

To:

The Directors  
Friends Life Group Limited  
One New Change  
London  
EC4M 9EF

19 January 2015

Dear Sirs,

**Recommended All-Share Acquisition of Friends Life Group Limited (the "Company") by Aviva plc (the "Proposed Acquisition")**

We refer to the scheme document proposed to be sent to the Company's shareholders on or around 19 January 2015 in relation to the Proposed Acquisition (the "Scheme Document"), a proof of which is attached hereto and initialled for identification purposes.

We hereby confirm that we have given and not withdrawn our consent to the publication of the Scheme Document with the inclusion of the references to our name in the form and context in which it appears.

Yours faithfully,



Name:



For and on behalf of Barclays Bank PLC, acting through its investment bank