

2 days

Company Number: 2468686

COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

Ordinary and Special Resolutions

of Aviva plc



Passed on 26 May 2020

At the Annual General Meeting of the above-named Company, duly convened and held at St Helen's, 1 Undershaft, London, EC3P 3DQ, the following resolutions were duly passed. Resolutions 16, 19 and 21 were passed as ordinary resolutions and resolutions 17, 18, 20, 22, 23, 24, 25 and 26 were passed as special resolutions of the Company:

16. To generally and unconditionally authorise the Directors of the Company in accordance with section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot ordinary shares in the Company or grant rights to subscribe for or to convert any security into ordinary shares in the Company: a) up to an aggregate nominal amount of £327,305,516; and b) comprising equity securities (as defined in section 560 of the Act) up to a further aggregate nominal amount of £327,305,516 in connection with an offer by way of a rights issue. Unless previously renewed, revoked or varied, the authorities conferred by this resolution 16 shall apply in substitution for all existing authorities under section 551 of the Act (save for any authority conferred by resolutions 19 and 21) until the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2021 but, in each case, so that the Company may make offers and enter into agreements before the authority expires that would, or might, require shares to be allotted or rights to be granted after the authority expires and the Directors of the Company may allot shares or grant such rights under such an offer or agreement as if the authority conferred hereby had not expired. For the purposes of this resolution 16, 'rights issue' means an offer to: (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) that may be traded for a period before payment for the securities is due, but subject in both cases to such limits, restrictions or arrangements as the Directors consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

17. That, subject to the passing of resolution 16, the Directors of the Company be generally empowered, pursuant to section 570 of the Companies Act 2006 (the Act), to allot equity securities (as such phrase is to be interpreted in accordance with section 560(2) of the Act) for cash pursuant to the authority granted by resolution 16 and/or pursuant to section 573 of the Act to allot equity securities for cash where the allotment constitutes an allotment of equity securities Notice of 2020 Annual General Meeting Continued Aviva plc Notice of 2020 Annual General Meeting 05 by virtue of section 560(3) of the Act, in each case free of the restriction in section 561 of the Act, such power to be limited: a) in the case of the authority granted under paragraph (a) of resolution 16 and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the Act, to the allotment of equity securities: (i) in connection with a pre-emptive offer; and (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £49,095,827; and b) in the case of the authority granted under paragraph (b) of resolution 16, to the allotment of equity securities in connection with an offer by way of a rights issue. Unless previously renewed, revoked or varied, the powers conferred by this resolution 17 shall apply in substitution for all existing powers under sections 570 and 573 of the Act (save for any power conferred by resolutions 18, 20 and 22) until the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2021 but, in each case, so that the Company may make offers and enter into agreements before the power expires, which would, or might, require equity securities to be allotted after the power expires and the Directors of the Company may allot equity securities under such an offer or agreement as if the power conferred hereby had not expired. For the purposes of this resolution 17, 'rights issue' has the same meaning given in resolution 16 and 'pre-emptive offer' means

an offer of equity securities open for acceptance for a period fixed by the Directors to: (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary, but subject in both cases to such limits, restrictions or arrangements as the Directors consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

18. That, subject to the passing of resolution 16, the Directors of the Company be generally empowered, pursuant to section 570 of the Companies Act 2006 (the Act), in addition to any authority granted under resolution 17, to allot equity securities (as such phrase is to be interpreted in accordance with section 560(2) of the Act) for cash pursuant to the authority granted by resolution 16 and/or pursuant to section 573 of the Act to allot equity securities for cash where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case free of the restriction in section 561 of the Act, such power to be: a) limited to the allotment of equity securities up to an aggregate nominal amount of £49,095,827; and b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction that the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-emption Group prior to the date of this notice. Unless previously renewed, revoked or varied, the powers conferred by this resolution 18 shall apply in substitution for all existing powers under sections 570 and 573 of the Act (save for any power conferred by resolutions 17, 20 and 22) until the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2021 but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors of the Company may allot equity securities under such an offer or agreement as if the power conferred hereby had not expired.

19. In addition to the authority granted pursuant to resolution 16, to unconditionally authorise the Directors of the Company in accordance with section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot ordinary shares in the Company or grant rights to subscribe for or to convert any security into ordinary shares in the Company: a) up to an aggregate nominal amount of £100 million in relation to any issuance of Solvency II (SII) Instruments where the Directors consider that such an issuance of SII Instruments would be desirable, including in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory requirements or targets applicable to the Company or to the Group from time to time; and b) subject to applicable law and regulation, at such allotment, subscription or conversion prices (or such maximum or minimum allotment, subscription or conversion price methodologies) as may be determined by the Directors of the Company from time to time. Unless previously renewed, revoked or varied, the authority conferred by this resolution 19 shall apply in addition to all other authorities under section 551 of the Act until the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2021 but, in each case, so that the Company may make offers and enter into agreements before the authority expires that would, or might, require ordinary shares to be allotted or rights to be granted after the authority expires and the Directors of the Company may allot ordinary shares or grant such rights under such an offer or agreement as if the authority conferred hereby had not expired. For the purpose of this resolution 19, 'SII Instruments' means any securities, instruments or other agreements to be issued or entered into by the Company or any other member of the Group, and which in each such case are: (i) intended to form all or part of a type or class of securities, instruments or other agreements the terms of which are eligible or otherwise enable the Company or any other member of the Group to meet any applicable regulatory requirements specified by the Prudential Regulation Authority or other such authority having primary supervisory authority with respect to the Company or the Group from time to time, including requirements in relation to own funds, capital resources, capital, contingent capital or buffer capital of the Company or the Group; (ii) convertible into, exchangeable for, or otherwise may result in the issuance of ordinary shares of the Company in the event that the capital or solvency position of the Company, the Group and/or any member of the Group falls below certain defined levels; and (iii) otherwise on such terms as may be determined by the Directors of the Company or a committee thereof upon issue.

20. That, subject to the passing of resolution 19, the Directors of the Company be empowered, pursuant to section 570 of the Companies Act 2006 (the Act), to allot equity securities (as such phrase is defined in section 560(1) of the Act and to be interpreted in accordance with section 560(2) of the Act) for cash pursuant to the authority granted by resolution 19, and also be empowered to allot equity securities for non-cash consideration, up to an aggregate nominal amount of £100 million in relation to any issuance of SII Instruments, free of the restriction in section 561 of the Act in the case of an

allotment for cash. Unless previously renewed, revoked or varied, the power conferred by this resolution 20 shall apply until the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2021 but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors of the Company may allot equity securities under such an offer or agreement as if the power conferred hereby had not expired. For the purpose of this resolution 20, 'SII Instruments' shall have the same meaning as set out in resolution 19.

21. That in addition to and without prejudice to any and all other authorities given to the directors of the Company under section 551 of the Companies Act 2006 (the Act) (including, without limitation, any authority conferred by resolutions 16 and 19), the directors be generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot Sterling New Preference Shares (as defined in the Company's articles of association), with such rights and terms as the directors may determine as being in accordance with the requirements referred to in the Company's articles of association. Unless previously renewed, revoked or varied, the power conferred by this resolution 21 shall apply until the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2021 but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require Sterling New Preference Shares to be allotted after the authority expires, and the directors may allot Sterling New Preference Shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. The maximum nominal amount of Sterling New Preference Shares that may be allotted pursuant to this authority is £500 million.

22. That, subject to the passing of resolution 21, and, in addition to and without prejudice to all existing powers (including, without limitation, any authority conferred by resolutions 17, 18 and 20), the directors of the Company be generally empowered, pursuant to section 570 of the Companies Act 2006 (the Act), to allot Sterling New Preference Shares for cash pursuant to the authority granted by resolution 21 free of the restriction in section 561 of the Act. Unless previously renewed, revoked or varied, the power conferred by this resolution 22 shall apply until the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, 1 July 2021 but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require Sterling New Preference Shares to be allotted after the authority expires, and the directors may allot Sterling New Preference Shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

23. That, in accordance with section 701 of the Companies Act 2006 (the Act), the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 25 pence each in the capital of the Company (ordinary shares) provided that: a) the maximum aggregate number of ordinary shares authorised to be purchased is 392 million; b) the minimum price which may be paid for an ordinary share is 25 pence (exclusive of expenses payable by the Company in connection with the purchase); c) the maximum price which may be paid for an ordinary share (exclusive of expenses payable by the Company in connection with the purchase) is an amount equal to the higher of: (i) 105% of the average of the middle-market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2021, save that the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority, which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract. a purchase of 8¾% preference shares in pursuance of any such contract.

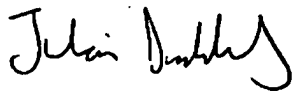
24. That, in accordance with section 701 of the Companies Act 2006 (the Act), the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of 8¾% cumulative irredeemable preference shares of £1 each in the capital of the Company (8¾% preference shares) provided that: a) the maximum aggregate number of 8¾% preference shares authorised to be purchased is 100 million; b) the minimum price which may be paid for an 8¾% preference share is 25 pence (exclusive of expenses payable by the Company in connection with the purchase); c) the maximum price that may be paid for an 8¾% preference share (exclusive of expenses payable by the Company in connection with the purchase) is an amount equal to the higher of: (i) 105% of the average of the middle-market quotations for an 8¾% preference share, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8¾% preference share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an 8¾% preference share and the highest current

Company Number: 2468686

independent bid for an 8¼% preference share on the trading venue where the purchase is carried out; and d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2021, save that the Company may make a contract to purchase 8¼% preference shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of 8¼% preference shares in pursuance of any such contract.

25. That, in accordance with section 701 of the Companies Act 2006 (the Act), the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of 8¼% cumulative irredeemable preference shares of £1 each in the capital of the Company (8¼% preference shares) provided that: a) the maximum aggregate number of 8¼% preference shares authorised to be purchased is 100 million; b) the minimum price which may be paid for an 8¼% preference share is 25 pence (exclusive of expenses payable by the Company in connection with the purchase); c) the maximum price that may be paid for an 8¼% preference share (exclusive of expenses payable by the Company in connection with the purchase) is an amount equal to the higher of: (i) 105% of the average of the middle-market quotations for an 8¼% preference share, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 8¼% preference share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an 8¼% preference share and the highest current independent bid for an 8¼% preference share on the trading venue where the purchase is carried out; and d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or, if earlier, 1 July 2021, save that the Company may make a contract to purchase 8¼% preference shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of 8¼% preference shares in pursuance of any such contract.

26. To authorise the Company to call general meetings other than an Annual General Meeting on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution.



Julian Baddeley
Deputy Company Secretary