

Aviva plc

Customer and Sustainability Committee

Terms of Reference

A - Purpose

The purpose of the Aviva plc (the **Company**) Customer and Sustainability Committee (the **Committee**) is to assist the Board in its oversight of customer and sustainability issues, and the Committee will be responsible for:

1. overseeing the Company's and its subsidiaries' (the **Group**) ambition to be a leading customer centric company; and
2. overseeing Aviva's Sustainability Ambition, within the overarching context of One Aviva.

B - Responsibilities

The Committee will:

Customer

1. Provide oversight of the customer agenda across the Group, ensuring alignment with the Group's purpose, culture, values, strategy, and business plans. Review where necessary:
 - a. the progress and execution of One Aviva in relation to customers;
 - b. the progress on Aviva's ambition to be a leading customer centric company, including customer experience;
 - c. management information related to customer experience and service levels;
 - d. reports on material customer trends;
 - e. the Group's use of customer data;
 - f. the impact that any significant regulatory change has on customers;
 - g. regulatory developments, such as Consumer Duty, from a customer experience perspective; and
 - h. the impact of the Group's strategy on customers.

Sustainability

2. Provide oversight of Aviva's Sustainability Ambition, ensuring alignment with the Group's purpose, culture, values, strategy, and business plans. Review where necessary:
 - a. the Group's progress and execution of One Aviva in relation to sustainability;
 - b. the Group's sustainability strategy, considering and approving proposals on the content of that strategy and recommend these to the Board for approval;
 - c. the Group's climate-related disclosures within the Annual Report and Accounts and Climate-related Financial Disclosure;
 - d. the non-financial and climate-related reporting targets and commitments, and associated KPIs and metrics, and recommend these to the Board for approval; and
 - e. progress against priorities and objectives across Aviva's Sustainability Ambition.

Climate Action, and Nature and Biodiversity

3. Review Aviva's ESG operational and investment choices and progress towards Net Zero targets.
4. Recommend to the Board for approval Aviva's Nature and Biodiversity Policy, and related disclosure.
5. Recommend to the Board for approval Aviva's Climate Transition Plan, and related disclosure.

Social Action

6. Review Aviva's overall contribution to, impact on, and role in society, in the countries where Aviva operates.
7. Review the way in which Aviva supports the financial inclusion of its customers, including Aviva's development of commercial and non-profit solutions to increase inclusion.

Sustainable Business

8. Oversee the Group's approach to human rights and anti-modern slavery.

9. Review the sustainability related business standards and policies regarding operations, supply chain, underwriting and investment.
10. Monitor compliance with and effectiveness of the Aviva Business Ethics Code, annually reviewing and approving any proposed changes to that code.

Other matters

11. Consider any other matters relevant to customer or sustainability matters or disclosures that are referred to the Committee by the Board.

C - Authority

The Committee is authorised to:

1. Investigate any activity within these terms of reference.
2. Have such access to the resources of the Group as it may reasonably require, including advice from the Group Company Secretary.
3. Seek any information required from any employee (all employees must cooperate with any requests from the Committee).
4. Secure the attendance of any employee, or third parties with relevant experience/expertise, at Committee meetings.
5. Engage independent legal or other professional advisers and access appropriate funding for relevant fees and expenses.
6. Delegate all or any of its responsibilities to any person, including any members or one or more sub-committees.

D - Membership

Members

1. Members of the Committee will be appointed by the Board on the recommendation of the Nomination and Governance Committee, in consultation with the Committee Chair.
2. The Committee will have at least three members. All members should either be Non-Executive Directors or Directors of an Aviva operating subsidiary.

Chair

3. The Committee Chair will be appointed by the Board on the recommendation of the Nomination and Governance Committee.
4. The Committee Chair must be an independent Non-Executive Director (within the meaning of the UK Corporate Governance Code) and may not be the Chair of the Board.
5. In the absence of the Committee Chair, the remaining Committee members present will elect one member to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board.
6. The Committee Chair should be available, if required, to attend the Company's Annual General Meeting to answer shareholder questions on the Committee's activities. In addition, should there be significant matters related to the Committee's areas of responsibility, the Chair should seek engagement with relevant stakeholders.
7. The Committee Chair will maintain a dialogue with key individuals including the Board Chair, Group Chief Executive Officer, Chief Customer and Marketing Officer, Chief Brand and Corporate Affairs Officer, and Group Company Secretary.

Attendees

8. Only Committee members and the Chair have the right to attend Committee meetings.
9. The Committee may invite non-members, including other Board members, members of management, and any advisers, to attend all or part of a meeting.

E - Committee management

Secretary

1. The Committee Secretary will be the Group Company Secretary or their nominee.

Frequency

2. The Committee will meet a minimum of four times a year.

3. The Committee Chair will decide on the frequency and timing of the meetings, allowing enough time for each meeting for appropriate discussion.

Notice

4. The Committee Secretary will call Committee meetings at the request of the Committee Chair or any of its members.
5. The Committee Secretary will circulate the notice, agenda, and papers for the meeting to all Committee members, and any other person required to attend, electronically at least five working days before the meeting (or such shorter period agreed by the Committee Chair).

Quorum

6. The quorum shall be any two members who may attend a meeting in person, via video, or telephone.

Voting and written resolutions

7. Voting at meetings and adoption of written resolutions is permitted and should be in accordance with the procedures established for the Board in the Company's Articles of Association.

Minutes

8. The Committee Secretary will minute proceedings and decisions of meetings, recording names of those present and in attendance.
9. Committee members must declare conflicts of interest at the beginning of each meeting, to be minuted accordingly.
10. Draft minutes of meetings shall be circulated to the Committee Chair for approval in principle and then to all members of the Committee for approval as part of the materials for the Committee's next meeting.
11. Minutes of Committee meetings will be made available to all Board Members and the Group Company Secretary unless it would be inappropriate to do so. The minutes may also be circulated to other interested parties.

Terms of reference

12. The Committee will review these terms of reference annually and propose any amendments to the Board for approval.

Effectiveness

13. The Committee will review its performance and effectiveness annually and make recommendations to the Board for approval.

F - Reporting

The Committee will:

1. Report to the Board on the key information covered at each meeting.
2. Produce a report on its activities, and how it has discharged its responsibilities, to be recommended to the Board for approval and included in the Company's Annual Report and Accounts.