

Aviva plc

Nomination and Governance Committee

Terms of Reference

A - Purpose

The purpose of the Aviva plc (the **Company**) Nomination and Governance Committee (the **Committee**) is to:

1. keep the Company's (and its subsidiaries' and associates' from time to time) (the **Group**) governance arrangements under review and to make appropriate recommendations to the Board to ensure that such arrangements are consistent with best corporate governance standards and practices;
2. consider and make recommendations to the Board in respect of appointments to that Board and ensure that effective plans are maintained to result in a diverse pipeline of succession to the Board and senior management positions, based on merit and objective criteria and which promote diversity, inclusion and equal opportunity; and
3. consider and make recommendations in respect of membership and chairing of the Board's Committees, and of appointments to the boards of directors of the Company's **Material Subsidiaries** (as set out in Appendix 1 to this Terms of Reference).

B - Responsibilities

The Committee will:

Board Appointments

1. Lead the formal, rigorous and transparent appointment process for new Board directors establishing appropriate selection criteria and recommending suitable candidates to the Board for approval. In doing so, the Committee should consider a broad set of qualities and competencies when recruiting members to the Board and for that purpose put in place a policy, based on merit and objective criteria, promoting diversity, inclusion and equal opportunity, and taking into account the Company's strategic priorities and the factors affecting the Company's long-term success and future viability. Where appropriate, the Committee may delegate the selection/nomination process to a sub-committee established specifically for that purpose.
2. Before beginning a search for candidates for a particular appointment, prepare a written description of the role and capabilities required, and the time commitment expected, for that appointment.
3. Review the processes in place to achieve optimal Board composition, including processes to identify and interview candidates, appointment criteria and succession planning, and as necessary propose changes to such processes.
4. Seek advice from external search consultants or use open advertising (or both), if appropriate, in relation to seeking and selecting candidates for any appointments and, where an external search consultancy is engaged, identify this in the annual report alongside a statement about any other connection it has with the Company or individual directors.
5. Review a candidate's other commitments and ensure that, on appointment, a candidate has sufficient time to undertake the role.
6. Ensure that, on appointment to the Board, Non-Executive Directors of the Company (including the Chair of the Board) receive a letter of appointment setting out clearly what is expected of them in terms of time commitment, Board Committee service and involvement outside Board meetings. For the avoidance of doubt, this does not extend to the fees payable to Non-Executive Directors.

Other Appointments

7. Approve the appointments of any individuals as Non-Executive Directors, and note, at the next Committee meeting following the appointment, the appointment of Executive Directors, to the Material Subsidiaries.

Succession Planning

8. Oversee the development of a diverse pipeline for succession to both Board and senior management positions. In relation to Board succession, the Committee shall seek to ensure that there will be sufficient current and relevant sector knowledge and experience on the Board, so it continues to be able to understand the key activities and risks involved in the business model and provide effective challenge across all major business lines.

9. Seek to ensure that the process for selection and appointment of senior management is appropriate, based on merit, objective criteria, promotes diversity of gender, social and ethnic backgrounds, cognitive and personal strengths, and that senior management have the right skills, values and attitude essential to success.
10. Conduct an annual review of the adequacy and effectiveness of succession arrangements for Executive Directors, other members and attendees of the Group Executive Committee and their respective direct reports, and the Chief Corporate Governance Officer.

Board Diversity

11. Recommend to the Board a Board Diversity, Equity and Inclusion Policy Statement (covering all aspects of diversity, including but not limited to gender, ethnicity, age, geographic, professional, educational and socio-economic background, disability and sexual orientation) and undertake an annual review of the Board Diversity, Equity and Inclusion Policy.
12. Review and monitor the impact of the diversity strategy and objectives for the Group.

Board and Committee Composition

13. At least annually, evaluate the structure, size and composition (including the balance of skills, experience, knowledge and diversity) of the Board and the future challenges affecting the business, taking into account the Company's current requirements, the results of the Board performance evaluation process that relate to the composition of the Board, the length of service of the Board as a whole, and make recommendations to the Board with regard to any adjustments that may be needed.
14. At least annually, evaluate the independence of the Board.
15. Having evaluated the independence of the Board, make recommendations to the Board regarding the independence of Non-Executive Directors, the reappointment or re-election of directors and the suitability of any director to continue in office, having regard to their individual performance and the balance of skills needed on the Board.
16. Make recommendations to the Board regarding the role, including capabilities and time commitment, of the Chair, Deputy Chair (if any), Senior Independent Director, Non-Executive Directors, Group Chief Executive and Executive Directors.
17. Review the membership of Committees at least annually, including ad hoc changes and recommending to the Board for approval any changes in the chair or membership of individual Committees.

Corporate Governance

18. Oversee the Board's governance arrangements and review the Group's governance framework (the **Corporate Governance Framework**), including the Terms of Reference of the Committees, at least annually and recommend to the Board, if appropriate, any changes.
19. Give due consideration to all relevant laws and regulations, including the provisions of the UK Corporate Governance Code (**Code**) and associated guidance and best practice, the FCA and PRA rules, the Senior Managers Certification Regime (**SMCR**) and guidance and monitor developing trends, initiatives or proposals in relation to board governance issues in the UK and, to the extent relevant, elsewhere in order to determine the extent to which such initiatives impact the Company, and make recommendations to the Board on any changes to be implemented including the establishment of appropriate policies and practices to enable the Board to operate effectively and efficiently.

Subsidiary Governance

20. Oversee the operation of the Group's subsidiary governance framework and arrangements.
21. Consider and review (once in each financial year) those subsidiaries of the Group which the Committee has deemed to be Material Subsidiaries.

C - Authority

The Committee is authorised to:

1. Investigate any activity within these terms of reference.
2. Have such direct access to the resources of the Group as it may reasonably require, including advice from the Chief Corporate Governance Officer.
3. Seek any information required from any employee (all employees must cooperate with 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. Obtain assurances and/or reports from the subsidiary boards which have separate nomination committees.

7. 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 Committee Chair.
2. The Committee will have at least three members, a majority of whom must be independent Non-Executive Directors (within the meaning of the Code) and will include the Chair of the Board and the Senior Independent Director.
3. Members of the Committee shall be provided with appropriate and timely training coordinated by Group Secretariat, both in the form of an induction programme for new members and on an ongoing basis for all members.

Chair

4. The Committee Chair will be the Chair of the Board.
5. In the absence of the Committee Chair, the Senior Independent Director (**SID**) will Chair the Committee. In the absence of the SID, 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, as 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 Chair of the Board should not chair any Committee meeting when it is dealing with the matter of their succession.

Attendees

8. Only members of the Committee 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 Chief Corporate Governance Officer or their nominee.

Frequency

2. The Committee will meet a minimum of two 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 for meetings will be any two members, one of whom should be the Committee Chair or the Senior Independent Director, 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 Chief Corporate Governance Officer 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, in line with legal and regulatory requirements including the Code.
3. Review and approve the description in the Company's Annual Report and Accounts of the work of the Committee.

Appendix 1 - Material Subsidiaries

	Description
Tier 1	A material Subsidiary of Aviva plc is a holding company or material operating or service company at country or business unit level, and currently includes: <ul style="list-style-type: none">• Aviva Investors Holdings Limited (AIHL)• Aviva Insurance Limited (AIL)• Aviva Life Holdings UK Limited (UKLH)/Aviva Life & Pensions UK Limited (UKLAP)• Aviva International Insurance Limited (AII)• Aviva Canada Incorporated (ACI)