

SUPPLEMENT DATED 20 MAY 2015 TO THE PROSPECTUS DATED 1 MAY 2015



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 1 May 2015, as supplemented by the supplementary prospectus dated 8 May 2015 and 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 update the definition of “Insolvent Insurer Winding-up” in the Terms and Conditions of the Tier 2 Notes.

1. TERMS AND CONDITIONS OF THE TIER 2 NOTES

The definition of “Insolvent Insurer Winding-up” in the Terms and Conditions of the Tier 2 Notes on pages 95 and 96 of the Prospectus shall, by virtue of this Supplement, be deleted in its entirety and replaced with the following:

“**Insolvent Insurer Winding-up**” means:

- (i) the winding-up of any insurance undertaking within the Group; or
- (ii) the appointment of an administrator of any insurance undertaking within the Group,

in each case, where the assets of that insurance undertaking within the Group may or will be insufficient to meet all the claims of the policyholders pursuant to a contract of insurance of that insurance undertaking which is in winding-up or administration (and for these purposes, the claims of policyholders pursuant to a contract of insurance shall include all amounts to which policyholders are entitled under applicable legislation or rules relating to the winding-up of insurance companies to reflect any right to receive or expectation of receiving benefits which policyholders may have);”

2. GENERAL

Copies of all documents or information incorporated by reference in 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, 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.

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 20 MAY 2015