

# Notice of Annual General Meeting



This document is important. You are advised, if you are in any doubt as to what action to take, to consult appropriate independent advisers. If you have sold or otherwise transferred all your Ordinary Shares, please forward this document and accompanying documents to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Notice is hereby given that the Annual General Meeting of AVEVA Group plc will be held at The Trinity Centre, 24 Cambridge Science Park, Milton Road, Cambridge CB4 0FN on 7 July 2010 at 9.30 a.m. to consider and, if thought fit to pass the following resolutions. It is intended to propose resolutions 12, 14, 15 and 16 as special resolutions. All other resolutions will be proposed as ordinary resolutions.

1. To receive the reports of the Directors, the accounts of the Company and the auditor's reports for the year ended 31 March 2010.
2. To approve the Directors' Remuneration Report for the year ended 31 March 2010.
3. To declare a final dividend of 13.9 pence per Ordinary Share in respect of the year ended 31 March 2010 to shareholders on the register of members at close of business on 25 June 2010 payable on 30 July 2010.
4. To re elect Richard Longdon as a Director of the Company.
5. To re-elect Paul Taylor as a Director of the Company.
6. To re-elect Nicholas Prest as a Director of the Company.
7. To re-elect Jonathan Brooks as a Director of the Company.
8. To re-elect Philip Dayer as a Director of the Company.
9. To elect Hervé Couturier as a Director of the Company.
10. To reappoint Ernst & Young LLP as auditors of the Company.
11. To authorise the Directors to fix the remuneration of the auditors.
12. That the Company be generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of Section 693(4) of the Act) of any of its ordinary shares of 3 <sup>1</sup>/<sub>3</sub> pence each in the capital of the Company (the "Ordinary Shares") on such terms and in such manner as the Directors may from time to time determine, provided that:
  - a) the maximum number of Ordinary Shares hereby authorised to be purchased is 6,792,820;
  - b) the minimum price that may be paid for each Ordinary Share (exclusive of expenses) is 3 <sup>1</sup>/<sub>3</sub> pence;
  - c) the maximum price (exclusive of expenses) that may be paid for each Ordinary Share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System (SETS);
  - d) the authority hereby conferred shall expire on 6 October 2011 or at the close of the next Annual General Meeting of the Company whichever shall be the earlier; and
  - e) the Company may contract to purchase its Ordinary Shares under the authority hereby conferred prior to the expiry of such authority that will or might be executed wholly or partly after the expiration of such authority, and may purchase its Ordinary Shares in pursuance of any such contract.
13. That the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
  - a) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £754,757.86 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
  - b) comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £1,509,515.72 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or if earlier on 6 October 2011), (save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).

## Notice of Annual General Meeting continued

14. That subject to the passing of resolution 13 set out in the notice of the 2010 Annual General Meeting of the Company, the Directors be given power pursuant to Sections 570(1) and 573 of the Companies Act 2006 (the "Act") to:
- a) allot equity securities (as defined in Section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution; and
  - b) sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares for cash,
- as if Section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:
- i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 13(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
  - ii) in the case of the authorisation granted under resolution 13 (a) (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £113,213.68,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 6 October 2011), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

15. That:
- a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
  - b) the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
16. That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

By order of the Board



**Paul Taylor**  
Company Secretary  
8 June 2010

**Registered office**  
High Cross  
Madingley Road  
Cambridge CB3 0HB

## Notes

a) A member is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, speak and vote at the Annual General Meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. A form of proxy is enclosed for the use of members. To be effective it (together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority or a copy certified in accordance with the Powers of Attorney Act 1971) must be completed and received by Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 9.30 a.m. on 5 July 2010 (or if the meeting is adjourned, not less than 48 hours before the time for the holding of the adjourned meeting). The completion and return of a form of proxy will not, however, preclude any member from attending and voting in person at the meeting or at any adjournment thereof, should they wish to do so.

b) Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below:

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)) subject to the provisions of the Company's Articles of Association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual.

To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by the latest time and date for the receipt of proxies referred to above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

c) If two or more persons are jointly entitled to a share conferring the right to vote, any one of them may vote at the meeting either in person or by proxy, but if more than one joint holder is present at the meeting either in person or by proxy, the one whose name stands first in the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof. In any event, the names of all joint holders should be stated on the form of proxy.

d) There will be available for inspection at the registered office of the Company during normal business hours from the date of this notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted), and at the place of the meeting for at least 15 minutes prior to and during the meeting, copies of the Directors' service contracts and letters of appointment of Non-Executive Directors and a copy of the proposed new Articles of Association of the Company and a copy of the existing memorandum and Articles of Association. The Articles of Association will also be available at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA during normal business hours from the date of this notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted).

# Notice of Annual General Meeting continued

## Notes continued

- e) The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those registered in the Register of Members as at 6 p.m. on 5 July 2010 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries in the Register of Members after 6 p.m. on such date shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- f) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- g) Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- h) Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.  
  
The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.
- i) Under Section 527 of the Companies Act 2006 (the "Act"), members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act (in each case) that the members propose to raise at the relevant Annual General Meeting. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
- j) As at 26 May 2010 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 67,928,208 Ordinary Shares, carrying one vote each. The total voting rights in the Company as at that date are 67,928,208.
- k) You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in this Notice of Meeting (or in any related documents) to communicate with the Company for any purposes other than those expressly stated.
- l) A copy of this notice, and other information required by Section 311A of the Act, can be found at [www.aveva.com](http://www.aveva.com).

# Explanatory notes

## **a) Resolution 2. Approval of Directors' Remuneration Report**

In accordance with the Companies Act 2006, Directors of listed companies are required to prepare a detailed Directors' Remuneration Report which must be proposed for approval by the shareholders at the Annual General Meeting. The Directors' Remuneration Report contains, inter alia, details of the members of the Remuneration Committee, the Company's policy on Directors' remuneration, a performance graph showing the Company's performance measured by shareholder return compared with the performance of the comparator group of companies in the industry as described in the Directors' Remuneration Report, details of the Directors' service contracts and letters of appointment and specific disclosures relating to each Director's remuneration. It is proposed that the Directors' Remuneration Report for the year ended 31 March 2010, as set out on pages 40 to 45 of the Annual Report, be approved.

## **b) Resolutions 4, 5, 6, 7, 8 and 9 Re-election of Directors**

Articles 90 and 91 of the Company's Articles of Association require one-third of the Directors who are subject to retirement by rotation to retire from office at each Annual General Meeting. Article 85 of the Company's Articles of Association requires any Director appointed by the Board to retire at the annual general meeting next following such appointment. However, this year each of the Directors has decided to retire and offer himself for re-election, save for Mr Mann who will retire at the conclusion of the Annual General Meeting.

Mr Hervé Couturier is standing for election having been appointed to the Board since the last Annual General Meeting. He was appointed to the Board on 1 April 2010 as a Non-Executive Director. The Board believes that Mr Couturier brings significant skills and experience in software technology to the Company. The remaining Directors therefore unanimously recommend that he be elected as a Director of the Company.

Biographical details in respect of the Directors standing for re-election are set out on page 27 of the Annual Report.

In relation to the Directors who are standing for re-election, the Board is satisfied that, following formal performance evaluation, each Director continues to be effective and demonstrates commitment to his role.

Therefore the Board therefore unanimously recommends that they each be re-elected as Directors of the Company.

## **c) Resolutions 12, 13, 14, 15 and 16**

These are discussed in the Directors' Report.

## **Recommendation**

Your Directors believe all of the proposed resolutions are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of them.

# Appendix

## Explanatory notes of principal changes to the Company's Articles of Association

### 1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and Articles of Association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 (the "Act") significantly reduces the constitutional significance of a company's memorandum. The Act provides that, with effect from 1 October 2009, a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in a company. Under the Act, the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in a company's articles of association but the company can remove these provisions by special resolution.

Further the Act states that, unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Act, are treated as forming part of the Company's Articles of Association as of 1 October 2009. Resolution 15(a) confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the new Articles of Association to be adopted by resolution 15 ("the New Articles") also contain an express statement regarding the limited liability of shareholders.

### 2. Authorised share capital and unissued shares

The Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Act, save in respect of employee share schemes.

### 3. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Act has, from 1 October 2009, enabled Directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way.

### 4. Voting by proxies on a show of hands

Under the Act, proxies are entitled to vote on a show of hands whereas under the Company's current Articles of Association ("the Current Articles") proxies are only entitled to vote on a poll. Multiple proxies may be appointed.

The Companies (Shareholders' Rights) Regulations 2009 have further amended the Act so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles reflect these changes and clarify how the provisions of the Act giving a proxy a second vote on a show of hands would apply to discretionary authorities.

### 5. Voting by corporate representatives

The Companies (Shareholders' Rights) Regulations 2009 have amended the Act in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles contain provisions which reflect these amendments.

## **6. Adjournments for lack of quorum**

Under the Act as amended by the Companies (Shareholders' Rights) Regulations 2009, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The New Articles reflect this requirement.

## **7. Articles which duplicate statutory provisions**

Provisions in the Current Articles which replicate provisions contained in the Act are in the main amended to bring them into line with the Act. Certain examples of such provisions include provisions as to the variation of class rights and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

## **8. Form of resolution**

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective. This provision is being amended as the concept of extraordinary resolutions has not been retained under the Act.

The Current Articles enable members to act by written resolution. Under the Act public companies can no longer pass written resolutions. These provisions have therefore been removed in the New Articles.

## **9. Variation of class rights**

The current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the Act. The relevant provisions have therefore been amended in the New Articles.

## **10. Casting vote at general meetings**

The Chairman of a general meeting no longer has a casting vote.

## **11. Age of Directors on appointment and retirement by rotation**

The Current Articles contain a provision (reflecting a provision in the Companies Act 1985, now repealed) limiting the age at which a Director can be appointed and requiring reappointment after attaining the age of 70. This provision has been removed from the New Articles.

The existing provisions for one-third of the Directors to retire by rotation have been brought into line, in the New Articles, with the Combined Code requirement for retirement every three years.

## **12. Electronic and web communications**

Provisions of the Act which came into force in January 2007 enable companies to communicate with members by electronic and/or website communications. The New Articles continue to allow communications to members in electronic form and to permit the Company to take advantage of the new provisions relating to website communications.

## **13. Joint holders**

In order to make the flow of information more efficient between the Company and our joint shareholders, the Articles are being amended so that where there are joint shareholders, anything agreed or specified with the Company by any one joint shareholder will have been deemed to have been agreed or specified with the Company by all the joint shareholders.



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