

**Return of Allotment of Shares**Company Name: **Aviva plc**Company Number: **02468686**Received for filing in Electronic Format on the: **07/07/2016**

X5APYMRU

**Shares Allotted (including bonus shares)**

| Date or period during which<br>shares are allotted | From              | To                |
|----------------------------------------------------|-------------------|-------------------|
|                                                    | <b>12/05/2016</b> | <b>12/05/2016</b> |

**Class of Shares: ORDINARY****Currency: GBP**Number allotted **598**Nominal value of each share **0.25**Amount paid: **3.1**Amount unpaid: **0**

No shares allotted other than for cash

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# Statement of Capital (Share Capital)

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|                  |        |                          |           |
|------------------|--------|--------------------------|-----------|
| Class of Shares: | 8.375% | Number allotted          | 100000000 |
|                  | CUM    | Aggregate nominal value: | 100000000 |
|                  | PREF   |                          |           |
| Currency:        | GBP    |                          |           |

Prescribed particulars

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 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 THE 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) (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 EVERY HOLDER THEREOF WHO IS PRESENT IN PERSON OR (BEING A CORPORATION) BY A REPRESENTATIVE SHALL HAVE ONE VOTE AND ON A POLL EVERY HOLDER THEREOF WHO IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) BE A REPRESENTATIVE SHALL HAVE ONE VOTE IN RESPECT OF EACH COMPLETE £1 NOMINAL OF PREFERENCE SHARES REGISTERED IN THE NAME OF SUCH HOLDER OR SUCH OTHER ENTITLEMENT TO VOTES AS MAY BE DETERMINED BY THE DIRECTORS PRIOR TO ALLOTMENT.

|                         |              |                          |                  |
|-------------------------|--------------|--------------------------|------------------|
| <b>Class of Shares:</b> | <b>8.75%</b> | Number allotted          | <b>100000000</b> |
|                         | <b>CUM</b>   | Aggregate nominal value: | <b>100000000</b> |
|                         | <b>PREF</b>  |                          |                  |

Currency: **GBP**

Prescribed particulars

**"SEE SEPARATE CONTINUATION SHEET 1. ON A SHOW OF HANDS AT A GENERAL MEETING: (A) EVERY MEMBER PRESENT (NOT BEING PRESENT BY PROXY) AND ENTITLED TO VOTE ON THE RESOLUTION HAS ONE VOTE; AND (B) EVERY PROXY PRESENT WHO HAS BEEN DULY APPOINTED BY A MEMBER ENTITLED TO VOTE ON THE RESOLUTION HAS ONE VOTE, EXCEPT WHERE: (I) THAT PROXY HAS BEEN DULY APPOINTED BY MORE THAN ONE MEMBER ENTITLED TO VOTE ON THE RESOLUTION; AND (II) THE PROXY HAS BEEN INSTRUCTED: (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 (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 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 SHARE HELD BY THE RELEVANT MEMBER."

|                  |          |                          |              |
|------------------|----------|--------------------------|--------------|
| Class of Shares: | ORDINARY | Number allotted          | 4057876258   |
| Currency:        | GBP      | Aggregate nominal value: | 1014469064.5 |

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. 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.

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## Statement of Capital (Totals)

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|           |            |                                |                     |
|-----------|------------|--------------------------------|---------------------|
| Currency: | <b>GBP</b> | Total number of shares:        | <b>4257876258</b>   |
|           |            | Total aggregate nominal value: | <b>1214469064.5</b> |
|           |            | Total aggregate amount unpaid: | <b>0</b>            |

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### Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.