

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 4FN on 12 July 2007 at 9.30am to transact the following business:

1. To receive the reports of the Directors, the accounts of the Company and the auditor's reports for the year ended 31 March 2007.
2. To approve the Directors' remuneration report for the year ended 31 March 2007.
3. To declare a final dividend of 2.94p per share in respect of the year ended 31 March 2007 to shareholders on the register of members at close of business on 29 June 2007.
4. To re-elect Colin Garrett as a Director of the Company.
5. To re-elect Paul Taylor as a Director of the Company.
6. To re-appoint Ernst & Young LLP as auditors of the Company.
7. To authorise the Directors to fix the remuneration of the auditors.

To consider and, if thought fit, pass the following resolutions of which resolutions numbered 8, 10, 11, and 12 will be proposed as special resolutions and resolutions 9, 13 and 14 will be proposed as ordinary resolutions:

8. That the Company be generally and unconditionally authorised for the purpose of Section 166 of the Companies Act 1985 (the "Act") to make market purchases (within the meaning of Section 163 of the Act) of Ordinary Shares in the capital of the Company provided that:
 - a. the maximum number of Ordinary Shares hereby authorised to be purchased is 6,736,702;
 - b. the minimum price which may be paid for each Ordinary Share is 3 1/3p;
 - c. the maximum price which may be paid for each Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share in the Company as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which such share is contracted to be purchased (exclusive of associated expenses);
 - d. the authority hereby conferred shall expire on 11 October 2008 or the date 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 which 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.
9. That the Directors be generally and unconditionally authorised, in accordance with Section 80 of the Companies Act 1985 (the "Act") (and in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to an aggregate nominal amount of £748,522 provided that this authority shall expire on the earlier of 11 October 2008 and the date of the next Annual General Meeting of the Company, save that the Company may before the expiry of this authority make any offer or agreement which would or might require relevant securities to be allotted after such expiry and that the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

Notice of Annual General Meeting / continued

10. That subject to the passing of resolution 9, set out in the notice of the 2007 Annual General Meeting of the Company, the Directors be empowered, pursuant to Section 95 of the Companies Act 1985 (the "Act") to (i) allot equity securities (within the meaning of Section 94 of the Act) of the Company for cash pursuant to the authority given by resolution 9; and (ii) sell relevant shares (as defined in Section 94 of the Act) held by the Company as treasury shares for cash; as if Section 89(1) of the Act did not apply to such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of relevant shares:

- a. in connection with or pursuant to a rights issue or any other offer in favour of the holders of equity securities and other persons entitled to participate therein in proportion (as nearly as may be practicable) to the respective amounts of equity securities held by them (or, as appropriate, the number of such securities which such other persons are for those purposes deemed to hold), on the record date for such allotment but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with any fractional entitlements, treasury shares, record dates or legal or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in, any territory or otherwise howsoever; and
- b. (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £112,278;

and shall expire on the earlier of 11 October 2008 and the date of the next Annual General Meeting of the Company, except that the Company may before such expiry make any offer or agreement which 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.

11. a. that the Articles of Association of the Company be altered by deleting Article 166 and replacing it with the following new Article:

"166 Indemnity of Directors and other officers and funding of expenditure

166.1 Subject to the provisions for the time being in force of CA1985 (but so that this Article does not extend to any matter insofar as it would cause this Article or any part of it to be void under any provision for the time being in force of CA1985), but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every person who is or was at any time a Director or other officer of the Company or any Group Company (as defined in Article 118.3) (excluding the auditors) may be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities (together "**Liabilities**") which he may sustain or incur in or about the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers or discretions (including those duties, powers and discretions in relation to any Group Company (as defined in Article 118.3) or any company that is a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and/or otherwise in relation thereto or in connection therewith, including (without prejudice to the generality of the foregoing) any Liability suffered or incurred by him in disputing, defending, investigating or providing evidence in connection with any actual or threatened or alleged claims, demands, investigations or proceedings, whether civil, criminal or regulatory, or in connection with any application under section 144(3) or (4) or section 727 of the CA1985.

The Company may also provide funds to any Director or other officer of the Company or any Group Company (as defined in Article 118.3) (excluding the auditors) to meet, or do anything to enable such a Director or other officer to avoid incurring, expenditure to the extent permitted from time to time by law."; and

- b. that Article 131.1 be altered by deleting "or" at the end of paragraph (e) and after paragraph (f) adding the following:

"(g) the giving of any indemnity pursuant to Article 166; or

(h) the provision of funds to any Director to meet, or the doing of anything to enable a Director to avoid incurring, expenditure".

Notice of Annual General Meeting / continued

12. That the Articles of Association of the Company be altered:

a. by deleting article 75 and replacing it with the following new article:

"75 Deposit of Proxy

75.1 The appointment of a proxy shall:

- (i) (in the case of an appointment not sent in electronic form) be deposited at the Office or at such other place or one of such places (if any) within the United Kingdom as is or are specified for that purpose in or by way of note to the notice convening the meeting or any document accompanying such notice; or
- (ii) (in the case of an appointment sent in electronic form) where an address has been specified for the purpose by the Company (generally or specifically), be received at such address,

not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote or, in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll at which it is to be used, and in default the appointment of a proxy shall not be treated as valid. Failing previous registration with the Company, the power of attorney or other authority, if any, under which the appointment of a proxy is executed, or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of that power or authority, or a copy in some other way approved by the Board, shall (whether (i) or (ii) above shall apply) also be deposited or received at the Office or at such other place specified in accordance with (i) above, or (if the Directors so agree) at the address or by the means provided in accordance with (ii) above, not later than the time by which the appointment of a proxy is required to be deposited or (as the case may be) received in accordance with this Article.

Without limiting the foregoing, in relation to any shares which are held in uncertificated form, the Board may from time to time permit appointments of a proxy to be made by an Uncertificated Proxy Instruction, (that is, a properly authenticated dematerialised instruction, and/or other instruction or notification, which is sent by means of the relevant system concerned and received by such participant in that system acting on behalf of the Company as the Board may prescribe, in such form and subject to such terms and conditions as may from time to time be prescribed by the Board (subject always to the facilities and requirements of the relevant system concerned)); and may in a similar manner permit supplements to, or amendments or revocations of, any such Uncertificated Proxy Instruction to be made by like means. Notwithstanding any other provision of these Articles, the Board may in addition prescribe the method of determining the time at which any such properly authenticated dematerialised instruction (and/or other instruction or notification) is to be treated as received by the Company or such participant. The Board may treat any such Uncertificated Proxy Instruction which purports to be or is expressed to be sent on behalf of a holder of a share as sufficient evidence of the authority of the person sending that instruction to send it on behalf of that holder."

- b. in article 73.1, by deleting the words "Deposit of an instrument of" and substituting therefor "The appointment of a";
- c. in article 74.1, by deleting the words "An instrument appointing a proxy" and substituting therefor "The appointment of a proxy";
- d. in article 74.1(a) by deleting the words "in writing" and adding the following words at the end of article 74.1(a) "or, if permitted by the Board, in electronic form, subject to such terms and conditions as the Board may decide;";
- e. in article 76.1 by deleting the words "instruments" and "instrument" and substituting therefor respectively the words "appointments" and "appointment";
- f. in article 77.1 by deleting the words "instruments of" and substituting therefor the words "invitations to appoint a";

Notice of Annual General Meeting / continued

g. in article 78.1 by deleting the word "instrument" (wherever it occurs) and substituting the word "appointment" and by deleting the words "instruments of proxy, at least 48 hours" and substituting therefor the words "appointments of proxy, or, where the appointment of the proxy was in electronic form, at the address at which such appointment was duly received, in each case in accordance with article 75.1,";

h. by adding the following definitions into article 2.1:

""electronic form" and "electronic means" shall have the same meaning as in the Companies Act 2006"; and

"address" shall, in any case where electronic form is permitted by or pursuant to these Articles or the Companies Act 2006, include a number or address used for the purpose of sending or receiving documents or information by electronic means but, in any other case, shall not include any number or address used for such purpose."

13. That, pursuant to Article 103 of the Articles of Association of the Company, the maximum aggregate amount of fees for their services as Directors payable to Directors be increased to £250,000 per annum with effect from the date of passing of this resolution.

14. That the AVEVA Group Plc Executive Share Option Scheme 2007 ("the Scheme") (a summary of the principal terms of which is set out in the appendix) to be constituted in the Rules of the AVEVA Group Plc Executive Share Option Scheme 2007 and produced to the meeting (a copy of which has been signed by the Chairman of the meeting for the purposes of identification) be and is hereby approved and established and the Directors be and they are hereby authorised to adopt such Rules and to give effect thereto with such modifications (if any) as they consider necessary or desirable, to obtain the approval of HM Revenue & Customs for Part A of the Scheme and to do all acts and things which they may consider necessary or expedient for implementing and giving effect to the same.

By order of the Board
Registered Office:
High Cross
Maddingley Road
Cambridge
CB3 0HB

Paul Taylor – Company Secretary
11 June 2007

Notes:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him or her. A proxy need not be a member of the Company.
- (b) A form of proxy is enclosed for the use of members. To be effective it must be completed and delivered to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 9.30am on 10 July 2007.
- (c) There will be available for inspection at the registered office of the Company and at the offices of Ashurst, Broadwalk House, 5 Appold Street, London EC2A 2HA during normal business hours on any weekday (excluding Saturdays and public holidays) and at the place of the meeting from 9.00am until the conclusion of the meeting:
 - (i) the register of Directors' (and their families') interests in the share capital of the Company;
 - (ii) copies of the Directors' service contracts of one year's or more duration and letters of appointment of non-executive Directors;
 - (iii) the Directors' Remuneration Report;
 - (iv) copies of the proposed amended Articles of Association of the Company; and
 - (v) copies of the proposed rules of the AVEVA Group Plc Executive Share Option Scheme 2007.
- (d) The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those registered in the Register of Members as at 6.00pm on 10 July 2007 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 6.00pm on such date shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Notice of Annual General Meeting / continued

Explanatory Notes

(a) **Resolution 2.** Approval of Directors' remuneration report

In accordance with the Companies Act 1985, 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 specific disclosures relating to each Director's remuneration. It is proposed that the Directors' remuneration report for the year ended 31 March 2007, as set out on pages 29 to 33 of the Annual Report, be approved.

(b) **Resolutions 4 and 5.** Re-Election of Directors

Articles 90 and 91 of the Company's Articles of Association require one third of the Directors who are subject to retirement by rotation to retire from office at each Annual General Meeting. This year Colin Garrett and Paul Taylor are respectively retiring by rotation and in accordance with the Combined Code on Corporate Governance. Mr Garrett and Mr Taylor are offering themselves for re-election at the Annual General Meeting.

Mr Garrett was appointed a Director of the Company in 2000 and was last re-appointed at the AGM held on 15 July 2004. Mr Taylor was appointed as a Director of the Company in 2001 and was last re-appointed at the AGM held on 15 July 2004. The Board is satisfied that both Mr Garrett and Mr Taylor continue to be effective and to demonstrate commitment to their roles. The remaining Directors therefore unanimously recommend that they be re-elected as Directors of the Company.

(c) **Resolutions 8, 9 and 10**

These are discussed in the Directors' Report.

(d) **Resolution 11.** Changes to the Articles of Association of the Company

This resolution provides for, in accordance with recent legislative changes, a widening of the powers of the Board to provide indemnification for the Directors and officers of the Company and the Group (excluding auditors) and to make loans to Directors to enable them to defend proceedings, and a relaxation of the restrictions on voting on such matters.

(e) **Resolution 12**

This resolution amends the Articles of Association so as to permit delivery of proxies in electronic form.

(f) **Resolution 13.** 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 £150,000 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 £250,000 per annum in order to provide flexibility for the future.

(g) **Resolution 14**

The Board considers that share awards are an important element of the remuneration of the Company's senior executives. The AVEVA Group plc Executive Share Option Scheme adopted by the Company on 27 November 1996 lapsed on 27 November 2006. The Board is therefore proposing, by way of a replacement scheme, that AVEVA should adopt the AVEVA Group plc Executive Share Option Scheme 2007 (the "Scheme"). The principal features of the Scheme are set out in the appendix.

Recommendation

Your Directors believe 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 the proposed resolutions.

Appendix

PRINCIPAL FEATURES OF THE AVEVA GROUP PLC EXECUTIVE SHARE OPTION SCHEME 2007

The AVEVA Group plc Executive Share Option Scheme adopted by the Company on 27 November 1996 lapsed on 27 November 2006. The Board is therefore proposing, by way of a replacement scheme, that AVEVA should adopt the AVEVA Group plc Executive Share Option Scheme 2007 (the "Scheme"). The terms of the Scheme are set out in full in its rules (the "Rules"), the principal features of which are as follows:

1 Introduction

The Rules provide that options can be granted under either Part A or Part B of the Scheme.

Part A is intended to obtain approval from HM Revenue & Customs ("HMRC") under Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003 ("Schedule 4"). If HMRC so approves Part A of the Scheme, the exercise of options granted under Part A ("approved options") will in most circumstances not attract income tax in the United Kingdom. If shareholders approve and establish the Scheme, the Board intends to adopt the Scheme and seek HMRC approval for Part A.

No approval for Part B will be sought from HMRC and options granted under Part B ("unapproved options") will not have the tax advantages of approved options. However such options may be granted over shares in excess of the £30,000 limit referred to at paragraph 11 below.

2 The Option Committee

The Option Committee is a committee of the Board, all or a majority of whom are Non-executive Directors, with delegated authority to exercise the Board's powers under the Rules. The Option Committee will decide whether and when AVEVA will grant options under the Scheme, to which employees options should be granted and the nature of the performance conditions which must be satisfied before options can be exercised. Alternatively, the Option Committee may recommend that the trustees ("the Trustees") of an employee trust established for the benefit of employees of AVEVA and its subsidiaries grant options under the Scheme on a similar basis.

3 Eligible Employees

The Option Committee has an absolute discretion over the selection of individuals to whom options are granted provided that those individuals are:

- full time executive Directors of AVEVA and its subsidiaries (the "Group") who devote substantially the whole of their working time to the business of the Group (which in the case of approved options means that the Director must work at least 25 hours per week (excluding meal breaks) on the business of the group); or
- employees of the Group who devote substantially the whole of their working time to the business of the Group.

Employees who receive options are called "Option Holders".

4 Acquisition Price

An option will entitle the Option Holder to acquire Ordinary Shares at a price per Ordinary Share ("the Acquisition Price") equal to the market value of an Ordinary Share at the date of grant of the option. For approved options, this will be calculated as the average of the mid-market quotation of an Ordinary Share (derived from the Daily Official List of the London Stock Exchange) (the "Quoted Price") for each of the 3 dealing days immediately preceding the date of grant of the option. For unapproved options, the Option Committee may alternatively select the Quoted Price on the dealing day immediately preceding, or on, the date of grant of the option or the average of the Quoted Prices for 3 consecutive dealing days ending on, and including, the date of grant of the option.

5 Grant of Options

Options can be granted (but, in the case of approved options, only after the approval of Part A of the Scheme by HMRC) within a period of 42 days immediately following the date of:

- the announcement by AVEVA of its final or interim results for any period;
- the issue of any prospectus, listing particulars or other document containing equivalent information relating to Ordinary Shares in AVEVA; or
- the announcement of any proposed changes to, or the introduction or alteration of, any relevant tax legislation.

Options may also be granted during any 42-day period which the Option Committee determines is sufficiently exceptional to justify the grant of an option.

In addition, options may be granted within a period of 42 days immediately following the date of approval of Part A of the Scheme by HMRC.

It is the intention of AVEVA that options will be granted to existing employees at approximately the same time each year but AVEVA may make grants to new recruits at other times.

No consideration is required for the grant of an option.

Notice of Annual General Meeting / continued

Options cannot be granted under the Scheme after the 10th anniversary of the date on which the Scheme is adopted by AVEVA.

6 **Performance conditions**

Options will be granted subject to certain conditions which must be satisfied before the option can be exercised (“Performance Conditions”). Those Performance Conditions will be determined by the Option Committee at the time the option is granted and must be objective in nature. The Board intends that the Performance Conditions will typically be measured over a period of at least 3 years. There will be no retesting of Performance Conditions. The Option Committee will take note of relevant guidelines published by associations representing institutional investors, practical experience, professional advice, market trends, and investor feedback in determining Performance Conditions.

7 **Exercise of options**

An option may only be exercised by the person to whom it was granted, or his personal representatives, and is not transferable.

In normal circumstances, an Option Holder may only exercise his option after the 3rd anniversary but before the 10th anniversary of the date of grant and provided that the Performance Conditions have been satisfied.

An Option Holder will be able to exercise his option to the permitted extent (see below) if he ceases to be an employee or Director of the Group as a result of injury or disability, retirement, redundancy (in the case of approved options only), the disposal of the subsidiary or business in which the Option Holder is employed, or any other reason at the discretion of the Option Committee. The Board’s intention is that this discretion will be exercised only in exceptional circumstances. If an Option Holder dies his personal representatives may exercise his option within one year of the Option Holder’s death to the permitted extent (see below).

Options are also exercisable to the permitted extent (see below) within a limited period in the event of the takeover, reconstruction or winding up of AVEVA. Following a takeover or reconstruction, options may, alternatively, and with the agreement of the buyer or company which otherwise obtains control of AVEVA, be released in exchange for options over the other company’s shares. In the absence of the exercise or exchange of options, the options will lapse at the end of the period in which such exercise or exchange was permitted.

If an option may be exercised on cessation of employment or on a takeover, reconstruction or winding up (a “Relevant Event”) the permitted extent to which it may be exercised is determined as follows:

- if the Relevant Event occurs before the extent to which the Performance Conditions have been satisfied may be determined, the extent to which the option may be exercised shall be determined by reference to (a) the performance criteria adopted in the Performance Conditions applied with appropriate amendments over a reduced performance period ending on the Relevant Event or, as the case may be, at the expiry of the most recent financial year ended during the original performance period and for which audited accounts are available prior to the Relevant Event (or such other reduced performance period as may be appropriate having regard to the nature of the performance criteria) and (b) the proportion of the 3 year period following grant of the option which has elapsed;
- if the Relevant Event occurs after the extent to which the Performance Conditions have been satisfied may be determined, the option may be exercised to the extent the option has vested (if at all) by reason of the satisfaction of the Performance Conditions.

However, in the case of an unapproved option, the Option Committee shall have a discretion to increase or reduce the permitted extent to which an option may be exercised if the Option Committee so decides. This discretion applies only if the Relevant Event occurs before the extent to which the Performance Conditions have been satisfied may be determined. The Board’s intention is that this discretion will be exercised only in exceptional circumstances.

8 **Tax indemnity**

Option Holders are required to indemnify AVEVA (for itself and as agent for any subsidiary and/or the Trustee) against tax and social security contributions (excluding employer’s National Insurance Contributions (“NICs”)) arising on the exercise of an option which is recoverable from the Option Holder. AVEVA has a discretion to require the Option Holder, as a condition of the exercise of an option, to agree to reimburse the relevant Group Company or assume liability for any employer’s NICs payable on exercise of the option.

9 **Issues of shares and reorganisations**

The number of shares over which options are granted and/or the Acquisition Price may be adjusted by the Option Committee following a rights issue, capitalisation issue or other variation of capital in a manner that a firm of accountants selected for this purpose by the Option Committee determine is fair and reasonable. For approved options, the adjustment will only take effect once the adjustment has been approved by HMRC and if, following the adjustment, the shares continue to satisfy the requirements of Schedule 4.

10 **Rights of shares allotted or transferred and listing**

All Ordinary Shares allotted or transferred pursuant to the exercise of options granted under the Scheme will rank *pari passu* with the Ordinary Shares in issue on the date of exercise, save as regards rights to dividends, distributions, capitalisation or rights issues where under the terms of the relevant resolution or announcement occurring prior to the date of exercise the

Notice of Annual General Meeting / continued

same are to be paid or made to holders of Ordinary Shares on the register on a date before the Ordinary Shares are allotted or transferred to the Option Holder. Ordinary Shares transferred on exercise of an option may include Ordinary Shares held by AVEVA in treasury (where AVEVA has authority to do so). AVEVA will apply to the UK Listing Authority for any Ordinary Shares issued pursuant to the Scheme to be admitted to the Official List.

11 **Scheme limits**

The aggregate nominal amount of Ordinary Shares which may be issued or which AVEVA may commit to issue on the exercise of options pursuant to the Scheme shall not, when aggregated with the aggregate nominal amount of Ordinary Shares which has been issued or committed to be issued in the previous 10 years pursuant to the Scheme, the AVEVA Group Long Term Incentive Plan (the "LTIP") or any other share option or share purchase scheme (including the AVEVA Group Plc Executive Share Option Scheme adopted in November 1996), exceed 10% of the Ordinary Share capital of AVEVA in issue immediately prior to that date.

In determining the application of this limit, Ordinary Shares issued to the Trustee (if any) are included, but no account is taken of any Ordinary Shares in respect of which the right to acquire those shares has been released, lapsed or otherwise become incapable of exercise.

This limit corresponds to the limit approved by the shareholders at the Extraordinary General Meeting on 14 May 2004 in relation to the LTIP and the amendments to the then current AVEVA Group plc Executive Share Option Scheme.

An approved option cannot be granted to an Option Holder if it would result in the aggregate market value of the shares over which that Option Holder holds unexercised approved options granted by the Company (or an associated company) exceeding £30,000 or such other limit as may be prescribed by law from time to time in relation to approved options. The market value for these purposes is calculated at the date on which the approved option is or was granted.

An option granted in excess of the limits is void to the extent that it exceeds the limits in the Rules.

12 **Amendments to the Scheme**

The Option Committee has the power to amend the Rules at any time, but no amendment may be made to the advantage of present or future employees or Option Holders, without the prior approval of AVEVA in general meeting, to provisions relating to:

- the employees who are eligible to be Option Holders;
- the limitation on the number or amount of Ordinary Shares subject to the Scheme;
- the determination of the price at which Ordinary Shares may be acquired on the exercise of Options;
- the basis for determining an Option Holder's entitlement to, and the terms of, Ordinary Shares acquired pursuant to the Scheme and the adjustment thereof in the event of a variation of capital;

save that the Option Committee is permitted to make minor amendments to benefit the administration of the Scheme, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Option Holders, AVEVA or members of the Group.

Amendments to those provisions in Part A of the Rules which are necessary for Part A to meet the requirements of Schedule 4 require the prior approval of HMRC.

13 **Miscellaneous**

For unapproved options, if in the light of applicable legal requirements of any applicable overseas jurisdiction, it is necessary or desirable to do so the Option Committee may specify when an option is granted that such option does not lapse as a result of cessation of employment if the Option Holder has been employed for a minimum period of time since the date of grant. If the Option Committee does so specify, such an option held by an Option Holder who ceases to be an employee or Director of the Group after such minimum period of time will be exercisable to an extent determined by reference to satisfaction (or progress towards satisfaction) of the Performance Conditions notwithstanding that the Option Holder has ceased to be an employee or Director.

Benefits received by option holders under the Scheme do not form part of the option holder's pensionable remuneration for the purposes of any pension scheme or similar arrangement which is or may be operated by the Company.

The Rules make provision for the grant of options by the Trustee but shareholder approval to establish an employee trust to which AVEVA would or might issue new Ordinary Shares (or transfer shares from treasury) is not sought.