

Aviva plc (“the Company”)
Terms of Reference of the Board Audit Committee (“the Committee”)

<p>1. Chair</p>	<p>Recommended by the Board Nomination and Governance Committee and approved by the Board.</p> <p>In the absence of the Committee Chair, the Committee members shall elect one of the Committee members present to chair the meeting.</p> <p>The Committee Chair should attend the AGM to answer shareholder questions on the Committee’s activities and responsibilities.</p>
<p>2. Members</p>	<p>Recommended by the Board Nomination and Governance Committee and approved by the Board (in consultation with the Committee Chair).</p> <p>The Committee shall comprise of a minimum of three members and all members shall be Independent Non-Executive Directors of the Company (INEDS).</p> <p>At least one member shall have recent and relevant financial experience and with competence in accounting and/or auditing. The Committee as a whole shall have competence relevant to both the financial services and insurance sectors in which the Company operates.</p> <p>One member shall be a member of the Board Remuneration Committee and one member a member of the Board Risk Committee.</p> <p>The Chairman of the Board may not be a member of the Committee.</p> <p>Appointments shall be for a period of up to three years, which may be extended by no more than two additional periods of up to three years, provided the director still meets the criteria for membership of the Committee.</p>
<p>3. In attendance</p>	<p>Only Committee members and other INEDs have the right to attend.</p> <p>Standing invitations:</p> <ul style="list-style-type: none"> a) Group Chair b) Group Chief Executive Officer (CEO) c) Chief Financial Officer (CFO) d) Chief Audit Officer (CAO) e) Chief Risk Officer (CRO) f) Chief Actuary (CRA) g) Chief Financial Controller (CFC) h) Group General Counsel i) Senior representative of the external auditor <p>Members of Management and any advisers appointed by the Committee may attend any meeting of the Committee by invitation.</p>
<p>4. Secretary</p>	<p>Group Company Secretary or a nominee.</p>
<p>5. Quorum</p>	<p>Two members.</p>
<p>6. Meeting Frequency and Format</p>	<p>There shall be a minimum of five meetings a year, and at other times as required (at the request of the Committee Chair, two Committee members, the Board Chair, CEO, CFO, the CAO, CRO or the External Auditor).</p> <p>At least once a year, the Committee shall meet separately with each of the CAO and the external auditor without members of Management present.</p>

	<p>Members may attend a Committee meeting in person, via video or telephone. If required, matters may be approved by written resolution and approved electronically.</p> <p>Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items and supporting papers to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend, no later than five working days before the meeting.</p> <p>The Secretary shall ensure that a formal record of Committee proceedings and resolutions is maintained, and the minutes once approved by the Chair, shall be circulated to all members of the Committee and the Board.</p>
<p>7. Conflict of Interest</p>	<p>Each Committee member should consider whether they have any conflicts of interest prior to participating in Committee meetings and making decisions regarding the business of the Company. Any such conflicts must be declared and noted at the start of the meeting.</p>
<p>8. Main Responsibilities</p>	<p>The Committee shall assist the Board in its oversight of financial, Climate Related and Non-Financial reporting and related controls by undertaking the following:</p> <ul style="list-style-type: none"> a) oversee the integrity of the Company’s financial statements, Climate Related and Non-Financial Disclosures, and related announcements; b) monitor the adequacy and effectiveness of the systems of internal control over Financial, Climate Related and related Non-Financial Disclosures; c) oversee and monitor the Group’s whistleblowing provisions; and d) monitor the effectiveness, performance and objectivity of the internal and external auditors.
<p>9. Detailed Responsibilities</p> <p>9.1</p>	<p>Financial Reporting:</p> <ul style="list-style-type: none"> a) review and challenge where necessary, the action and judgments of Management in relation to the interim and annual financial statements; any formal announcements relating to the Company’s financial performance; the Solvency Financial Condition Report; and the Regulatory Supervisory Report, having particular regard to: <ul style="list-style-type: none"> - the application of critical accounting policies, practices and methods, any changes thereto, and whether the Company has adopted these appropriately; - decisions requiring a major element of judgment or significant estimates; - the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed; - appropriateness of key assumptions, including internal model validation outputs, and methods to deliver the financial results; - the main drivers of the financial results under the relevant basis of accounting; - the clarity, accuracy and comprehensiveness of disclosures and the Group disclosure controls and procedures; - significant adjustments resulting from the audit; - the going concern and long-term viability assumptions; - the Group’s exposure to financial reporting risk; - compliance with accounting standards; and - compliance with PRA and FCA rules and other regulatory and legal requirements. b) review the findings of the statutory audit with the external auditor, and to inform the Board of the audit outcome, explain how it contributed to the integrity of financial reporting and it’s the role in the process; c) review and report to the Board on the significant issues and judgments made in connection with the interim and annual financial statements, and how these issues were addressed; d) where requested, provide advice to the Board on whether the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides

<p>9.2</p>	<p>the information necessary for shareholders to assess the Company's performance, business model and strategy;</p> <p>e) review any representation letter(s) requested by the external auditor before they are signed by Management and recommend the same to the Board for APPROVAL; and</p> <p>f) review Management's response to the external auditor's findings and recommendations.</p> <p>Climate and Non-financial metrics reporting:</p> <p>a) review and challenge where necessary, the action and judgments of Management in relation to the climate and non-financial metrics included as part of Climate-Related and Non-Financial Disclosures, having particular regard to:</p> <ul style="list-style-type: none"> - the application of critical climate reporting policies, practices and methods, any changes thereto, and whether the Company has adopted these appropriately; - decisions requiring a major element of judgment or significant estimates; - the extent to which Climate-Related and Non-Financial Disclosures are affected by any unusual transactions in the year and how they are disclosed; - appropriateness of key assumptions and methods to prepare the climate results and report non-financial metrics; - the main drivers of the climate and non-financial metrics results under the relevant basis of reporting; - the clarity, accuracy and comprehensiveness of disclosures and the Group disclosure controls and procedures; - significant adjustments resulting from assurance of climate reporting; - compliance with regulation; and <p>b) review the findings of the assurance with the external auditor, and to inform the Board of the assurance outcome, explain how it contributed to the integrity of climate reporting and it's the role in the process;</p> <p>c) review and report to the Board (and where requested the Customer and Sustainability Committee), on the significant issues and judgments made in connection with the Climate-Related and other Non-financial Disclosure, and how these issues were addressed;</p> <p>d) where requested, provide advice to the Board and Customer and Sustainability Committee on whether the Climate-Related and other Non-financial Disclosure, as included in the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Company's performance, business model and strategy;</p> <p>e) review any representation letter(s) requested by the external auditor before they are signed by Management and recommend the same to the Board for APPROVAL; and</p> <p>f) review Management's response to the external auditor's findings and recommendations.</p>
<p>9.3</p>	<p>Internal Control over Financial and Non-Financial Disclosures:</p> <p>a) review and assess the adequacy and effectiveness of the Group's systems of internal control over financial and related Non-Financial Disclosures;</p> <p>b) monitor any significant issues or weaknesses identified in the systems of internal control over financial and related Non-Financial Disclosures, and the actions taken by Management to remediate; and</p> <p>c) receive regular reports on the results of the Internal Audit function's work and review and monitor Management's responsiveness to its findings and recommendations.</p>
<p>9.4</p>	<p>Whistleblowing:</p> <p>a) the Committee Chair shall be the Group 'Whistleblowing Champion' and is responsible for ensuring and overseeing the integrity, independence and effectiveness of the Company's policies and procedures on whistleblowing</p>

	<p>including those policies and procedures intended to protect whistleblowers from being victimised because they have reportable concerns;</p> <p>b) there should be means for the workforce to raise matters of concern in confidence and - if they wish - anonymously. The Committee should routinely review this and the reports arising from its operation. The Committee should ensure that there are arrangements in place for proportionate and independent investigation and follow-up action where appropriate; and</p> <p>c) the 'Whistleblowing Champion shall at least annually report to the Board in respect of whistleblowing activity and regulatory compliance.</p>
<p>9.5</p>	<p>Internal Audit:</p> <p>a) annually APPROVE the Internal Audit Functional Plan and budget;</p> <p>b) annually review and APPROVE the Internal Audit Plan;</p> <p>c) review reports on the adequacy and effectiveness of the group's system of internal controls;</p> <p>d) monitor, and annually review the effectiveness of the Group's Internal Audit function and ensure it is independent, objective and adequately resourced;</p> <p>e) ensure that the effectiveness of the Internal Audit function is carried out by an independent third party at least once every three years; and</p> <p>f) consider Management's response to any material recommendations made by the Auditor and/or CAO</p> <p>g) APPROVE the Internal Audit Charter and any changes hereto.</p>
<p>9.6</p>	<p>External Auditor (the Auditor):</p>
<p>9.6.1</p>	<p><i>Auditor appointment:</i></p> <p>a) consider the appointment, re-appointment, removal or resignation of the Auditor, directly oversee the process for selecting the Auditor, and make appropriate recommendations to the Board, for APPROVAL at the Annual General Meeting, the appointment, re-appointment or removal of the Auditor;</p> <p>b) in the event of the resignation of the Auditor, investigate the issues leading to the decision and determine whether any action is required to be taken;</p> <p>c) APPROVE the Auditor's engagement letter and any amendments thereto; and</p> <p>d) recommend the external audit fee to the Board for APPROVAL including the fees for Non-Audit services.</p>
<p>9.6.2</p>	<p><i>Audit tender:</i></p> <p>a) Ensure that at least once every ten years the external audit services contract is put out to tender and oversee the selection process.</p>
<p>9.6.3</p>	<p><i>Independence:</i></p> <p>a) at least annually, review and monitor the independence and objectivity of the external auditor in accordance with regulations and professional guidance including any threats to the auditor's independence and the safeguards applied to mitigate those threats;</p> <p>b) monitor the external auditor's processes for maintaining independence, its compliance with regulation and professional guidance particularly regarding the rotation of the audit partner and level of fees paid by the Group compared to the overall fee income of the auditor's company;</p> <p>c) monitor and APPROVE, a policy for the employment of former employees of the external auditor;</p> <p>d) regularly review the qualifications, expertise and resources of the external auditor; and</p> <p>e) at least annually report to the Board on the qualification, expertise, resources and independence of the external auditor.</p>
<p>9.6.4</p>	<p><i>Non-audit services:</i></p> <p>a) develop, implement and monitor a non-audit services policy;</p> <p>b) review the nature and extent of non-audit work undertaken and ensure it does not impair the external auditor's independence and objectivity;</p>

<p>9.6.5</p> <p>9.7</p> <p>9.8</p>	<p>c) APPROVE non-audit services in accordance with the External Auditor Business Standard; and</p> <p>d) review and APPROVE the application of the External Auditor Business Standard.</p> <p><i>Effectiveness</i></p> <p>a) discuss with the external auditor the nature, scope and effectiveness of the annual process taking account relevant UK, and EU professional and regulatory requirements;</p> <p>b) review the external auditor's quality control procedures and the steps taken to respond to changes in regulatory and other requirements;</p> <p>c) review the external auditors' control themes and observations report and Management's response;</p> <p>d) review the effectiveness of the audit; and</p> <p>e) seek to ensure the co-ordination of the external auditor's activities with the activities of the Internal Audit function.</p> <p>CAO:</p> <p>a) in conjunction with the CEO, recommend to the Board the appointment or dismissal of the CAO; and</p> <p>b) work with the CEO to set the objectives of the CAO and the evaluation of his/her levels of achievement; and set his/her remuneration.</p> <p>Other:</p> <p>a) review and monitor the Group's legal risk profile and relevant legal developments and note any significant pending legal actions against or by a Group company, where it has a significant financial impact;</p> <p>b) <i>in conjunction with the Board Remuneration Committee</i>, work with the Finance function to consider any financial implications for the directors' remuneration policy and broader remuneration policy arising from the Group strategy or performance;</p> <p>c) at least annually, receive and review reports on the reserving position relating to the Group's life assurance and general insurance operations, including any material deviations of actual experience compared to best estimate;</p> <p>d) at least annually receive an update on Group tax matters;</p> <p>e) review the standard terms of reference for audit committees of the Group's principal subsidiaries and any material deviations from it, receive and review a summary of material issues transacted at those committees and receive and review reports on any other material matters referred by the Chairs of these committees;</p> <p>f) be available to advise the Board or the Chairman of the Board, on any questions relating to the financial affairs of the Company; and</p> <p>g) following approval by the CEO and Committee Chair, note the appointment of members of Business Unit audit committees.</p>
<p>10. Reporting Procedures and Governance</p>	<p>a) the Committee Chair shall report to the Board as soon as practicable on matters reviewed, making recommendations when requested or when appropriate;</p> <p>b) The Committee shall produce an annual report of its duties and activities for inclusion in the Company's Annual Report and Accounts and shall recommend this to the Board for APPROVAL;</p> <p>c) Reports to the Committee shall be submitted on a regular basis by the CFO and CFC concerning financial capital, financial reporting, climate reporting, internal controls and other relevant issues within their respective remits;</p> <p>d) the Chief Actuary shall submit a report to the Committee on a regular basis concerning issues within his/her remit.</p> <p>e) Committee members shall undertake a review of the Committee's performance as part of the annual Board Evaluation process; and</p> <p>f) The Committee shall review its terms of reference annually, making recommendations to the Board for APPROVAL as necessary.</p>

Version Control		Approved Date
V 5.0	Authored by Karina Bye	<p>Recommended by the Audit Committee on 13 November 2023.</p> <p>Approved by the Board on 6 December 2023.</p>
V 4.0	Authored by Clara Ryan	<p>Recommended by the Audit Committee on 7 November 2022.</p> <p>Approved by the Board on 6 December 2022.</p>
V 3.0	Authored by Shannon Hunt	<p>Recommended by the Audit Committee on 9 November 2021</p> <p>Approved by the Board on 9 December 2021</p>
V 2.0	Authored by Roy Tooley	<p>Recommended by the Audit Committee on 25 May 2021.</p> <p>Approved by the Board on 21 June 2021.</p>
V 1.0	Authored by Adaeze Okike	<p>Recommended by the Audit Committee on 4 November 2019.</p> <p>Approved by the Board on 6 November 2019.</p>