



Aviva plc

Incorporated in England with limited liability (Registered number 2468686)

£5,000,000,000

Euro Note Programme

This Supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the base prospectus dated 17 April 2014, as supplemented on the date hereof (the "**Prospectus**") (which comprises a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU, as amended (the "**Prospectus Directive**")), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("**FSMA**") and is prepared in connection with the Euro Note Programme (the "**Programme**") established by Aviva plc (the "**Issuer**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus issued by the Issuer and all documents which are incorporated herein or therein by reference.

This Supplement has been approved as a supplement to the Prospectus by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom. The Prospectus constitutes a base prospectus prepared in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to incorporate by reference the Interim Management Statement (as defined below) other than those sections listed at paragraphs (A) to (G) of this Supplement.

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Prospectus to which this Supplement relates.

1. DOCUMENTS INCORPORATED BY REFERENCE

On 15 May 2014, the Issuer published its unaudited interim management statement for the three months to 31 March 2014 (the “**Interim Management Statement**”). By virtue of this Supplement, the Interim Management Statement is hereby incorporated in and forms part of this Supplement (and is thereby incorporated in and forms part of the Prospectus), except that the following statements in the Interim Management Statement shall not be deemed to be incorporated in, and shall not be deemed to form part of the Supplement or the Prospectus:

- A. The words “Pro forma economic capital surplus” and the figures relating thereto, together with footnotes 4 and 5 relating thereto, under the heading entitled “Balance Sheet” on page 1.
- B. The economic capital surplus, pro forma economic capital surplus and estimated IGD solvency surplus figures in the table entitled “Capital position”, together with footnotes 4 and 5 relating thereto, on page 2.
- C. The words “Going forward, we expect our increased focus on mid-size bulk purchase annuity transactions to partially mitigate the impact of the Budget proposals” in the second paragraph in the section entitled “Value of new business” in the Group Chief Executive Officer’s report on page 3.
- D. The words “Our extended distribution agreements with Unitcredit and UBI should improve Italian margins going forward and progress in simplifying this business is ahead of plan” in the third paragraph in the section entitled “Value of new business” in the Group Chief Executive Officer’s report on page 3.
- E. The words “Pro forma economic capital surplus” and the figures relating thereto under the heading entitled “Balance Sheet” in the Group Chief Executive Officer’s report on page 4.
- F. The final paragraph under the heading entitled “Balance Sheet” in the Group Chief Executive Officer’s report on page 4.
- G. The final sentence of the second paragraph under the heading entitled “Outlook” in the Group Chief Executive Officer’s report on page 4.

2. GENERAL

Copies of all documents or information incorporated by reference in this Supplement and the Prospectus can be obtained from the Issuer as described in the Prospectus or are otherwise available for viewing free of charge on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-homes.html.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement, and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplement, the statements in (a) above will prevail.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference to this Supplement or where this Supplement is specifically defined as including such information.

Save as disclosed in this Supplement and any supplement previously issued by the Issuer, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since publication of the Prospectus.

Investors should be aware of their rights under Section 87Q(4) of FSMA.

No person is authorised to give any information or to make any representation not contained in the Prospectus or this Supplement, and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of the Issuer or the Dealers. The delivery of the Prospectus and/or this Supplement at any time does not imply that there has been no change in the affairs of the Issuer since the date hereof, or that the information contained in either of them is correct as at any time subsequent to each of their respective dates.

THIS SUPPLEMENT IS DATED 24 JUNE 2014