| 1. Chair | The Board Chair shall be the Committee Chair and shall be appointed by the Board. <br> Where a meeting is considering issues relating to the Chair of the Board, including the appointment of a successor, the Senior Independent Director shall take the Chair. In the event where the Senior Independent Director is a candidate to succeed the Chair, the Committee members shall elect one of the Committee members to lead the search for a new Chair. <br> In the absence of the Committee Chair, the Committee members shall elect one of the Committee members present to chair the meeting. <br> The Committee Chair should attend the AGM to answer shareholder questions on the Committee's activities and responsibilities. |
| :---: | :---: |
| 2. Members | All members shall be appointed by the Board and comprise of Non-Executive Directors on the Board of the Company (NEDS). <br> Appointments to the Committee 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 of membership of the Committee. |
| 3. In attendance | Only Committee members have the right to attend. <br> The following may attend any Committee meeting, upon invitation (except for part of any meeting at which their own position is discussed): <br> - Executive Directors <br> - Members of Management <br> - Any advisers appointed by the Committee |
| 4. Secretary | Group Company Secretary or a nominee. |
| 5. Quorum | Two members. |
| 6. Meeting Frequency and format | There shall be a minimum of four Committee meetings per year, and at other times as required (at the request of the Committee Chair, the Senior Independent Director or any two Committee members). <br> Members may attend a Committee meeting in person, via video or telephone. If required, matters may be approved by written resolution and approved electronically. <br> 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. <br> 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. |
| 7. Conflict of Interest | Each member of the Committee should consider whether they have any conflicts of interest prior to participating in meetings of the Committee and making decisions regarding the business of the Company. |


| 8. Main |  |
| :--- | :--- |
| Responsibilities | The Nomination and Governance Committee shall assist the Board in its oversight of <br> Board composition, Board and senior executive succession and Group corporate <br> governance by undertaking the following: |
|  | a)assess the balance of skills, knowledge, experience and diversity on the <br> Board; <br> b) recommend Board and Board Committee appointments to the Board; <br> c) assess succession plans for the Executive Directors; <br> d) assess diversity and inclusion initiatives; |
| e) assess talent development throughout the Group, ensuring there is a sufficient |  |
| pipeline of diverse talent available to achieve the Company's current and future |  |
| strategy; |  |


| 9.1.1 | Diversity and Inclusion <br> a) assess the Group's diversity and inclusion policies and practices; <br> b) assess the diversity and inclusiveness of the Board and senior management; and <br> c) APPROVE the Board's approach to diversity and inclusiveness and any public statement thereon. |
| :---: | :---: |
| 9.1.2 | Group-Wide Talent Management <br> a) assess the Group's policies and procedures in respect of the development of talent across the Group; and <br> b) oversee the talent population of the Group. |
| 9.1.3 | Regulatory <br> a) assess the regulatory landscape in relation to the Senior Managers Certification Regime (SMCR) and monitor the embedding of an accountability culture within the Group; and <br> b) undertake an annual assessment of the Group framework for compliance with SMCR. |
| 9.1.4 | Governance: <br> a) recommend to the Board, corporate governance practices which support the Group's strategic priorities; <br> b) assess the operation of the Governance Framework and recommend any changes to the Board for APPROVAL; <br> c) assess the Group's existing corporate governance practices and monitor compliance with implementation of the Group's Business Standards in relation to the Group's culture, conduct and values; and <br> d) recommend to the Board for APPROVAL the Corporate Governance Report to be contained in the Annual Report and Accounts. |
| 9.1.5 | Subsidiary Governance: <br> a) oversee subsidiary board governance, including board composition and pipeline, effectiveness, subsidiary board and committee appointments and continuing engagement as defined in the Subsidiary Governance Principles; <br> b) note the appointment, removal and resignation of executive directors of Tiers 1 and 2 and Joint Ventureboards as defined in the Subsidiary Governance Principles, as well as any changes to the trustees of Aviva's Pension Schemes; <br> c) APPROVE the appointment of independent non-executive directors to material operational/holding company boards and committees; <br> d) APPROVE the template standard Terms of Reference for the boards of the Group's principal subsidiaries, and any material deviations from it; and <br> e) receive and review a summary of material issues transacted at those principal subsidiaries' and obtain reports on any other material matters referred by the Chair of those boards. |
| 10. Reporting Procedures and Governance | a) the Committee Chair shall report to the Board as soon as practicable on matters reviewed, making recommendations when requested or appropriate; <br> b) the Committee shall produce an annual report of its duties and activities for inclusion in the Company's annual report and accounts. <br> c) Committee members shall undertake a review of the Committee's performance as part of the annual Board Evaluation process; and <br> d) The Committee shall review its Terms of Reference annually, making recommendations to the Board for APPROVAL as necessary. |

