

**THE COMPANIES ACTS 1985 AND 1989**

**AVEVA GROUP PLC (NO. 2937296)**

**(THE "COMPANY")**



At the Annual General Meeting of the Company duly convened and held at 9 30 a m on 8 July 2016 at The Trinity Centre, 24 Cambridge Science Park, Milton Road, Cambridge CB4 0FN, the following resolutions were passed as special resolutions and an ordinary resolution (as specified below and, for the avoidance of doubt, such resolutions are numbered below in accordance with their corresponding resolution number as set out in the Notice of Annual General Meeting dated 9 June 2016)

**SPECIAL RESOLUTIONS**

- 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 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 6,397,225,
  - b) the minimum price that may be paid for each Ordinary Share (exclusive of expenses) is 3 5/9 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 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 7 October 2017 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
- 14 That subject to the passing of resolution 13 set out in the notice of the 2016 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 sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £113,728,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 7 October 2017), 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 general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice

#### **ORDINARY RESOLUTION**

- 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 £758,189 (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 £1,516,379 (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 7 October 2017), (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)



Company Secretary

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