

**STRICTLY PRIVATE AND CONFIDENTIAL**

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

19 January 2015

Dear Sirs

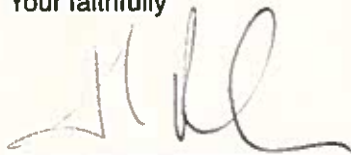
**Recommended all-share acquisition of Friends Life Group Limited ("Friends Life") by Aviva plc ("Aviva") (the "Proposed Acquisition")**

We refer to: (i) the scheme document proposed to be sent to the Company's shareholders on or around 19 January 2015 in connection with the Proposed Acquisition (the "**Scheme Document**"); and (ii) letters to be sent to participants in the Friends Life Incentive Schemes (as defined below) in connection with the Scheme Document on or around 19 January 2015, in each case, proofs of which are attached hereto and initialled for identification purposes.

For the purpose of this letter, "**Friends Life Incentive Schemes**" means the schemes operated by the Friends Life Group, being the Friends Life Group plc Long Term Incentive Plan, the Friends Life Group Limited Performance Share Plan, the Friends Life Group Limited Restricted Share Plan, the Resolution Limited Deferred Share Award Plan 2013, the Friends Provident Holdings (UK) plc Share Incentive Plan 2010 and the Friends Provident Group plc Share Incentive Plan 2009.

We hereby confirm that we have given and not withdrawn our consent to the publication of the Scheme Document and the issue of these letters to the participants in the Friends Life Incentive Schemes with the inclusion of the references to our name in the form and context in which they appear.

Your faithfully



**for and on behalf of**  
Goldman Sachs International

