



Aviva plc

Incorporated in England with limited liability (Registered number 2468686)

£7,000,000,000

Euro Note Programme

This Supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the base prospectus dated 16 July 2018 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:

1. incorporate by reference the Half Year Report 2018 (as defined below) other than those sections listed at paragraphs (A) to (NN) of this Supplement;
2. update the no significant change statement of the Issuer in the Prospectus; and
3. supplement the section of the Prospectus headed "Risk Factors".

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

Half Year Report 2018

On 2 August 2018, the Issuer published its unaudited interim half year report for the six months to 30 June 2018 (the "**Half Year Report 2018**"). By virtue of this Supplement, the Half Year Report 2018 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 Half Year Report 2018 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 "We remain on track to achieve our financial targets" in Group Chief Executive Officer, Mark Wilson's quote on the front page of the Half Year Report 2018.
- B. The first three bullet points and footnote 2 in the "Capital" section of the table on the front page of the Half Year Report 2018.
- C. The "Operating capital generation (OCG): Solvency II basis" table and footnote 4 on the second page of the Half Year Report 2018.
- D. The first two rows of the "Capital position" table and footnote 6 on the second page of the Half Year Report 2018.
- E. The words "As these factors are expected to abate or reverse in the second half, we remain confident of meeting our ambition of greater than 5% growth in operating earnings per share. At 30 June 2018, our Solvency II surplus was £11.0 billion (2017: £12.2 billion), equivalent to a cover ratio of 187% (2017: 198%)" in the "Overview" section of the Group Chief Executive Officer's report (the "**CEO Report**").
- F. The first two sentences in the "Capital Allocation" section of the CEO Report.
- G. The words "The completion of the sale of Friends Provident International Limited is expected to occur in late 2018" and "that we believe will provide lasting benefits to Aviva in terms of cost efficiency, operational agility and customer proposition" in the "Capital Allocation" section of the CEO Report.

- H. The fifth paragraph in the “Capital Allocation” section of the CEO Report, other than the second sentence.
- I. The second sentence in the “Outlook” section of the CEO Report.
- J. The second paragraph, other than the first sentence, and the final paragraph in the “Overview” section of the Chief Financial Officer’s report (the “**CFO Report**”).
- K. The sentences “We expect the new business margin to improve in the second half as our long-term asset origination catches up with the sales volumes.” and “We expect assets under management and operating profit from the legacy portfolio to decline gradually as policies mature. However, in the first half of 2018, we have mitigated this through active management of the portfolio.” in the “United Kingdom” section of the CFO Report.
- L. The final paragraph in the “United Kingdom” section of the CFO Report.
- M. The words “and, weather notwithstanding, we expect this to be reflected in strong growth in profitability in the second half of 2018 and into 2019. Further actions on pricing should drive additional growth as we strive to return the COR to the targeted 94-96% range in 2020.” in the “Canada” section of the CFO Report.
- N. The words “that are not expected to recur” in the “Italy” section of the CFO Report.
- O. The final sentence in the “Ireland” section of the CFO Report.
- P. The final sentence in the “Aviva Investors” section of the CFO Report.
- Q. The first, second and final paragraphs in the “Capital and Cash” section of the CFO Report.
- R. The “Outlook” section of the CFO Report, other than the first sentence.
- S. The “Operating capital generation (OCG): Solvency II basis” table, together with footnote 4, on page 2 of the Half Year Report 2018.
- T. The “Estimated Shareholder Solvency II cover ratio” and “Estimated Solvency II surplus” in the table entitled “Capital position”, together with footnote 6, on page 2 of the Half Year Report 2018.
- U. The entire section entitled “2.ii – Operating capital generation: Solvency (SII) basis” on page 5 of the Half Year Report 2018.
- V. The words “It is possible that significant integration and restructuring activity undertaken in the future may result in the related costs being excluded from operating profit” in the section entitled “3 – Expenses” on page 6 of the Half Year Report 2018.
- W. The words “It is expected that monies already received in respect of BPAs will be invested in appropriate higher yielding investments in the second half of 2018, at which point additional VNB will be generated” under the heading “4.ii – Sales, VNB, and new business

margin analysis” in the section entitled “4 – New business” on page 7 of the Half Year Report 2018.

- X. The words “It is expected that monies already received in respect of BPAs will be invested in appropriate higher yielding investments in the second half of 2018, at which point additional operating profit will be generated” under the headings “Operating profit” and “Annuities and Equity Release” in the section entitled “6.i – United Kingdom continued” on page 10 of the Half Year Report 2018.
- Y. The last sentence under the heading “Legacy” in the section entitled “6.i – United Kingdom continued” on page 10 of the Half Year Report 2018.
- Z. The words “, with the growth in BPAs offset by the adverse impact of a timing difference as we invest monies received in appropriate higher yielding investments in the second half of 2018, at which point additional VNB is expected to be generated” under the heading “New Business” in the section entitled “6.i – United Kingdom continued” on page 11 of the Half Year Report 2018.
- AA. The last sentence under the heading “Expenses” in the section entitled “6.ii – International” on page 12 of the Half Year Report 2018.
- BB. The words “and the benefit to the Group’s results of this will be seen in the second half of 2018.” under the heading “Operating profit” in the section entitled “6.ii – International continued” on page 13 of the Half Year Report 2018.
- CC. The words “We expect action taken on this book in 2017 to continue to show positive results in the second half of 2018” under the heading “Operating profit continued” in the section entitled “6.ii – International continued” on page 14 of the Half Year Report 2018.
- DD. The words “and is expected to launch its first set of protection products in the second half of 2018 utilising a pure digital channel” under the heading “Overview” in the section entitled “6.iii – Asia” on page 15 of the Half Year Report 2018.
- EE. The words “A remediation plan for the business will be rolled out in the second half of 2018, including a review of pricing and underwriting guidelines, if appropriate” under the heading “Operating and financial performance” in the section entitled “6.iii – Asia” on page 15 of the Half Year Report 2018.
- FF. The last sentence under the heading “(f) Spread margin” in the section entitled “7.i – Life business profit drivers continued” on page 19 of the Half Year Report 2018.
- GG. The entire section entitled “8.i – Solvency II” on pages 24 and 25 of the Half Year Report 2018.
- HH. The words “and is now expected to complete in the second half of 2018” under the heading “(j) FPIL” in the section entitled “B4 – Subsidiaries, joint ventures and associates continued” on page 45 of the Half Year Report 2018.

- II. The words “The transaction is expected to complete in the second half of 2018” under the heading “(ii) Spain” in the section entitled “B4 – Subsidiaries, joint ventures and associates continued” on page 45 of the Half Year Report 2018.
- JJ. The words “and is expected to complete in the second half of 2018” under the heading “(d) Subsequent events” in the section entitled “B4 – Subsidiaries, joint ventures and associates continued” on page 45 of the Half Year Report 2018.
- KK. The words “The Group has notified its professional indemnity insurers and intends to make a claim on its insurance to mitigate the financial impact” under the heading “(a) Carrying amounts” in the section entitled “B14 – Pension obligations and other provisions” on page 65 of the Half Year Report 2018.
- LL. The words “Although interest rates are likely to remain below pre-2008 financial crisis levels, in the EU and UK in particular, for some time to come”; the second paragraph; the words “This risk is expected to continue to increase in the future” and the words “Going forward we expect increased focus in the EU on the fair treatment of customers, in particular how the insurance and fund management industry sells and administers insurance and investment products” under the heading “Risk environment” in the section entitled “B17 – Risk management” on page 73 of the Half Year Report 2018.
- MM. The second paragraph under the heading “Risk profile” in the section entitled “B17 – Risk management continued” on page 74 of the Half Year Report 2018.
- NN. The final three sentences under the heading “(e) General insurance and health insurance risk” in the section entitled “B17 – Risk management continued” on page 75 of the Half Year Report 2018.

Alternative performance measures

Certain alternative performance measures (“**APMs**”) are included or referred to in the Half Year Report 2018. APMs are non-IFRS measures, used by the Group within its financial publications to supplement disclosures prepared in accordance with other regulations such as IFRS. The Issuer considers that these measures provide useful information to enhance the understanding of financial performance. The APMs should be viewed as complementary to, rather than a substitute for, the figures determined according to other regulatory measures. APMs have been referenced using the “**±**” in the Half Year Report 2018. An explanation of each such metric's components and calculation method can be found at pages 91 to 95 (incorporated by reference herein) of the Half Year Report 2018 for the half year ended 30 June 2018.

2. GENERAL INFORMATION

The no significant change statement of the Issuer at page 174 of the Prospectus is updated as set out below:

There has been no significant change in the financial or trading position of the Issuer or of the Group since 30 June 2018, being the date to which the Issuer's last published interim financial information (as set out in the Half Year Report 2018) was prepared.

3. RISK FACTORS

The section of the Prospectus headed "Risk Factors" shall be supplemented by the inclusion of the following new risk factor on page 23:

Climate change may increase the frequency and/or severity of general insurance claims and make it more difficult to provide insurance cover at prices customers can afford, while the impacts of transitional risks associated with climate change could adversely affect the Group's results of operations and its long-term strategy

Climate change may result in the Group's pricing being based on inadequate or inaccurate data or inappropriate assumptions, and may cause the Group to incorrectly estimate future increases in the frequency and severity of claims. As a result, the Group could underprice risks, which could negatively affect its loss ratio for general insurance business, or the Group could overprice risks, which could reduce its business volume and competitiveness. Climate change may also mean that it is no longer commercially viable for the Group and its competitors to provide flood and windstorm insurance cover at an affordable price to an increasing proportion of the population in the markets in which it operates and it is unclear what the future Government public and regulatory policy response to this market failure would be.

In addition, the Group faces risks related to the transition to a lower-carbon economy as climate change continues move up the agenda of many regulators, governments, non-governmental organisations and investors. Governmental and corporate efforts to transition to a low carbon economy in the coming decades could have an adverse impact on global investment assets. In particular, there is a risk that this transition including the related changes to technology, law and policies and the speed of their implementation, could result in some sectors (such as, but not limited to, the fossil fuel industry) facing significantly higher costs and a disorderly adjustment to their asset values. If climate considerations are not effectively integrated into the Group's investment decisions and fiduciary and stewardship duties this could adversely impact on the value and the future performance of its investment assets. Where the Group's investment horizons are long-term, the relevant assets are potentially more exposed to the long-term impact of climate change.

4. 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.

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 12 SEPTEMBER 2018