

AVEVA GROUP PLC
Remuneration Committee terms of reference

References to 'The Committee' shall mean The Remuneration Committee of AVEVA Group plc.
References to 'The Board' shall mean The Board of Directors of AVEVA Group plc.

A. Membership

1. The Committee shall comprise a chairman and at least 2 other members, each of whom shall be appointed by The Board.
2. All members of The Committee shall be non-executive directors who are independent of management and free from any business or other relationship which could interfere with the exercise of their independent judgement.
3. The Board shall appoint The Committee Chairman and determine the period for which they shall hold office. Notwithstanding that, although the Chairman of the company might qualify as a member of The Committee, the Chairman of the company shall not be eligible to be appointed as Chairman of The Committee.
4. The Committee Chairman or their nominee shall act as the Secretary of The Committee

B. Meetings

1. The Committee shall meet formally at least once a year.
2. A meeting of The Committee may be called by any member of The Committee or by the Secretary.
3. Notice of each meeting of The Committee, confirming the venue, time and date, and enclosing an agenda of items to be discussed shall, unless otherwise agreed by all concerned, be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, not fewer than 5 working days prior to the date of the meeting.
4. The quorum necessary for the transaction of business by The Committee shall be 2.
5. Only members of the Committee shall have the right to attend Committee meetings. The Committee may request the Chairman of the Board, the Chief Executive, the Finance Director and any relevant senior management to attend meetings of the Committee, either regularly or by invitation, but such invitees shall have no right of attendance, with the following exception. The Chief Executive shall have the right to address any meeting of the Committee.
6. In the absence of The Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
7. The Company Secretary shall keep minutes of the proceedings of meetings of the Committee and all decisions made as well as supporting papers designated by the Chairman of the Committee.
8. No Committee attendee shall participate in any discussion or decision on their own remuneration.

C. Duties

The Committee shall:

1. determine and agree with The Board the framework or broad policy for the Remuneration of the company's or group's Chief Executive, the members of the executive management and senior management teams as it is designated to consider. The remuneration of the

Chairman and non-executive directors shall be a matter for the Board excluding non-executive directors;

2. in determining such policy, take into account factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the company;
3. determine targets for any performance related pay schemes operated by the company;
4. within the terms of the agreed policy, determine the total individual remuneration packages of each executive manager including, where appropriate, bonuses, incentive payments and share options;
5. determine the policy for and scope of pension arrangements, service agreements for the executive management team, termination payments and compensation commitments;
6. in determining such packages and arrangements, give due regard to the comments and recommendations of the Combined Code as well as the Stock Exchange Listing Rules and associated guidance;
7. oversee any major changes in employee benefit structures throughout the company or group;
8. ensure that provisions regarding disclosure of remuneration including pensions as listed in Section 12.43A (c) of the London Stock Exchange's Listing Rules are fulfilled;
9. produce an annual report of The Committee's remuneration policy which will form part of the company's Annual Report and Accounts;
10. consider each year whether circumstances are such that the shareholders at the AGM should be invited to approve the remuneration policy which has been set out in the company's Annual Report and Accounts;
11. ensure that the Chairman of The Committee or his representative attends the company's AGM prepared to respond to any shareholder questions about directors' remuneration.

D. Authority

1. The Committee is authorised by The Board to seek any information it requires from any employee of the company in order to perform its duties.
2. The Committee is authorised by The Board, when the fulfilment of its duties requires, to obtain any outside legal or other professional advice including the advice of independent remuneration consultants, to secure the attendance of external advisers at its meetings, if it considers this necessary, and to obtain reliable, up-to-date information about remuneration in other companies, at the company's expense. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.

Updated and approved by the Board of AVEVA Group plc on 16 April 2008.