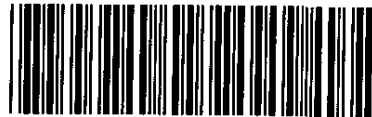




✓ What this form is for
You may use this form to give notice of a cancellation of shares by or for a public company.

X What this form is NOT for
You cannot use this form for a notice of a cancellation under section 708 of the Companies Act 2006. To do this, please use form SH06.

THURSDAY



A76479YJ

A08 17/05/2018 #294

COMPANIES HOUSE

se
ie

1	Company details
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Company number	0	2	4	6	8	6	8	6
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Company name in full	AVIVA PLC
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→ 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
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Date of cancellation	^d 1	^d 5	^m 0	^m 5	^y 2	^y 0	^y 1	^y 8
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3 Shares cancelled

[illegible]

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Notice of cancellation of shares held by or for a public company

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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 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
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Currency table A

Pound Sterling	£0.25 Ordinary	4,013,771,812	£ 1,003,442,953.0	
Pound Sterling	£1.00 8.375% Cum Pref	100,000,000	£100,000,000	
Pound Sterling	£1.00 8.75% Cum Pref	100,000,000	£100,000,000	
Totals		4,213,771,812	1,203,442,953.00	N/A

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

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

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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

Prescribed particulars
①

Please see prescribed particulars continuation page

Class of share

£1.00 8.375% Cum Pref

Prescribed particulars
①

Please see prescribed particulars continuation page

Class of share

£1.00 8.75% Cum Pref

Prescribed particulars
①

Please see prescribed particulars continuation page

① 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.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

② 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.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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Notice of cancellation of shares held by or for a public company

**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 **Rhona Sim**

Company name **Aviva plc**

Address **St Helen's**

1 Undershaft

Post town **London**

County/Region

Postcode **E C 3 P 3 D Q**

Country **United Kingdom**

DX

Telephone **0207 662 5907**

**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 entered the date in 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

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Notice of cancellation of shares held by or for a public company

5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	£1.00 8.75% Cum Pref
Prescribed particulars	<p>1. On a show of hands at a general meeting:</p> <p>(a) every member present (not being present by proxy) and entitled to vote on the resolution has one vote; and</p> <p>(b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has one vote, except where:</p> <p>(i) that proxy has been duly appointed by more than one member entitled to vote on the resolution; and</p> <p>(ii) the proxy has been instructed:</p> <p>(A) by one or more of those members to vote for the resolution and by one or more of those members to vote against the resolution; or</p> <p>(B) by one or more of those members to vote in the same way on the resolution (whether for or against) and one or more of those members has permitted the proxy discretion as to how to vote, in which case, the proxy has one vote for and one vote against the resolution; and</p> <p>2. On a poll taken at a meeting, every member present and entitled to vote on the resolution has one vote in respect of each shares held by the relevant member.</p>

- ① Prescribed particulars of rights attached to shares**
The particulars are:
- particulars of any voting rights, including rights that arise only in certain circumstances;
 - particulars of any rights, as respects dividends, to participate in a distribution;
 - particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
 - 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.

SH07 - continuation page

Notice of cancellation of shares held by or for a public company

5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	£1.00 8.375% Cum Pref
Prescribed particulars	<p>Out of the profits available for distribution and resolved to be distributed, the holders of any Preference Shares shall be entitled, 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 any Preference Shares shall be entitled to receive, out of surplus assets of the Company remaining after payment of its liabilities, 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 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. 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. The holders of Preference Shares shall, by virtue of and in respect of their holdings of 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 of deficiency of 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 any New 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; or (c) 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. (d) 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.</p>

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.

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Notice of cancellation of shares held by or for a public company

5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	£0.25 Ordinary
Prescribed particulars	<p>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.</p> <p>On a return of capital on a winding up, ordinary shares rank after preference shares.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.</p> <p>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.</p>

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.