

STATEMENT PURSUANT TO SECTION 430(2B) COMPANIES ACT 2006 – DAVID WARD

Further to the announcement on 1 February 2018, David Ward stepped down from the Board of AVEVA Group plc (the "**Company**") with effect from 19 February 2018.

As announced, David will remain an employee of the AVEVA group in the capacity of Deputy Chief Financial Officer and Company Secretary and will continue to be remunerated in connection with his employment as normal (and these entitlements may be amended or varied from time to time, subject to applicable law). Details of David's remuneration and its calculation are disclosed in paragraphs 6.3, 6.4 and 7 of part XIII (Additional Information) of the prospectus issued by the Company on 5 September 2017 (the "**Prospectus**"), which is available on this website at <http://www.aveva.com/pages/investors/announcement/>.

- David's basic salary for the year ending 31 March 2018 is £300,000.
- David is entitled to an employer pension contribution of 10 per cent of his basic salary (or cash in lieu thereof or a combination of pension contribution and cash in lieu).
- David will remain eligible to participate in an annual bonus scheme under which the maximum annual bonus opportunity is currently 125 per cent of his basic salary.
- David will remain eligible to participate in the AVEVA group's long term incentive plan ("**LTIP**") and deferred share bonus scheme at the discretion of the Remuneration Committee. The maximum annual award that can be granted under the LTIP is 250 per cent. of his basic salary.
- David will remain eligible to receive a company car or car allowance and his other contractual benefits as normal.
- Subject to it receiving shareholder approval, David will also participate in a cash based performance and retention award with an initial grant value of £850,000 as disclosed in paragraph 6.4 of part XIII (Additional Information) of the Prospectus.
- David will also become eligible again to be granted awards under the AVEVA group senior employee restricted share plan ("**RSP**") at the discretion of the Remuneration Committee (executive directors are not eligible to be granted awards under the RSP). The maximum annual award that can be granted under the RSP is 100 per cent. of his basic salary.

David's resignation as a director of the Company will not affect the vesting of any existing awards made to him under any of the AVEVA group's share incentive schemes, as he remains an employee of the AVEVA group. These awards will continue to be governed by the underlying scheme rules.

Save as set out above, David Ward will not receive any remuneration payment or loss of office payment within the meaning of Chapter 4A of Part 10 of the Companies Act 2006.

The required remuneration information relating to David Ward will be included in the Directors' Remuneration Report in the Annual Report and Accounts for the year ending 31 March 2018.

AVEVA Group Plc

20 February 2018