

SECTION 430(2B) COMPANIES ACT 2006 STATEMENT

AVIVA PLC

Aviva plc (the “**Company**”) announced earlier today that Mark Wilson and the Board have agreed that he will step down as Chief Executive Officer and director of the Company. As required by section 430(2B) of the Companies Act 2006, details of the remuneration payments made to or to be made to Mark Wilson are set out below.

Salary and benefits

Mark Wilson will be placed on garden leave for six months with effect from 9 October 2018. During this period he will continue to receive his salary and contractual benefits.

At the end of this period, the Company will make a payment in lieu of notice equal to six months’ basic salary, pension entitlement and contractual benefits, in monthly instalments, over the remainder of Mark Wilson’s contractual 12 month notice period. Mark Wilson’s employment will therefore terminate on 9 April 2019 (the “**Termination Date**”). Mark Wilson will be required to mitigate his loss during the period following the Termination Date until 9 October 2019, by seeking alternative employment or engagement.

Other terms agreed with Mark Wilson, which were the subject of careful consideration by the Remuneration Committee and are in line with the Company’s Remuneration Policy which was approved by shareholders at the 2018 AGM, are as follows:

Bonus

Mark Wilson will be entitled to a pro-rated bonus in respect of the 2018 financial year to reflect the portion of the year prior to the commencement of garden leave. The bonus will be determined on the normal timetable. No bonus will be payable to Mark Wilson in relation to the Company’s 2019 financial year.

Share awards

Mark Wilson’s unvested awards under the Aviva plc Long-Term Incentive Plan (“**LTIP**”) ceased to be capable of vesting on 9 October 2018. No further LTIP awards will be made.

Mark Wilson’s outstanding deferred share awards under the Aviva plc Annual Bonus Plan (“**ABP**”), which reflect past performance, will continue and will vest on the normal vesting date. All awards will remain subject to malus and clawback provisions.

Mark Wilson’s outstanding options under Save-As-You-Earn will lapse on the Termination Date and he will be entitled to return of his savings.

The table below sets out the relevant number of shares previously awarded to Mark Wilson under the Company’s share plans and the treatment described above.

Type of Award	Outstanding Awards	Treatment
2016 ABP (relating to the 2015 financial year)	245,168	Due to vest in March 2019
2017 ABP (relating to the 2016 financial year)	231,082	Due to vest in March 2020
2018 ABP (relating to the 2017 financial year)	257,290	Due to vest in March 2021
2016 LTIP (in respect of performance period 2016-2018)	606,185	All outstanding awards lapse
2017 LTIP (in respect of performance period 2017-2019)	571,358	All outstanding awards lapse
2018 LTIP (in respect of performance period 2018-2020)	615,854	All outstanding awards lapse

Other

Mark Wilson will be entitled to a capped contribution of up to £10,000 (excluding VAT) towards legal fees incurred in connection with his departure.

Further information

The relevant remuneration details relating to Mark Wilson, including information on the vesting of any outstanding awards detailed above and the dividend equivalents payable on them, will be included in the Directors' Remuneration Report in the Annual Report and Accounts.

In accordance with section 430(2B) of the Companies Act 2006, the information contained in this document will be made available on Aviva plc's website until Aviva plc's next Directors' Remuneration Report is made available.

9 October 2018