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16/05/2022

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COMPANIES HOUSE

Company Number: 2468686

General Meeting**Special Resolutions**

of Aviva plc

Passed on 9 May 2022

At the General Meeting of the above-named Company, duly convened and held at the Queen Elizabeth II Centre, Westminster, SW1P 3EE the following resolutions 1, 2, 5, 6, 8 and 9 were duly passed as special resolutions of the Company.

1. Resolution 1 - Adoption of new articles of association

THAT, subject to and conditional upon the issue of B Shares, the draft articles of association produced to the meeting, marked "A" and signed by the chair of the meeting (Chair) for identification purposes (the New Articles of Association), be and are hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company, with effect from the Company's New Ordinary Shares (as defined in Resolution 3) being admitted to the premium segment of the official list of the Financial Conduct Authority and to trading on the London Stock Exchange's main market for listed securities by 8am on Monday 16 May 2022 (or such later time and/or date as the Board may in its discretion determine) Admission).

2. Resolution 2 - Issue of B Shares

THAT, subject to the passing of Resolutions 1 and 3:

(a) the directors of the Company (Directors) be authorised to:

(i) capitalise a sum not exceeding £3.75 billion, standing to the credit of the Company's merger reserve, and to apply such sum in paying up in full up to the maximum number of redeemable preference shares of 101.69 pence nominal value each in the capital of the Company carrying the rights and restrictions set out in article 4A of the New Articles of Association (as defined in Resolution 1) (the B Shares) that may be allotted to the holders of ordinary shares of 25 pence each in the capital of the Company in issue as at 6pm on Friday 13 May 2022 (or such other time and date as the Directors may determine) (each an Existing Ordinary Share) pursuant to the authority given by sub-paragraph (a)(ii) below. The Board shall retain discretion to reduce the nominal value of the B Shares if, at the Record Time (as defined below), the number of Existing Ordinary Shares multiplied by 101.69 pence would result in a return in excess of £3.75 billion; and

(ii) pursuant to section 551 of the Companies Act 2006, exercise all powers of the Company to allot and issue credited as fully paid up B Shares up to an aggregate nominal amount of £3.75 billion to the holders of Existing Ordinary Shares (including any Existing Ordinary Shares underlying the American Depositary Shares (ADSs)) on the basis of one B Share for each Existing Ordinary Share held and recorded on the register of members of the Company at 6pm on Friday 13 May 2022 (or such other time and/or date as the Directors may determine) (the Record Time), in accordance with the terms of the circular sent by the Company to the holders of Existing Ordinary Shares (Shareholders) on Tuesday 5 April 2022 (Circular) and the Directors' determination as to the number of B Shares to be allotted and issued; and

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(b) the authority conferred by this Resolution shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or, if earlier, at the close of business on 1 July 2023.

5. Resolution 5 – Disapplication of pre-emption rights

THAT, subject to the passing of Resolutions 1, 2, 3 and 4 and such Resolutions becoming unconditional in accordance with their terms:

(a) the Directors be generally empowered, pursuant to section 570 of 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 4 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 limited:

(i) in the case of the authority granted under paragraph (a) of Resolution 4 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:

(A) in connection with a pre-emptive offer;

(B) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £46,091,525; and

(ii) in the case of the authority granted under paragraph (b) of Resolution 4, to the allotment of equity securities in connection with an offer by way of a rights issue;

(b) unless previously renewed, revoked or varied, the powers conferred by this Resolution 5 shall apply in substitution for all existing powers (including pursuant to Resolution 19 of the 2022 AGM Notice) under sections 570 and 573 of the Act until the conclusion of the next annual general meeting of the Company after the date on which this Resolution 5 is passed or, if earlier, the close of business on 1 July 2023 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 may allot equity securities under such an offer or agreement as if the power conferred hereby had not expired; and

(c) for the purposes of this Resolution 5, 'rights issue' has the same meaning given in Resolution 4 and 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the Directors to:

(i) holders of Existing Ordinary Shares 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 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.

6. Resolution 6 – Disapplication of pre-emption rights – specified capital projects

THAT, subject to the passing of Resolutions 1, 2, 3 and 4 and such Resolutions becoming unconditional in accordance with their terms:

(a) the Directors be generally empowered, pursuant to section 570 of the Act, in addition to any authority granted under Resolution 5, 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 4 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:

(i) limited to the allotment of equity securities up to an aggregate nominal amount of £46,091,525; and

(ii) 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 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 Resolution 6; and

(b) unless previously renewed, revoked or varied, the powers conferred by this Resolution 6 shall apply in substitution for all existing powers (including pursuant to Resolution 20 of the 2022 AGM Notice) under sections 570 and 573 of the Act (save for any power conferred by Resolution 5) until the conclusion of the next annual general meeting of the Company after the date on which this Resolution 6 is passed or, if earlier, the close of business on 1 July 2023 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 may allot equity securities under such an offer or agreement as if the power conferred hereby had not expired.

8. Resolution 8 - Disapplication of pre-emption rights – SII Instruments

THAT, subject to the passing of Resolution 7:

(a) the Directors of the Company be empowered, pursuant to section 570 of 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 7, and also be empowered to allot equity securities for non-cash consideration, up to an aggregate nominal amount of £150 million in relation to any issuance(s) of SII Instruments, free of the restriction in section 561 of the Act in the case of an allotment for cash;

(b) unless previously renewed, revoked or varied, the power conferred by this Resolution 8 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, the close of business on 1 July 2023 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;

(c) for the purpose of this Resolution 8, SII Instruments shall have the same meaning as set out in Resolution 7; and

(d) all unutilised authority under Resolution 22 of the 2022 AGM Notice shall cease to have effect.

9. Resolution 9 - Authority to purchase new ordinary shares

THAT, subject to the passing of Resolutions 1, 2 and 3 above and such Resolutions becoming unconditional in accordance with their terms, in accordance with section 701 of 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 New Ordinary Shares, provided that:

(e) the maximum aggregate number of New Ordinary Shares authorised to be purchased is 280 million;

(f) the minimum price which may be paid for a New Ordinary Share is 32 17/19pence (exclusive of expenses payable by the Company in connection with the purchase);

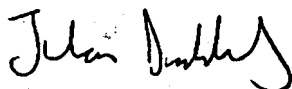
(g) the maximum price which may be paid for a New Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase) is an amount equal to the higher of:

(i) 105 per cent. of the average of the middle-market quotations for a New Ordinary Share, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that New Ordinary Share is purchased;

(ii) an amount equal to the higher of the price of the last independent trade of a New Ordinary Share and the highest current independent bid for a New Ordinary Share on the trading venue where the purchase is carried out; and

(h) 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 9 or, if earlier, the close of business on 1 July 2023, save that the Company may make a contract to purchase New 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 New Ordinary Shares in pursuance of any such contract; and

(i) all unutilised authority under Resolution 23 of the 2022 AGM Notice shall cease to have effect.



Julian Baddeley
Deputy Company Secretary