through the share buyback programmes have been cancelled with the exception of 2,893,500 ordinary shares of 32 17/19 pence nominal value that have been purchased and are yet to be cancelled.

Resolution 25 would renew the authority granted at the 2023 AGM for the Company to buy back its own ordinary shares in the market. The authority limits the number of ordinary shares that could be purchased to a maximum of 273 million (representing less than 10% of the issued ordinary share capital of the Company as at the close of business on Wednesday, 13 March 2024). The authority sets minimum and maximum prices at which such shares may be bought.

The Directors may consider exercising the authority to purchase the Company's ordinary shares if market conditions and the Company's financial position make this possible 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 be in the best interests of the shareholders as a whole.

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 Wednesday, 13 March 2024, there were options and awards over 71,651,764 ordinary shares, which represented 2.62% of the Company's issued ordinary share capital as at that date. If the authority to purchase the Company's ordinary shares granted at the 2023 AGM and the authority proposed to be granted under resolution 25 were exercised in full, these options and awards would represent 3.28% of the Company's issued ordinary share capital calculated as at that date.

This percentage would reduce to 2.91% if no further purchases are made under the authority granted at the 2023 AGM, but the authority proposed to be granted under resolution 25 was exercised in full. As at the close of business on Wednesday, 13 March 2024, the Company did not hold any treasury shares and no warrants over ordinary shares in the capital of the Company existed.

The authorities will remain in force until the end of the AGM in 2025 or, if earlier, 1 July 2025.

Resolution 26 and 27 - Purchase of own preference shares by the Company

Resolutions 26 and 27, which will be proposed as special resolutions, seek to renew the authorities granted at the 2023 AGM and give the Company authority to buy back its own preference shares in the market as permitted by the Act and in accordance with the rights attaching to those shares, which allow their repurchase on such terms as the Directors may determine. These authorities limit the number of preference shares that may be purchased, set minimum and maximum prices and will expire at the conclusion of the next AGM of the Company after the date of the passing of the resolution or, if earlier, 1 July 2025.

The purpose of these resolutions is to provide the Company with flexibility in managing its capital effectively. In doing so, it is important to have a capital base which is adequate for the business and comprises the most appropriate mix of capital instruments. Accordingly, the Directors will keep the capital base under review, taking into account any opportunities which may arise to replace the preference share capital with more cost-effective forms of finance. The Directors believe that it is in the best interests of the Company and its shareholders as a whole to have this authority.

These authorities will be exercised only if the Directors believe that to do so would be in the best interests of shareholders as a whole. As part of any decision to exercise the authority the Directors may take into consideration various factors noted by the Company in its 2017 full year results announcement on 8 March 2018, such as the fact that the preference shares will no longer be eligible as regulatory capital under SII from 2026. Any purchases of the preference shares would be by means of market purchases (within the meaning of section 693(4) of the Act). Following any such purchase the preference shares so purchased would be cancelled.

Resolution 28 - Notice of meetings other than Annual General Meetings

The Act requires listed companies to call general meetings on at least 21 clear days' notice unless shareholders have approved the calling of general meetings at shorter notice.

At the 2023 AGM of the Company, shareholders approved the calling of meetings other than an AGM on not less than 14 clear days' notice. The Company would like to preserve this ability and this resolution seeks such approval. In order to allow for the shorter notice period, the Company will continue to make electronic voting available to all shareholders.

In practice, we would always aim to give a longer notice period to ensure all shareholders are able to participate fully. The 14 clear days' notice period would therefore only be used in exceptional circumstances where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. If this authority is used, Aviva would then explain in its next Annual Report the reasons for taking this exceptional action.

The authority will remain in force until the end of the AGM in 2025 or, if earlier, 1 July 2025.

Explanatory Notes

Resolution 29 - To adopt new articles of association

Resolution 29 proposes to adopt a new set of articles of association (the new articles) in order to update the Company's current articles of association (the current articles). The principal changes introduced in the new articles are summarised below. Minor, technical and clarifying changes have not been noted.

General Meetings

Bring arrangements in line with latest best practice, particularly relating to the ability to attend and participate through an electronic facility or at a satellite meeting. These changes will not allow a general meeting to be held exclusively on an electronic basis.

The changes also strengthen the powers of the Chair to promote the orderly conduct of the meeting and appropriate behaviour of those attending, allowing the removal of, or refusal of entry to a meeting of, any person refusing to comply with arrangements to ensure the security or orderly conduct of a meeting.

Dividends

A new article has been added to clarify that all dividends payable by the Company will, prior to payment, remain cancellable or deferrable by the Board, where required by applicable law or regulation or where the Board considers it is appropriate or prudent to do so.

Notice in Case of Entitlement by Transmission

Removing the requirement to send notice or documentation to shareholders where the Company has been advised that the shareholder has died or is bankrupt and where the Company has not been notified of an address of the person entitled to the transmission of the shares. Moreover, the Company will be entitled to rely on a notification from its Registrar that a member has died whether or not such notice is accompanied by formal evidence. In such cases, an Asset Reunification Service will be used to establish an address for those entitled to transmission of the shares.

Untraced Shareholders - Power of Sale

Reducing the period until the power of sale can be exercised for shareholders who have not claimed a payment or contacted the Company regarding their shareholding from twelve years to ten years.

Directors' Fees







Increasing the maximum annual fees paid to Non-Executive Directors to £3 million per year in aggregate (previously £2 million). The Company has no intention to make any changes to directors' fees beyond ordinary course changes from time to time. However, the current limit was set in 2012 and this proposed increase will bring the Company's fee limit more into line with the limits of other large financial services groups.

The new articles of association

A copy of the Company's existing articles of association and a copy marked to show the differences between those and the new articles of association as proposed to be adopted pursuant to resolution 29, will be available for inspection from the date of this Notice of AGM and up to the time of the AGM at the registered office of the Company during the usual business hours and at the place of the AGM from 10:45am until the close of the meeting. The articles will also be available at www.aviva.com/articles.

Appendix 1 – Our Board of Directors

Committee membership key

-  Nomination and Governance Committee
-  Audit Committee
-  Risk Committee
-  Customer and Sustainability Committee
-  Remuneration Committee
-  Chair

George Culmer

Chair

Appointed

Non-Executive Director – Sep 2019
Senior Independent Director – Jan 2020
Chair – May 2020

Experience and competencies

George brings significant Board-level exposure with 15 years' experience as a FTSE 100 Chief Financial Officer as CFO of Lloyds Banking Group plc and, prior to that, CFO of RSA Insurance Group plc. George has also worked at Zurich Financial Services and Prudential plc.

George has a deep understanding of insurance and wider financial services and insight into the challenges that affect Aviva's businesses and the implications for shareholders, which make him well placed to lead the Board in driving the strategy, culture, and values of the Group.

External appointments

- Senior Independent Director of Rolls-Royce Holdings plc

Dame Amanda Blanc

Group Chief Executive Officer (CEO)

Appointed

Non-Executive Director – Jan 2020
CEO – July 2020

Experience and competencies

Amanda started her career as a graduate at one of Aviva's legacy companies, Commercial Union plc. Since then she has held senior executive roles across the insurance industry as Group CEO at AXA UK PPP & Ireland, and CEO, EMEA & Global Banking at Zurich Insurance Group. She has also served as Chair of the Insurance Fraud Bureau, President of the Chartered Insurance Institute and a member of the Prime Minister's Business Council.

Amanda's broad executive experience in the insurance industry makes her well qualified to lead Aviva. Amanda has greatly simplified Aviva and overseen a significant strengthening of Aviva's financial position.

External appointments

- Non-Executive Director of BP plc
- Women in Finance Champion for HM Treasury
- Co-Chair of UK Transition Taskforce

Charlotte Jones

Group Chief Financial Officer (CFO)

Appointed

Group CFO – Sep 2022

Experience and competencies

Charlotte is a director of Aviva Life Holdings UK Limited and its subsidiary Aviva Life & Pensions UK Limited. She has held a number of executive positions during her career, including CFO of RSA Insurance plc, Interim CEO of the RSA UK & International business, and CFO of Jupiter Fund Management plc. Before that, Charlotte was Head of Group Finance at Credit Suisse Group, Deputy Group CFO at Deutsche Bank Group, and an audit partner at EY.

Charlotte is a highly experienced CFO with an impressive track record across the insurance, banking and asset management industries. Charlotte's financial expertise and strategic decision-making skills play a fundamental role in driving Aviva towards its strategic goals.

External appointments

- Member of the Sheffield University Management School Advisory Board

Andrea Blance

Independent Non-Executive Director

Appointed

Non-Executive Director – Feb 2022

Experience and competencies

Andrea is an experienced financial services leader and board member who has deep understanding of governance, the regulatory environment and risk management, making her a strong Chair of the Risk Committee.

Andrea spent her executive career at Legal & General Group plc where she held a range of senior leadership roles including Group Chief Risk Officer and Strategy & Marketing Director. More recently, Andrea has been Senior Independent Director and Remuneration Committee Chair of Vanquis Banking Group plc, Senior Independent Director and Audit Committee Chair of ReAssure plc, and Risk Committee Chair of Scottish Widows plc and Lloyds Banking Group Insurance.

External appointments

- Non-Executive Director and Risk Committee Chair of Hargreaves Lansdown plc

Appendix 1

Ian Clark 

Independent Non-Executive Director

Appointed

Non-Executive Director – Mar 2024

Experience and competencies

Ian is a chartered accountant with over 40 years' experience of working in the financial services industry. He has extensive executive experience, most notably as an equity partner at Deloitte where he led the strategy and corporate finance practice for the insurance sector. Prior to that, he was a partner at Bacon & Woodrow. Ian also has significant experience as a Non-Executive Director of regulated companies.

Ian has a strong knowledge of Aviva and excellent understanding of the General Insurance business and market. He has a very good understanding of the risks faced by the general insurance sector and of the regulatory regime in which it operates, as well as the wider UK regulatory environment. This makes Ian a valuable addition to the Board and Chair of Aviva Insurance Limited.

External appointments

- Non-Executive Director of Sabre Insurance Group plc
- Non-Executive Director of Vigilis (Holdings) Limited
- Treasurer of the Worshipful Company of Insurers

Mike Craston 

Independent Non-Executive Director

Appointed

Non-Executive Director – May 2022

Experience and competencies

Mike is Chair of Aviva Investors Holdings Limited, having been appointed in September 2017. He is also Chair of Aviva Investors Pensions Limited, Aviva Investors Canada Inc and a Non-Executive Director of Aviva Investors UK Funds Services Limited and Aviva Investors North America Holdings Inc.

Mike joined Aviva Investors in 2016 as a member of the Global Executive Committee responsible for leading the global business development function. Prior to this he held a number of roles at Legal & General including that of CEO America and Asia, and senior positions at Aegon Asset Management, Scottish Equitable and Schroders, making him well positioned to serve the Board.

External appointments

- Chair of Railpen Limited
- Chair of London LGPS CIV Ltd
- Member of the Pension Defined Contribution Schemes Governance Committee of Tesco plc

Patrick Flynn 

Senior Independent Director

Appointed

Non-Executive Director – Jul 2019

Senior Independent Director – Sep 2020

Experience and competencies

Patrick is an experienced finance executive and has significant experience in retail, financial and insurance services.

Patrick was previously CFO of ING, a European banking group. Prior to that, Patrick was CFO of HSBC Insurance. He also served as a Non-Executive Director of the Boards of two listed former ING insurance companies. His experience thoroughly equips Patrick to chair the Audit Committee and to support the Chair as Senior Independent Director.

External appointments

- Non-Executive Director and Audit Committee Chair of NatWest Group plc

Shonaid Jemmett-Page 

Independent Non-Executive Director

Appointed

Non-Executive Director – Dec 2021

Experience and competencies

Shonaid is an experienced director and her business leadership and broad experience including in the financial services, sustainability and digital sectors make her a valuable addition to the Board and Chair of the Customer and Sustainability Committee.

Shonaid was previously Chair of MS Amlin and has held a number of senior roles during her executive career including as Chief Operating Officer of CDC Group, Global SVP Finance and Information at Unilever and a partner at KPMG. More recently, Shonaid chaired Greencoat UK Wind PLC.

External appointments

- Chair of ClearBank Ltd
- Chair of Cordiant Digital Infrastructure Limited
- Non-Executive Director of QinetiQ Group Plc

Mohit Joshi 

Independent Non-Executive Director

Appointed

Non-Executive Director – Dec 2020

Experience and competencies

Mohit is Managing Director and CEO of Tech Mahindra, a leading provider of digital transformation, consulting and business re-engineering services and solutions. Prior to that, he was President of Infosys Limited, where he led the financial services, healthcare and life sciences business verticals for the company and was Chair of EdgeVerve, its software subsidiary. Mohit joined Infosys in 2000 after an initial career in banking and has over 24 years of professional experience working across the US, India, Mexico, and Europe. Mohit is an established business leader in technology and transformation, adding significantly to the skills and expertise of the Board.

External appointments

- Managing Director and CEO of Tech Mahindra

Appendix 1

Pippa Lambert

Independent Non-Executive Director

Appointed

Non-Executive Director – Jan 2021

Experience and competencies

Pippa was previously Global Head of Human Resources at Deutsche Bank where she was responsible for leading the development of a successful and progressive HR transformation programme, focused on improving the group's culture, diversity and inclusion and digital agendas.

Prior to that, Pippa was Group Head of Reward at the Royal Bank of Scotland plc (now NatWest Group plc) where she worked closely with the Board on the redevelopment and restructure of the bank's compensation and benefits programme. Pippa's experience contributes significantly to the Board discussions in areas relating to people and reward matters.

External appointments

- Board Member and Remuneration Committee Chair of Zopa Bank Limited
- Chair of the Government's Senior Salaries Review Body
- Trustee of Future Dreams Trust Limited

Jim McConville

Independent Non-Executive Director

Appointed

Non-Executive Director – Dec 2020

Experience and competencies

Jim was previously Group Finance Director of The Phoenix Group, where he was responsible for all aspects of the Group's financial strategy and management and led the transition programme bringing Phoenix and Standard Life Assurance together. Prior to that he was CFO of Northern Rock from 2010 to 2012, and for many years worked for Lloyds TSB Group (now Lloyds Banking Group plc) in a number of senior finance and strategy related roles.

Jim's expertise makes him a strong Chair of the Aviva Life Holdings UK Board and its subsidiary Aviva Life & Pensions UK Limited. Jim's experience also significantly adds to the knowledge and expertise of the Board and its Committees.

External appointments

- Trustee of the National Galleries of Scotland

Michael Mire

Non-Executive Director

Appointed

Non-Executive Director – Sep 2013

Experience and competencies

Michael was most recently senior partner at McKinsey & Company where he worked for more than 30 years and, through his governmental experience, he brings a unique perspective and insight to the Board. His experience with Department of Health and Social Care and Care Quality Commission gives additional insight into Aviva's Health and Protection business.

Michael has a detailed understanding of the financial services sector, and a wealth of experience in business transformation and developing strategies for retail and financial services companies. This makes Michael a valuable member of the Nomination and Governance and Customer and Sustainability Committees.

External appointments

- Chairman of Luther Systems Ltd
- Senior Independent Director of Realty Income Corporation International
- Senior Adviser to Lazard



The Directors
Aviva plc
80 Fenchurch Street, London
United Kingdom, EC3M 4AE

14 March 2024

Dear Ladies and Gentlemen,

Statement of Reasons connected with ceasing to hold office as Auditors

In accordance with Section 519 of the Companies Act 2006 (the “Act”), we set out below the reasons connected with PricewaterhouseCoopers LLP, registered auditor number Co01004062, ceasing to hold office as auditors of Aviva plc, registered no: 02468686 (the “Company”) effective from 2 May 2024.

The reason we are ceasing to hold office is that:

- the Company undertook a competitive tender process for the position of statutory auditor and we were unsuccessful in retaining the audit.

There are no reasons for and no other matters connected with our ceasing to hold office as auditors of the Company that we consider need to be brought to the attention of the Company’s members or creditors.

Yours faithfully,

A handwritten signature in black ink that reads "PricewaterhouseCoopers LLP". The signature is written in a cursive, slightly slanted style.

PricewaterhouseCoopers LLP

Notes

Information for shareholders

Share capital / voting rights

As at Wednesday, 13 March 2024 (being the latest practicable date before the publication of this Notice of AGM) the issued share capital of the Company was 2,738,479,140 ordinary shares of 32 17/19 pence each, 100 million 8¾% cumulative irredeemable preference shares of £1 each and 100 million 8¾% cumulative irredeemable preference shares of £1 each. Each ordinary share carries the right to one vote. The preference shares do not carry voting rights. The issued share capital includes 2,893,500 ordinary shares purchased through the 2024 share buyback programme with cancellation pending. No shares are held in treasury. Therefore, the total voting rights in the Company as at Wednesday, 13 March 2024 was 2,735,585,640.

Documents for inspection

Copies of: (i) the Executive Directors' employment contracts; (ii) the Non-Executive Directors' letters of appointment; (iii) qualifying third-party indemnity provisions of which the Directors have the benefit; and (iv) the Company's existing articles of association and a copy marked to show the differences between those and the new articles of association as proposed to be adopted pursuant to resolution 29; 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 will be at the place of the AGM on the day of the AGM from 10:15am until the close of the meeting. You can also arrange to view the documents remotely by contacting aviva.shareholders@aviva.com.

Shareholder requisition rights

Under sections 338 and 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company to: (i) give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved, and which those members intend to move, at the AGM, and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM, provided in each case that the requirements of those sections are met and provided that the request is received by the Company not later than six clear weeks before the AGM or, if later, the time at which notice is given of the AGM.

Website

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.

Voting and proxy arrangements

There are a variety of ways in which a shareholder can provide a voting instruction regarding the resolutions to be put to the AGM.

Voting at the meeting

Voting on each of the resolutions to be put to the AGM will be taken on a poll to reflect the number of shares held by a shareholder. This reflects the Company's

established practice, and the Board considers that a poll is the best way of representing the views of as many shareholders as possible in the voting process.

Shareholders who attend the meeting electronically will be able to vote online at the meeting using the AGM website, <https://web.lumiagm.com>. Further details can be found in the About the AGM section on page 18.

If a registered shareholder wishes to receive a post meeting confirmation of how their vote was applied at a poll, whether that vote was cast electronically or not, then a request can be made to Computershare by emailing webqueries@computershare.co.uk, no later than 30 days following the date of the meeting. In line with the requirements of the Act, the confirmation will be provided to the registered shareholder no later than 15 days from the day following the announcement of the poll results or receipt of the request, whichever is the later. The confirmation will be provided to the registered shareholder in the manner stipulated by Computershare. Requests must include the registered shareholder's name, address, shareholder reference number and confirm the name of the issuer and the date of the meeting for which they wish to receive a confirmation.

Giving your voting instruction in advance of the meeting

Shareholders are entitled to appoint a proxy to exercise any or all of their rights to attend, speak and vote at the AGM. 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.

Aviva Share Account (Aviva SA) members may instruct Computershare Company Nominees Ltd to vote on their behalf on a poll.

Appointing a proxy in advance of the meeting will not prevent shareholders from subsequently attending the meeting physically at York Racecourse or electronically and voting at the meeting.

If you are unable to attend the meeting or wish to register your proxy appointment/ voting instruction now you can do so as follows:

• Online:



You can register your instruction electronically through www.investorcentre.co.uk/eproxy or by accessing the mobile site via the Quick Response code.

You will need to have your Form of Proxy, Voting Instruction Form, the Aviva SA annual summary, Notice of Availability or the Aviva AGM Notification email to hand when you log on as it contains information that is required in the process.

Employee share plan participants with shares held on the Shareworks site should refer to their AGM notification for details of how to vote.

• By post:

Alternatively, you can complete the Form of Proxy or the Voting Instruction Form issued with hard copies of this Notice of AGM and return it to the Company's Registrar, Computershare. A pre-paid envelope

Notes continued

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 Instruction Form and initial any alterations. If someone other than you signs the Form of Proxy or the Voting Instruction Form, it must be returned with either the letter of authority, power of attorney or a certified copy of the power of attorney authorising them to sign on your behalf. If the holder is a corporation, the Form of Proxy or the Voting Instruction Form must be signed either under seal or under the hand of a duly authorised officer or attorney of that company, stating their capacity.

- **By CREST:**

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 service 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. 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 (ID 3RA50) by **10:30am on Tuesday, 30 April 2024**. 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 service provider(s), to procure that their 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.

- **Proxymity Voting:**

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by **10:30am on Tuesday, 30 April 2024** in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

American Depositary Shares (ADS)

If you held Aviva plc ADS as at 5pm (United States Eastern Standard Time (EST)) on Tuesday, 26 March 2024, you will be entitled to instruct Citibank, N.A. (the ADS Depositary) to vote the shares represented by your ADS at the AGM on your behalf as your proxy.

If you hold your ADS directly on the register of ADS holders maintained by the ADS Depositary, simply complete and return the relevant ADS proxy card provided to the ADS Depositary to arrive by the voting deadline, **10am (EST) on Friday, 26 April 2024**.

If you hold your ADS indirectly through a bank, broker or nominee, you will need to contact them directly to exercise your right to instruct the ADS Depositary to vote the shares represented by your ADS on your behalf as your proxy.

Vote withheld

The Company has included on the Forms of Proxy and Voting Instruction Forms 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.

Proxy appointments must be received by Computershare by no later than **10:30am on Tuesday, 30 April 2024** for ordinary shareholders.

Shareholders must inform Computershare in writing of any termination of the authority of a proxy.

Voting instructions must be received by Computershare by no later than **10:30am on Thursday, 25 April 2024** for members of the Aviva SA.

Employee share plan participants with shares held on the Shareworks site should refer to their AGM notification for details of how to vote.

The results of the polls

will be announced to the London Stock Exchange as soon as practicable following the conclusion of the AGM and will also be published on the Company's website at www.aviva.com/agm.

Notes continued

Indirect investor rights

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 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.

Corporations

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.

Entitlement to vote

Pursuant to section 360B(2) of the Act, the Company specifies that only those shareholders registered on the Register of Members of the Company at 5pm on Tuesday, 30 April 2024 shall be entitled to attend or vote at the AGM in respect of the number of ordinary shares registered in their name at that time or, in the event of an adjournment of this AGM, shareholders on the Register of Members at 5pm on the date (excluding any non-working days) that is two days before the adjourned AGM. Changes to entries on the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Shareholder requests

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 reports 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 no later than the time when it makes the statement available on the website. The business that 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.

About the AGM

The Company's AGM for 2024 will be held at **York Racecourse, Knavesmire Road, York YO23 1EX** on **Thursday, 2 May 2024 at 10:30am**, with facilities to attend electronically.

Time of the meeting

9am – Registration commences at York Racecourse for shareholders attending physically.

9am – Access to the AGM website begins for shareholders attending electronically.

10am – Voltigeur Suite doors open for shareholders at York Racecourse.

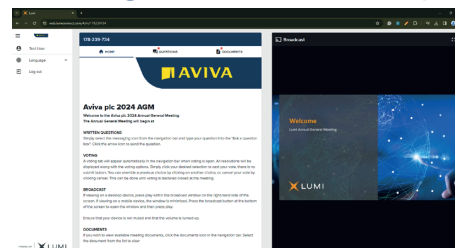
10:30am – The AGM commences.

Attending the AGM at York Racecourse

Please bring with you the Attendance Card, which is attached to the Form of Proxy or Aviva SA Voting Instruction Form, if you attend the AGM physically at York Racecourse. If you don't 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.

Attending the AGM electronically

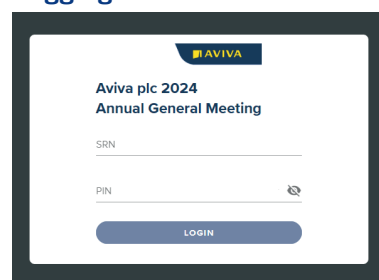


Shareholders can attend and participate in the meeting electronically, should they wish to do so.

The Lumi AGM website can be accessed online using most well-known internet browsers such as Chrome, Edge, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. Please go to <https://web.lumiagm.com/178-239-734> on the day.

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and watch the online broadcast of the meeting. It is your responsibility to ensure you remain connected for the duration of the meeting.

Logging In



Notes continued



On accessing the website <https://web.lumiagm.com/178-239-734>, you will be asked to enter your unique Shareholder Reference Number and Personal Identification Number. These can be found printed on your Form of Proxy, Voting Instruction Form, the Aviva SA annual summary, Notice of Availability or the Aviva AGM Notification email. If you are attending as a proxy, corporate representative or an indirect investor, you should contact Computershare to obtain log in details.

Access to the meeting will be available from 9am on Thursday, 2 May 2024; however, please note that your ability to vote will not be enabled until the Chair formally declares the poll open.

Online broadcast



The meeting will be broadcast and you will be able to see the presenters. Once logged in, and at the commencement of the meeting, you will be able to watch the proceedings of the meeting on your device.

AGM presentations

The presentations and formal business of the meeting will be available to view on the Company's website at www.aviva.com/agm after the meeting.

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 are attending the AGM at York Racecourse and wish to ask a question, please make your way to the question registration desk located in the Knavesmire stand before the meeting starts, where a marshal will assist you. During the meeting, questions may be registered at the question registration desk in the Voltigeur Suite. If you are attending the AGM electronically, you may submit questions via the Lumi system, as described opposite.

Shareholders attending the AGM 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) to do so would unduly interfere with the preparation for the meeting or involve the disclosure of confidential information; or (iii) the answer has already been given on a website in the form of an answer to a question. Questions will be invited before the resolutions are formally put to the vote.

If you're unable to attend the meeting but would like to ask a question relating to the business of the meeting or would like to follow up on any answers given to a question at 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.

Asking questions online during the meeting



Shareholders attending electronically may ask questions by typing and submitting their questions in writing. Select the messaging icon from within the navigation bar and type your question at the top of the screen. To submit your question, click the send button to the right of the text box.

Voting online during the meeting



Once the Chair has formally opened the meeting, he will explain the voting procedure. Once voting has opened, the polling icon will appear on the navigation bar. From here, the resolutions and voting choices will be displayed.

Select the option that corresponds with how you wish to vote. Once you have selected your choice, the option will change colour and a message will confirm that your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice. If you wish to “cancel” your vote, select the “cancel” button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure.

Transport and venue arrangements for York Racecourse

A map showing the location of the AGM is available on your Attendance Card, which has either been sent to you or is available online at www.investorcentre.co.uk/eproxy.

- York Racecourse is located within a mile of the A64, one of York's main trunk roads. From the A64 follow the A1036 (Tadcaster Road) north towards York City Centre and then along Knavesmire Road.
- A shuttle service will be available from York Railway Station every 30 minutes from 9am.
- There is ample free parking on Racecourse Road, and designated disabled car parks on Knavesmire Road adjacent to the County Stand Enclosure, as well as off Bishopthorpe Road, adjacent to the old factory.
- For your personal safety and security, the bags of everyone attending the meeting will be checked. Shareholders are requested not to bring large bags to the meeting. 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 Voltigeur Suite. 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 available for people who are deaf or have a hearing impairment.
- 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.

Notes continued

Contact details

Ordinary shareholders and members of the Aviva SA

If you require any help or further information regarding your shareholding, including help on how to register your email address to receive shareholder communications electronically, please contact Computershare using the contact details below:

By telephone: 0371 495 0105

We're open Monday to Friday, 8.30am to 5.30pm UK time, excluding public holidays. Please call +44 117 378 8361 if calling from outside the UK.

By email:

AvivaSHARES@computershare.co.uk

Online:

www.computershare.co.uk/contactus

In writing:

Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, United Kingdom

American Depositary Share Holders

If you require any help or further information regarding your ADS holding, please contact the ADS Depositary, who maintains the Company's register of ADS holders, using the contact details below:

By telephone: 1 877 248 4237

(1 877-CITI-ADR), or +1 781 575 4555 if you're calling from outside the US. Lines are open from 8.30am to 6pm, Monday to Friday (EST).

By email:

citibank@shareholders-online.com

In writing:

Citibank Shareholder Services, PO Box 43077, Providence, Rhode Island 02940-3077 USA

Data privacy

Personal data provided by you, or on your behalf, which relates to you as a shareholder (including your name, contact details, votes and shareholder reference number) will be processed in line with the Company's privacy policy which is available at www.aviva.com/shareholder-privacy.

Filming the meeting

The meeting, including Q&A sessions with shareholders, as well as background shots of those present in the auditorium, will be recorded on film. These images and stills from the footage may be published on our website or used in future publications online or in print. The recording of the formal business of the meeting and presentations will also be made available on our website after the meeting. If you attend the AGM in person you may be included in images or in the recording of the meeting.

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 please contact our Registrar, Computershare, on 0371 495 0105.

Aviva plc

Registered office:
80 Fenchurch Street,
London, EC3M 4AE

Registered in England and Wales
No. 2468686