

Notice of Annual General Meeting

This document is important. You are advised, if you are in any doubt as to what action to take, to consult appropriate independent advisers. If you have sold or otherwise transferred all your ordinary shares, please forward this document and accompanying documents to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Notice is hereby given that the Annual General Meeting of AVEVA Group plc will be held at The Trinity Centre, 24 Cambridge Science Park, Milton Road, Cambridge CB4 0FN on 7 July 2011 at 9.30 a.m. to consider and, if thought fit, to pass the following resolutions. It is intended to propose resolutions 12, 14, and 15 as special resolutions. All other resolutions will be proposed as ordinary resolutions.

1. To receive the reports of the Directors, the accounts of the Company and the auditor's reports for the year ended 31 March 2011.
2. To approve the Directors' remuneration report for the year ended 31 March 2011.
3. To declare a final dividend of 14.89 pence per ordinary share in respect of the year ended 31 March 2011 to shareholders on the register of members at close of business on 24 June 2011 payable on 29 July 2011.
4. To elect James Kidd as a Director of the Company.
5. To re-elect Richard Longdon as a Director of the Company.
6. To re-elect Nicholas Prest as a Director of the Company.
7. To re-elect Jonathan Brooks as a Director of the Company.
8. To re-elect Philip Dayer as a Director of the Company.
9. To re-elect Hervé Couturier as a Director of the Company.
10. To re-appoint Ernst & Young LLP as auditor of the Company.
11. To authorise the Directors to fix the remuneration of the auditor.
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 of 3 $\frac{1}{3}$ pence each 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 6,797,342;
 - b. the minimum price that may be paid for each Ordinary Share (exclusive of expenses) is 3 $\frac{1}{3}$ 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; or (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 6 October 2012 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.
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 £755,260.20 (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 £1,510,520.40 (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 6 October 2012), (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).

Notice of Annual General Meeting continued

14. That subject to the passing of resolution 13 set out in the notice of the 2011 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 transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £113,289.03,
- and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 6 October 2012), 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.
16. That, pursuant to Article 90 of the Articles of Association of the Company, the maximum aggregate amount of fees for their services as directors payable to the Directors be increased to £350,000 per annum with effect from the date of passing of this resolution.

By order of the Board



Helen Barrett-Hague
Company Secretary

7 June 2011

Registered office:
High Cross
Madingley Road
Cambridge CB3 0HB

Notes

- (a) A member is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, speak and vote at the Annual General Meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. A form of proxy is enclosed for the use of members. To be effective the proxy (together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority or a copy certified in accordance with the Powers of Attorney Act 1971) must be completed and received by Capita Registrars, Freepost RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 9.30 a.m. on 5 July 2011 (or, if the meeting is adjourned, not less than 48 hours before the time for the holding of the adjourned meeting). The completion and return of a form of proxy will not, however, preclude any member from attending and voting in person at the meeting or at any adjournment thereof, should they wish to do so.
- (b) Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in CREST Manual (available via www.euroclear.com/CREST) subject to the provisions of the Company's Articles of Association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual.

To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by the latest time and date for the receipt of proxies referred to above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system

timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- (c) If two or more persons are jointly entitled to a share conferring the right to vote, any one of them may vote at the meeting either in person or by proxy, but if more than one joint holder is present at the meeting either in person or by proxy, the one whose name stands first in the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof. In any event, the names of all joint holders should be stated on the form of proxy.
- (d) There will be available for inspection at the registered office of the Company during normal business hours from the date of this notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted), and at the place of the meeting for at least 15 minutes prior to and during the meeting, copies of the Directors' service contracts and letters of appointment of Non-Executive Directors.
- (e) The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those registered in the Register of Members as at 6.00 p.m. on 5 July 2011 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries in the Register of Members after 6.00 p.m. on such date shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (f) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (g) Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; and/or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- (h) Any person to whom this notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.

The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.

- (i) Under Section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act (in each case) that the members propose to raise at the relevant Annual General Meeting. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
- (j) As at 25 May 2011 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 67,973,420 Ordinary Shares, carrying one vote each. The total voting rights in the Company as at that date are 67,973,420.
- (k) You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in this Notice of Meeting (or in any related documents) to communicate with the Company for any purposes other than those expressly stated.
- (l) A copy of this notice, and other information required by Section 311A of the Act, can be found at www.aveva.com.
- (m) Under Section 338 and Section 338A of the Act members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the Annual General Meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Explanatory notes

(a) Resolution 2: Approval of Directors' remuneration report

In accordance with the Companies Act 2006, directors of listed companies are required to prepare a detailed directors' remuneration report which must be proposed for approval by the shareholders at the annual general meeting. The Directors' remuneration report contains, inter alia, details of the members of the Remuneration Committee, the Company's policy on Directors' remuneration, a performance graph showing the Company's performance measured by shareholder return compared with the performance of the comparator group of companies in the industry as described in the Directors' remuneration report, details of the Directors' service contracts and letters of appointment and specific disclosures relating to each Director's remuneration. It is proposed that the Directors' remuneration report for the year ended 31 March 2011, as set out on pages 42 to 47 of the Annual Report, be approved.

(b) Resolutions 4, 5, 6, 7, 8 and 9: Re-election of Directors

Article 110 of the Company's Articles of Association requires any Director appointed by the Board to retire at the annual general meeting next following such an appointment. In accordance with the UK Corporate Governance Code, each of the other Directors has decided to retire and offer himself for re-election.

James Kidd is standing for election having been appointed to the Board since the last Annual General Meeting. He was appointed to the Board on 1 January 2011.

Biographical details in respect of the Directors are set out on pages 30 and 31 of the Annual Report.

In relation to the Directors who are standing for re-election, the Chairman is satisfied that, following formal performance evaluation, each Director continues to be effective and demonstrates commitment to his role.

(c) Resolution 12: Authority to repurchase ordinary shares

Resolution 12 set out in the notice convening the Annual General Meeting gives authority to the Company to purchase its own ordinary shares up to a maximum of 6,797,342 ordinary shares until the earlier of 6 October 2012 and the date of the next Annual General Meeting. This represents 10% of the ordinary shares in issue at 25 May 2011 and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable which reflects the requirements of the UK Listing Authority. Shares will only be repurchased if earnings per share are expected to be enhanced as a result and the Directors believe it is in the best interests of shareholders generally. To the extent that any shares so purchased are held in treasury, earnings per share will be enhanced until such time, if any, as such shares are resold or transferred out of treasury.

The Company has the choice of cancelling shares which have been repurchased or holding them as treasury shares (or a combination of both). Treasury shares are essentially shares which have been repurchased by the Company and which it is allowed to hold pending either reselling them for cash, cancelling them or, if authorised, using them for the purposes of its employee share plans.

The Directors believe that it is desirable for the Company to have this choice. Holding the repurchased shares as treasury shares would give the Company the ability to reissue them quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised, in respect of treasury shares.

As at 25 May 2011 (being the latest practicable date prior to the publication of the notice of the Annual General Meeting), there were 458,759 outstanding options granted under all share option plans operated by the Company which, if exercised, would represent 0.67% of the issued ordinary share capital of the Company at that date. If this authority and any existing authority were exercised in full and the shares repurchased were to be cancelled, such options, if exercised, would represent 0.75% of the issued ordinary share capital of the Company.

(d) Resolution 13: Authorities to allot shares

The Directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. The authority granted at the last Annual General Meeting is due to expire at this year's Annual General Meeting. Accordingly, resolution 13 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares (a) up to an aggregate nominal amount of £755,260.20 and (b) in connection with a rights issue up to an aggregate nominal amount (reduced by allotments under part (a) of the resolution) of £1,510,520.40

These amounts represent approximately 33.3% and approximately 66.7% respectively of the total issued ordinary share capital of the Company as at 25 May 2011 (the latest practicable date prior to the publication of this notice). If given, these authorities will expire at the Annual General Meeting in 2012 or on 6 October 2012, whichever is the earlier. Where usage of these authorities exceeds the thresholds suggested by the Association of British Insurers (ABI) in their guidance, the Directors will stand for re-election at the following Annual General Meeting to the extent required by the ABI.

The Directors have no present intention of issuing shares pursuant to this authority.

As at 25 May 2011 (the latest practicable date prior to the publication of this notice) the Company holds no treasury shares.

(e) Resolution 14: Disapplication of pre-emption rights

The Directors also require a power from shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their holdings. The power granted at the last Annual General Meeting is due to expire at this year's Annual General Meeting. Accordingly, resolution 14 will be proposed as a special resolution to grant such a power. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £113,289.03 (being 5% of the Company's issued ordinary share capital at 25 May 2011 (the latest practicable date prior to the publication of this notice)). If given, this power will expire on 6 October 2012 or at the conclusion of the Annual General Meeting in 2012, whichever is the earlier. The Directors will have due regard to institutional guidelines in relation to any exercise of this power, in particular the requirement for advance consultation and explanation before making any non pre-emptive cash issue pursuant to this resolution which exceeds 7.5% of the Company's issued share capital in any rolling three year period.

(f) Resolution 15: Notice required for shareholder meetings

The regulation implementing the Shareholders' Rights Directive increased the notice period for general meetings of the Company to 21 days unless shareholders agree to a shorter notice period. On the basis of a resolution passed at the 2010 Annual General Meeting, the Company is currently able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. Resolution 15 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under this directive before it can call a general meeting on 14 days' notice. The shorter notice period would not be used as a matter of routine for general meetings. However, the flexibility offered by this resolution will be used where, taking into account the circumstances, including whether the business of the meeting is time-sensitive, the Directors consider this appropriate in relation to the business to be considered at the general meeting in question.

(g) Resolution 16: Non-Executive Directors' fees

The Articles of Association prescribe that the maximum amount of fees which may be paid to the Non-Executive Directors shall not exceed £250,000 per annum, unless the Company's shareholders otherwise resolve. In view of the increasing time commitment involved and in line with market trends, the Board believes it is appropriate to recommend an increase in the limit to £350,000 per annum in order to provide flexibility for the future.

Recommendation

Your Directors believe all of the proposed resolutions are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of them.



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