

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name AVIVA PLC		2 Issuer's employer identification number (EIN) FOREIGNUS	
3 Name of contact for additional information NEIL HARRISON	4 Telephone No. of contact +44 (0) 20 7283 2000	5 Email address of contact NEIL.HARRISON@AVIVA.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact ST. HELEN'S, 1 UNDERSHAFT		7 City, town, or post office, state, and Zip code of contact LONDON, UK EC3P 3DQ	
8 Date of action APRIL 10, 2015	9 Classification and description SEE STATEMENT		
10 CUSIP number 05382A104	11 Serial number(s) N/A	12 Ticker symbol AV	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► SEE STATEMENT

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► SEE STATEMENT

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► SEE STATEMENT

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ SEE STATEMENT

18 Can any resulting loss be recognized? ▶ SEE STATEMENT

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ SEE STATEMENT

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ K. Baily Date ▶ 03/06/2015

Print your name ▶ Kathryn Baily Title ▶ Authorised Signatory of Aviva Plc

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

AVIVA PLC

ATTACHMENT TO FORM 8937

REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

Form 8937 Part I, Box 9:

The securities subject to reporting include all shares of Aviva Plc ordinary stock issued in exchange for the outstanding ordinary stock of Friends Life Group Limited ("Friends Life") as a result of the acquisition of Friends Life by Aviva Plc on April 10, 2015.

Form 8937 Part II, Box 14:

On April 10, 2015, Aviva Plc completed its acquisition of Friends Life through the share for share exchange of Friends Life by Aviva Plc (the "Acquisition").

As a result of the Acquisition, Aviva Plc acquired the entire issued ordinary share capital of Friends Life. In consideration for the transfer of shares to Aviva Plc, Aviva Plc allotted and issued to Friends Life shareholders newly issued shares of Aviva Plc ("New Aviva Shares") on the basis of 0.74 of a New Aviva Share for each Friends Life share.

Fractions of New Aviva Shares were not allotted to or issued pursuant to the Acquisition and the aggregate number of New Aviva Shares was rounded down to the nearest whole number of New Aviva Shares. All fractional shares to which shareholders would have been entitled to were sold in the market as of the effective date of acquisition. The net proceeds were distributed by Aviva in due proportions to the shareholders who would have otherwise been entitled to fractions of New Aviva Shares.

Form 8937 Part II, Box 15:

As discussed in the recommended all-share acquisition of Friends Life by Aviva Plc scheme of arrangements¹, cash was paid only in lieu of issuing fractional shares. Further, the Acquisition may or may not qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. Shareholders should consult the recommended all-share acquisition of Friends Life by Aviva Plc scheme of arrangement for details of the transaction not described above and should consult with their tax advisors as to the correct US tax treatment of the transaction.

Form 8937 Part II, Box 16:

If the Acquisition does not qualify as a tax-free reorganization, Friends Life shareholders receiving Aviva Plc shares are expected to be required to recognize gain on the exchange for U.S. federal income tax purposes. For purposes of calculating any such gain, the fair market value of Friends Life shares at the last practicable time prior to closing is estimated at UKE4.29 per Friends Life Share. Shareholders should consult with their own tax advisors to determine what measure of fair market value is appropriate should they be required to recognize gain.

If the transaction is a reorganization for U.S. federal income tax purposes, the effect of the Acquisition on the tax basis of Friends Life ordinary stock held by Friends Life shareholders depends primarily on

¹ https://www.aviva.com/media/upload/Friends_Life_Scheme_Document.pdf

whether the Friends Life shares were exchanged solely for New Aviva Shares or for a combination of Aviva ordinary stock and cash and is summarized as follows:

Friends Life Shareholders Who Received Only Cash. A Friends Life shareholder with a single share who received solely cash in exchange for his or her single share of Friends Life ordinary stock as a result of the Acquisition will be treated as having received full payment for his or her Friends Life ordinary stock. Generally, a gain or loss will be recognized in an amount equal to the difference between the amount of cash received and the shareholder's tax basis of the ordinary stock. Consequently, since the shareholder did not receive any Aviva Plc ordinary stock, there will be no new basis to compute.

Friends Life Shareholders Who Received Only New Aviva Shares. The tax basis in the New Aviva Shares to a Friends Life shareholder who received solely New Aviva Shares in exchange for all of his or her shares of Friends Life ordinary stock as a result of the Acquisition will be the same as the basis (100%) of the shares of Friends Life ordinary stock surrendered in exchange for the shares of Aviva Plc ordinary stock.

Friends Life Shareholders Who Received New Aviva Shares and Cash in Lieu of Fractional Shares. The tax basis of the shares of Aviva Plc ordinary stock (including any fractional share deemed received) received by a Friends Life shareholder who receives Aviva Plc ordinary stock in exchange for his or her Friends Life ordinary stock will be the same as the basis (100%) of the shares of Friends Life ordinary stock surrendered in exchange for the shares of Aviva Plc ordinary stock (including any portion of a fractional share deemed received). Any cash received in lieu of fractional shares in Aviva Plc will be treated as having been received in full payment for such fractional share of stock. Consequently, since the shareholder did not receive New Aviva Shares in exchange for the fractional share interest, there will be no additional basis to compute.

Form 8937 Part II, Box 17:

No position has been taken on whether Aviva Plc's acquisition of Friends Life qualifies as reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). Consequently, the federal income tax consequences to the Friends Life shareholders are determined under Code Sections 354, 356, 358, and 1223 if it does qualify as a reorganization, or under Code Section 1001 if it does not.

Form 8937 Part II, Box 18:

If the transaction is a reorganization for U.S. Federal Income tax purposes, each Friends Life shareholder who receives Aviva Plc ordinary stock and cash for all of his or her Friends Life stock cannot recognize any loss. A Friends Life shareholder who received cash in lieu of a fractional share of Aviva Plc ordinary stock may recognize loss if the amount of cash received is less than the tax basis the shareholder would have had in his or her Aviva Plc fractional share.

Form 8937 Part II, Box 19:

In general, any adjustment to the tax basis that causes gain or loss recognized by the Friends Life shareholder as a result of the completion of the Acquisition should be reported for the taxable year which includes April 10, 2015 (e.g., a calendar year shareholder would report the transaction on his or her federal income tax return filed for the 2015 calendar year.)

This Form 8937 only applies to holders receiving Aviva Shares pursuant to the transaction described above. No legal opinion from U.S. legal counsel or ruling from the Internal Revenue Service (the "IRS") has been requested, or will be obtained, regarding the U.S. federal income tax consequences of the Acquisition described in this report. This report is not binding on the IRS and the U.S. courts could disagree with one or more positions described above.

The above information does not constitute tax advice. It does not address the tax consequences that may apply to any particular shareholder, and each shareholder should consult his or her own tax advisor regarding the tax consequences of the transaction.

