

SH01

Return of allotment of shares

ashurst



Go online to file this Information
www.gov.uk/companieshouse

WEDNESDAY



A734NBLE

A27

04/04/2018

#7

COMPANIES HOUSE

✓ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

✗ **What this form is NOT**
You cannot use this form to
give notice of shares taken by
a company on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

1

Company details

Company number 0 2 9 3 7 2 9 6

Company name in full AVEVA GROUP PLC

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.
All fields are mandatory unless
specified or indicated by *

2

Allotment dates ①

From Date d 0 d 1 m 0 m 3 y 2 y 0 y 1 y 8
To Date d d m m y y y y

① **Allotment date**
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3

Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

② **Currency**
If currency details are not
completed we will assume currency
is in pound sterling.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	Ordinary Shares	97169655	0.03556	18.71	0
GBP	B Shares	64037660	10.15	10.15	0
					0

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if
necessary.

Details of non-cash
consideration.
If a PLC, please attach
valuation report (if
appropriate)

The consideration for the issue of 97,169,655 Ordinary Shares was the acquisition by AVEVA Group plc of the entire issued share capital of Schneider Electric Software Holdings Netherlands B.V., Schneider Electric Software Holdings Singapore Pte. Ltd. and Schneider Electric Software, LLC and the payment to AVEVA Group plc by Schneider Electric SE of £550 million cash

SH01

Return of allotment of shares

4

Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	Ordinary Shares	161207315	5,731,815.64	
GBP	B Shares	64037660	649,982,249.00	
Totals		225244975	655,714,064.64	0
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		225244975	655714064.64	0

① Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

SH01**Return of allotment of shares****5****Statement of capital (prescribed particulars of rights attached to shares)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.

Class of share**Ordinary Shares****Prescribed particulars****1**

VOTING: EACH SHARE ENTITLES THE HOLDER THEREOF TO CAST ONE VOTE ON A SHOW OF HANDS AND ONE VOTE PER SHARE HELD ON A POLL VOTE. **DIVIDENDS:** EACH HOLDER IS ENTITLED TO DIVIDENDS PRO RATA TO HIS PAID-UP HOLDING. **DISTRIBUTION OF CAPITAL:** SUBJECT TO A SPECIAL RESOLUTION, A LIQUIDATOR MAY DECIDE THE DIVISION OF ASSETS BETWEEN MEMBERS ON A WINDING UP (SUBJECT TO ANY PAYMENT REQUIRED TO THE HOLDERS OF B SHARES). **REDEMPTION:** NO RIGHTS OF REDEMPTION.

Class of share**B Shares****Prescribed particulars****1**

VOTING: THE B SHARES DO NOT ENTITLE THE HOLDER THEREOF TO A RIGHT TO VOTE (OTHER THAN ON A VOTE TO WIND UP THE COMPANY). **DIVIDENDS:** THE B SHARES DO NOT ENTITLE THE HOLDER THEREOF TO A RIGHT TO RECEIVE DIVIDENDS. **DISTRIBUTION OF CAPITAL:** ON A WINDING UP THE HOLDERS OF B SHARES ARE ENTITLED TO THE NOMINAL AMOUNT PAID UP ON THE B SHARES IN PRIORITY TO ANY OTHER DISTRIBUTION. THE B SHARES CONTAIN NO FURTHER RIGHTS OF DISTRIBUTION ON A WINDING UP. **REDEMPTION:** THE B SHARES ARE MANDATORILY REDEEMABLE BY THE COMPANY.

Class of share**Prescribed particulars****1****1 Prescribed particulars of rights attached to shares**

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6**Signature**

I am signing this form on behalf of the company.

Signature**Signature****X****X**

This form may be signed by:
Director **2**, Secretary, Person authorised **3**, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

2 Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

3 Person authorised

Under either section 270 or 274 of the Companies Act 2006.

CHFP025

06/16 Version 5.0

63192020

SH01

Return of allotment of shares



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Hayley Gow

Company name Ashurst LLP

Address Broadwalk House

5 Appold Street

Post town London

County/Region

Postcode E C 2 A 2 H A

Country England

DX 639 London City

Telephone +44 (0)20 7638 1111



Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ The company name and number match the information held on the public Register.
- ☒ You have shown the date(s) of allotment in section 2.
- ☒ You have completed all appropriate share details in section 3.
- ☒ You have completed the relevant sections of the statement of capital.
- ☒ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse