In accordance with Section 708 of the Companies Act 2006.

SH06

Notice of cancellation of shares

Companies House

✓ **What this form is for**
You may use this form to give notice of a cancellation of shares by a limited company on purchase

✗ **What this form is NOT f**
You cannot use this form t give notice of a cancellati shares held by a public co under section 663 of the Companies Act 2006. To d please use form SH07.

WEDNESDAY

ABDØF7MX
A10 21/09/2022 #94
COMPANIES HOUSE

1 Company details

Company number	0 2 4 6 8 6 8 6
Company name in full	AVIVA PLC

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Date of cancellation

Date of cancellation: d 2 d 3 m 1 m 1 y 2 y 0 y 2 y 1

3 Shares cancelled

Class of shares (E.g. Ordinary/Preference etc.)	Number of shares cancelled	Nominal value of each share
£0.25 Ordinary shares	9,398,719	0.25

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4 Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency table A

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, $, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, $, etc) Including both the nominal value and any share premium
Pound Sterling	£0.25 Ordinary shares	3,809,054,396	£952,263,599.00	
Pound Sterling	£1.00 8.375% Cum Pref shares	100,000,000	£100,000,000	
Pound Sterling	£1.00 8.75% Cum Pref shares	100,000,000	£100,000,000	
	Totals	4,009,054,396	£1,152,263,599.00	£0.00

Currency table B

	Totals			

Currency table C

	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	4,009,054,396	£1,152,263,599.0	£0.00

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + $10 etc.

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5 Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share	£0.25 Ordinary shares
Prescribed particulars ❶	Please see prescribed particulars continuation page
Class of share	£1.00 8.375% Cum Pref shares
Prescribed particulars ❶	Please see prescribed particulars continuation page
Class of share	£1.00 8.75% Cum Pref shares
Prescribed particulars ❶	Please see prescribed particulars continuation page

❶ **Prescribed particulars of rights attached to shares**
The particulars are:
a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

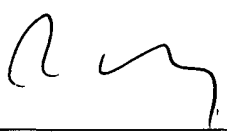
A separate table must be used for each class of share.

Continuation pages
Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature
X  X

This form may be signed by:
Director❷, Secretary, Person authorised❸, Administrator , Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ **Societas Europaea**
If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

❸ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name: Roy Tooley

Company name: Aviva plc

Address: St Helens

1 Undershaft

Post town: London

County/Region:

Postcode: E C 3 P 3 D Q

Country: United Kingdom

DX:

Telephone:

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

Important information

Please note that all information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

In accordance with Section 708 of the Companies Act 2006.

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	£0.25 Ordinary shares
Prescribed particulars	ENTITLED TO RECEIVE DIVIDENDS DECLARED BY THE COMPANY AND RECOMMENDED BY DIRECTORS TO BE TAKEN FROM PROFITS AVAILABLE FOR THE PURPOSE, AFTER THE PAYMENT OF THE PREFERENCE DIVIDENDS. ON A RETURN OF CAPITAL ON A WINDING UP, ORDINARY SHARES RANK AFTER PREFERENCE SHARES. ON A SHOW OF HANDS AT GENERAL MEETINGS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. IN THE CASE OF JOINT HOLDERS THE VOTE OF THE SENIOR WHO TENDERS A VOTE, WHETHER IN PERSON OR BY PROXY, SHALL BE ACCEPTED TO THE EXCLUSION OF THE VOTES OF THE OTHER JOINT HOLDERS; AND SENIORITY SHALL BE DETERMINED BY THE ORDER IN WHICH THE NAMES OF THE HOLDERS STAND IN THE REGISTER OF MEMBERS. A MEMBER IN RESPECT OF WHOM AN ORDER HAS BEEN MADE BY ANY COURT HAVING JURISDICTION (WHETHER IN THE UNITED KINGDOM OR ELSEWHERE) IN MATTERS CONCERNING MENTAL DISORDER MAY VOTE, WHETHER ON A SHOW OF HANDS OR ON A POLL, BY HIS RECEIVER, CURATOR BONIS OR OTHER PERSON AUTHORISED IN THAT BEHALF APPOINTED BY THAT COURT, AND ANY SUCH RECEIVER, CURATOR BONIS OR OTHER PERSON MAY, ON A POLL, VOTE BY PROXY. EVIDENCE TO THE SATISFACTION OF THE DIRECTORS OF THE AUTHORITY OF THE PERSON CLAIMING TO EXERCISE THE RIGHT TO VOTE SHALL BE DEPOSITED AT THE OFFICE, OR AT SUCH OTHER PLACE AS IS SPECIFIED IN ACCORDANCE WITH THE ARTICLES FOR THE DEPOSIT OF INSTRUMENTS OF PROXY, NOT LESS THAN 48 HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING AT WHICH THE RIGHT TO VOTE IS TO BE EXERCISED AND IN DEFAULT THE RIGHT TO VOTE SHALL NOT BE EXERCISABLE. NO MEMBER SHALL VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY, EITHER IN PERSON OR BY PROXY, IN RESPECT OF ANY SHARE HELD BY HIM UNLESS ALL MONEYS PRESENTLY PAYABLE BY HIM IN RESPECT OF THAT SHARE HAVE BEEN PAID. NO OBJECTION SHALL BE RAISED TO THE QUALIFICATION OF ANY VOTER EXCEPT AT THE MEETING OR ADJOURNED MEETING AT WHICH THE VOTE OBJECTED TO IS TENDERED, AND EVERY VOTE NOT DISALLOWED AT THE MEETING SHALL BE VALID. ANY OBJECTION MADE IN DUE TIME SHALL BE REFERRED TO THE CHAIRMAN WHOSE DECISION SHALL BE FINAL AND CONCLUSIVE.

❶ **Prescribed particulars of rights attached to shares**
The particulars are:
a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

In accordance with Section 708 of the Companies Act 2006.

SH06 - continuation page

Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	£0.25 Ordinary shares
Prescribed particulars	ON A POLL VOTES MAY BE GIVEN EITHER PERSONALLY OR BY PROXY. A MEMBER MAY APPOINT MORE THAN ONE PROXY TO ATTEND ON THE SAME OCCASION.

❶ **Prescribed particulars of rights attached to shares**
The particulars are:
a. particulars of any voting rights; including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

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In accordance with Section 708 of the Companies Act 2006.

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	£1.00 8.375% Cum Pref shares
Prescribed particulars	OUT OF THE PROFITS AVAILABLE FOR DISTRIBUTION AND RESOLVED TO BE DISTRIBUTED, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED, AND IN PRIORITY TO ANY PAYMENT OF DIVIDEND TO THE HOLDERS OF ANY ORDINARY SHARES IN THE COMPANY, TO BE PAID A FIXED CUMULATIVE PREFERENTIAL DIVIDEND PAYABLE AT THE FIXED RATE OF 8.375%. ON A RETURN OF CAPITAL ON A WINDING UP, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, OUT OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES, AN AMOUNT PER PREFERENCE SHARE EQUAL TO THE NOMINAL AMOUNT OF THE PREFERENCE SHARE, TOGETHER WITH ALL ARREARS AND ACCRUALS (IF ANY) OF THE DIVIDEND PAYABLE THEREON, WHETHER OR NOT SUCH DIVIDEND HAS BEEN EARNED OR HAS BECOME DUE AND PAYABLE, TO BE CALCULATED UP TO AND INCLUDING THE DAY OF THE COMMENCEMENT OF THE WINDING UP. ON A RETURN OF CAPITAL (OTHERWISE THAN ON A WINDING UP OR ON A REDEMPTION OR PURCHASE BY THE COMPANY OF SHARES OF ANY CLASS), THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE AN AMOUNT PER PREFERENCE SHARE EQUAL TO THE NOMINAL AMOUNT OF A PREFERENCE SHARE TOGETHER WITH ALL ARREARS AND ACCRUALS (IF ANY) OF THE DIVIDEND PAYABLE THEREON, WHETHER OR NOT SUCH DIVIDEND HAS BEEN EARNED OR HAS BECOME DUE AND PAYABLE, TO BE CALCULATED UP TO AND INCLUDING THE DAY OF SUCH RETURN OF CAPITAL. THE PREFERENCE SHARES (INCLUDING ALL OTHER SHARES OF THE COMPANY RANKING PARI PASSU ON A WINDING UP) SHALL RANK ON A WINDING UP IN PRIORITY TO ALL OTHER SHARES OF THE COMPANY FROM TIME TO TIME IN ISSUE AT THE DATE THEREOF. THE PREFERENCE SHARES HAVE NOT BEEN DETERMINED BY THE DIRECTORS TO BE REDEEMABLE, SAVE WITH THE APPROVAL OF THE HOLDERS OF THE PREFERENCE SHARES TO A VARIATION OF THE RIGHTS ATTACHED TO SUCH SHARES. THE HOLDERS OF THE PREFERENCE SHARES SHALL, BY VIRTUE OF AND IN RESPECT OF THEIR HOLDINGS OF THE PREFERENCE SHARES, HAVE THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK AND VOTE AT A GENERAL MEETING OF THE COMPANY ONLY: (A) IF AND WHEN, AT THE DATE OF THE NOTICE CONVENING SUCH MEETING, THE PREFERENTIAL DIVIDEND ON SUCH SHARES FOR THE DIVIDEND PAYMENT PERIOD IMMEDIATELY PRIOR TO THE NOTICE CONVENING THE RELEVANT MEETING IS IN ARREARS AND IT, AND ANY ARREARS OR DEFICIENCY OF

❶ **Prescribed particulars of rights attached to shares**
The particulars are:
a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

In accordance with Section 708 of the Companies Act 2006.

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	£1.00 8.375% Cum Pref shares
Prescribed particulars	DIVIDEND IN RESPECT OF ANY PRECEDING DIVIDEND PAYMENT PERIOD, HAS NOT BEEN PAID IN FULL; OR (B) IF A RESOLUTION IS TO BE PROPOSED ABROGATING, VARYING OR MODIFYING ANY OF THE RIGHTS OR PRIVILEGES OF THE HOLDERS OF THE PREFERENCE SHARES OR FOR THE WINDING UP OF THE COMPANY OR FOR THE REDUCTION OF CAPITAL OF THE COMPANY (OTHERWISE THAN ON A REDEMPTION OR PURCHASE OF SHARES), IN WHICH CASE THEY SHALL ONLY BE ENTITLED TO VOTE ON SUCH RESOLUTION. SAVE AS AFORESAID, THE PREFERENCE SHARES SHALL NOT CONFER ON THE HOLDERS THEREOF THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. WHENEVER THE HOLDERS OF THE PREFERENCE SHARES ARE ENTITLED TO VOTE AT A GENERAL MEETING OF THE COMPANY UPON ANY RESOLUTION PROPOSED AT SUCH A GENERAL MEETING, ON A SHOW OF HANDS EVERY HOLDER THEREOF WHO IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE DULY AUTHORISED UNDER SECTION 375 OF THE COMPANIES ACT SHALL HAVE ONE VOTE AND ON A POLL EVERY HOLDER THEREOF WHO IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE IN RESPECT OF EACH COMPLETE 25P NOMINAL AMOUNT OF THE PREFERENCE SHARES REGISTERED IN THE NAME OF SUCH HOLDER.

❶ **Prescribed particulars of rights attached to shares**
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5 Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	£1.00 8.75% Cum Pref shares
Prescribed particulars	OUT OF THE PROFITS AVAILABLE FOR DISTRIBUTION AND RESOLVED TO BE DISTRIBUTED, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED, AND IN PRIORITY TO ANY PAYMENT OF DIVIDEND TO THE HOLDERS OF ANY ORDINARY SHARES IN THE COMPANY, TO BE PAID A FIXED CUMULATIVE PREFERENTIAL DIVIDEND PAYABLE AT THE FIXED RATE OF 8.75%. ON A RETURN OF CAPITAL ON A WINDING UP, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, OUT OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES, AN AMOUNT PER PREFERENCE SHARE EQUAL TO THE NOMINAL AMOUNT OF THE PREFERENCE SHARE, TOGETHER WITH ALL ARREARS AND ACCRUALS (IF ANY) OF THE DIVIDEND PAYABLE THEREON, WHETHER OR NOT SUCH DIVIDEND HAS BEEN EARNED OR HAS BECOME DUE AND PAYABLE, TO BE CALCULATED UP TO AND INCLUDING THE DAY OF THE COMMENCEMENT OF THE WINDING UP. ON A RETURN OF CAPITAL (OTHERWISE THAN ON A WINDING UP OR ON A REDEMPTION OR PURCHASE BY THE COMPANY OF SHARES OF ANY CLASS), THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE AN AMOUNT PER PREFERENCE SHARE EQUAL TO THE NOMINAL AMOUNT OF THE PREFERENCE SHARE TOGETHER WITH ALL ARREARS AND ACCRUALS (IF ANY) OF THE DIVIDEND PAYABLE THEREON, WHETHER OR NOT SUCH DIVIDEND HAS BEEN EARNED OR HAS BECOME DUE AND PAYABLE, TO BE CALCULATED UP TO AND INCLUDING THE DAY OF SUCH RETURN OF CAPITAL. ANY PREFERENCE SHARES (INCLUDING ALL OTHER SHARES OF THE COMPANY RANKING PARI PASSU ON A WINDING UP) SHALL RANK ON A WINDING UP IN PRIORITY TO ALL OTHER SHARES OF THE COMPANY FROM TIME TO TIME IN ISSUE AT THE DATE THEREOF. THE PREFERENCE SHARES HAVE NOT BEEN DETERMINED BY THE DIRECTORS TO BE REDEEMABLE, SAVE WITH THE APPROVAL OF THE HOLDERS OF THE PREFERENCE SHARES TO A VARIATION OF THE RIGHTS ATTACHED TO SUCH SHARES. THE HOLDERS OF THE PREFERENCE SHARES SHALL, BY VIRTUE OF AND IN RESPECT OF THEIR HOLDINGS OF THE PREFERENCE SHARES, HAVE THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK AND VOTE AT A GENERAL MEETING OF THE COMPANY ONLY: (A) IF AND WHEN, AT THE DATE OF THE NOTICE CONVENING SUCH MEETING, THE PREFERENTIAL DIVIDEND ON SUCH SHARES FOR THE DIVIDEND PAYMENT PERIOD IMMEDIATELY PRIOR TO THE NOTICE CONVENING THE RELEVANT MEETING IS IN ARREARS AND IT, AND ANY ARREARS OR DEFICIENCY OF

❶ **Prescribed particulars of rights attached to shares**
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b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

In accordance with Section 708 of the Companies Act 2006.

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	£1.00 8.75% Cum Pref shares
Prescribed particulars	DIVIDEND IN RESPECT OF ANY PRECEDING DIVIDEND PAYMENT PERIOD, HAS NOT BEEN PAID IN FULL; OR (B) IF A RESOLUTION IS TO BE PROPOSED ABROGATING, VARYING OR MODIFYING ANY OF THE RIGHTS OR PRIVILEGES OF THE HOLDERS OF THE PREFERENCE SHARES OR FOR THE WINDING UP OF THE COMPANY OR FOR THE REDUCTION OF CAPITAL OF THE COMPANY (OTHERWISE THAN ON A REDEMPTION OR PURCHASE OF SHARES), IN WHICH CASE THEY SHALL ONLY BE ENTITLED TO VOTE ON SUCH RESOLUTION. SAVE AS AFORESAID, THE PREFERENCE SHARES SHALL NOT CONFER ON THE HOLDERS THEREOF THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. WHENEVER THE HOLDERS OF THE PREFERENCE SHARES ARE ENTITLED TO VOTE AT A GENERAL MEETING OF THE COMPANY UPON ANY RESOLUTION PROPOSED AT SUCH A GENERAL MEETING, ON A SHOW OF HANDS EVERY HOLDER THEREOF WHO IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE DULY AUTHORISED UNDER SECTION 375 OF THE COMPANIES ACT SHALL HAVE ONE VOTE AND ON A POLL EVERY HOLDER THEREOF WHO IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE IN RESPECT OF EACH COMPLETE 25P NOMINAL AMOUNT OF THE PREFERENCE SHARES REGISTERED IN THE NAME OF SHUCH HOLDER.

❶ **Prescribed particulars of rights attached to shares**
The particulars are:
a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for *each class of share.*