

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES

AVEVA GROUP PLC

At a general meeting of AVEVA Group plc (the "**Company**") duly convened and held on 29 September 2017, the following resolutions were passed of which resolutions 1, 2 and 5 were passed as ordinary resolutions and resolutions 3, 4 and 6 were passed as special resolutions.

ORDINARY RESOLUTIONS

1. **THAT** the proposed combination with the Schneider Electric Software Business as described in the combined circular and prospectus to shareholders of the Company dated 5 September 2017 of which this Notice of General Meeting forms part, a copy of which has been produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification only (the "**Combined Circular and Prospectus**"), on the terms and subject to the conditions of the Merger Agreement (as defined in the Combined Circular and Prospectus) and the associated and ancillary arrangements contemplated by the Merger Agreement, be approved, and the directors of the Company (the "**Directors**") be authorised to take all such steps as may be necessary, expedient or desirable in relation thereto and to carry the same into effect with such modifications, variations, revisions, waivers or amendments (providing such modifications, variations, revisions, waivers or amendments do not materially change the terms of the proposed acquisition for the purposes of UK Listing Authority's Listing Rule 10.5.2) to such agreements or any documents relating thereto as they shall deem necessary, expedient or desirable.
2. **THAT**, subject to and conditional upon the passing of Resolutions 1, 3 and 4, the waiver by the Panel on Takeovers and Mergers of any requirement under Rule 9 of the City Code on Takeovers and Mergers for Schneider Electric SE and/or any of its subsidiary undertakings and/or any person acting in concert with any of them ("**Schneider Electric**") to make a general offer to shareholders of the Company as a result of obtaining ordinary shares in the capital of the Company issued pursuant to the Merger Agreement in excess of 50 per cent of the enlarged ordinary share capital of the Company as described in the Combined Circular and Prospectus be approved.

SPECIAL RESOLUTIONS

3. **THAT**, (1) subject to and conditional upon the passing of Resolutions 1, 2 and 4 and in addition and without prejudice to all existing authorities for the purposes of section 551 of the Companies Act 2006 (the "**Act**"), the Directors be generally and unconditionally authorised for the purposes of section 551 of 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 up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £8,000,000, such authorisation to expire on 31 December 2018, (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 authorisation conferred hereby had not expired); (2) the Directors be given power pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by this resolution as if section 561 of the Act did not apply to any such allotment and shall expire on 31 December 2018, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, after such expiry and the Directors may allot equity securities in



pursuance of any such offer or agreement as if the power conferred hereby had not expired.

4. **THAT**, conditional upon Admission (as defined in the combined circular and prospectus of the Company dated 5 September 2017 of which this Notice of General Meeting forms part (the "**Combined Circular and Prospectus**")) by 8.00 a.m. on 1 May 2018 (or such later time and/or date as the Directors may in their absolute discretion determine):

(a) the articles of association of the Company be amended by:

- (i) the insertion, in Article 131, of the words "or event", after the words "from a particular date";
- (ii) the insertion, in Article 137.1, of the words "(or, in the absence of any such specification or determination, as the Directors may determine)" after the words "granting authority for such capitalisation";
- (iii) the insertion, in Article 139, of the words "or for legal or 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 for any other matter whatsoever" after the words "rather than to the Members concerned";
- (iv) the insertion of new article 157 as set out in full in Section B of Part XI (The Return of Value) of the Combined Circular and Prospectus, immediately after the existing article 156.

(b) the Directors of the Company be generally and unconditionally authorised:

- (i) to capitalise sums not exceeding £650,000,000 in aggregate, standing to the credit of the Company's share premium account and/or merger reserve whether arising pursuant to the Combination and/or cash subscription referred to in the Merger Agreement (as defined in the Combined Circular and Prospectus) or whether in existence at the date of this resolution or arising at any other time and to apply such sums in paying up in full up to the maximum number of redeemable shares in the capital of the Company carrying the rights and restrictions set out in article 157 of the articles of association of the Company as amended by this Resolution (the "**B Shares**") that may be allotted pursuant to the authority given by subparagraph (b)(ii) below;
- (ii) pursuant to section 551 of the Companies Act 2006 (the "**Act**") and in addition and without prejudice to all other authorities for the purposes of section 551 of the Act, to exercise all powers of the Company to allot and issue credited as fully paid up (provided that the authority hereby conferred shall expire at the close of business on 31 December 2018), B Shares up to an aggregate nominal amount of £650,000,000 to the holders of the ordinary shares of 3⁵/₉ pence in the capital of the Company on the basis of one B Share for each ordinary share held and recorded on the register of members of the Company at such time and/or date as the Directors may in their absolute discretion determine) (the "**Record Date**"), (but excluding any such Shares which were issued on terms that they are not entitled to such allotment) in accordance with the terms of the Combined Circular and Prospectus and Article 139 of the Company's Articles of Association, as amended by this resolution.

ORDINARY RESOLUTION

5. **THAT**, subject to and conditional upon Admission (as defined in the combined circular and prospectus of the Company dated 5 September 2017 of which this Notice of General Meeting forms part (the "**Combined Circular and Prospectus**")) occurring by 8.00 a.m. on 1 May 2018 (or such later time and/or date as the Directors may in their absolute discretion determine) 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 £1,895,999 (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 £3,791,999 (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 30 September 2018), (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). These authorisations are in addition and without prejudice to those granted by resolutions 3 and 4 at this General Meeting but, upon these authorisations becoming effective, shall be in substitution for any other authorities previously granted under section 551 of the Act.

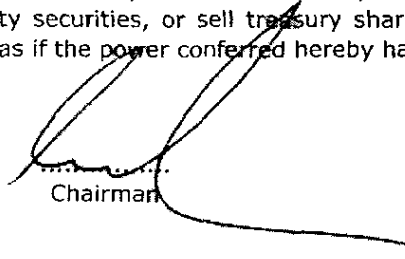
SPECIAL RESOLUTION

6. **THAT**, subject to and conditional upon the passing of resolution 5 set out in the notice of this General Meeting of the Company and to Admission (as defined in the combined circular and prospectus of the Company dated 5 September 2017 of which this Notice of General Meeting forms part (the "**Combined Circular and Prospectus**")) occurring by 8.00 a.m. on 1 May 2018 (or such later time and/or date as the Directors may, in their absolute discretion, determine), 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 5(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 5(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 £284,399,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2018), 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.



Chairman

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