

THE COMPANIES ACT 2006
RESOLUTIONS OF AVEVA GROUP PLC
(Company No. 02937296)



At the General Meeting of AVEVA Group plc (the "**Company**") duly re-convened and held on 25 November 2022 (following an adjournment on 17 November 2022) at the offices of Freshfields Bruckhaus Deringer LLP at 100 Bishopsgate, London, EC2P 2SR, the following special resolution was passed:

SPECIAL RESOLUTION

THAT:

- (a) for the purpose of giving effect to the scheme of arrangement dated 18 October 2022 between the Company and the holders of the Scheme Shares (as defined in the said scheme), a print of which has been produced to this meeting and for the purpose of identification signed by the Chair hereof, in its original form or subject to any modification, addition or condition agreed between the Company and Bidco and approved or imposed by the Court (the "**Scheme**"), the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (b) with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 157:

157 SCHEME OF ARRANGEMENT

157.1 For the purposes of this Article 157:

- "**AVEVA Scheme**" means the scheme of arrangement dated 18 October 2022 under Part 26 of the 2006 Act between the Company and the Scheme Shareholders (as defined in the AVEVA Scheme), in its original form or with or subject to any modification, addition or condition approved or imposed by the High Court of Justice of England and Wales; and
- "**Bidco**" means Ascot Acquisition Holdings Limited, a company incorporated in England and Wales (company number 14356414), whose registered office is at Schneider Electric, Stafford Park 5, Telford, England, United Kingdom, TF3 3BL.

157.2 Notwithstanding any other provision of these Articles, if the Company issues any shares (other than to Bidco, any subsidiary of Bidco or any nominee(s) of Bidco) after the adoption of this Article 157 and prior to the Scheme Record Time (as defined in the AVEVA Scheme); such shares shall be issued subject to the terms of the AVEVA Scheme and the holders of such shares shall be bound by the AVEVA Scheme accordingly.

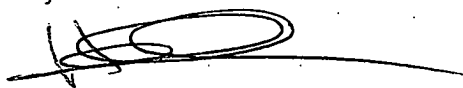
157.3 Notwithstanding any other provision of these Articles, subject to the AVEVA Scheme becoming effective, any shares issued to any person (other than to Bidco, any subsidiary of Bidco or any nominee(s) of Bidco) at or after the Scheme Record Time (a "**New Member**") (each a "**Post-Scheme Share**") shall be issued on terms that they shall (on the Effective Date (as defined in the AVEVA Scheme) or, if later, on issue) (but subject to the terms of Article 157.4 below), be immediately transferred to Bidco (or as it may direct) (the "**Purchaser**"), who shall be obliged to acquire each Post-Scheme Share in consideration for and conditional upon the payment by or on behalf of Bidco to the New Member of an amount in cash for each Post-Scheme Share equal to the consideration to which a New Member would have been entitled had such Post-Scheme Share been a Scheme Share (as defined in the AVEVA Scheme).

157.4 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) carried out after the Effective Date, the

value of the consideration per Post-Scheme Share to be paid under Article 157.3 shall be adjusted by the Company in such manner as the auditors of the Company (or such other appropriate professional adviser appointed by the Company) may determine to be appropriate to reflect such reorganisation or alteration. References in this Article 157 to such shares shall, following such adjustment, be construed accordingly.

- 157.5 To give effect to any transfer of Post-Scheme Shares required pursuant to this Article 157, the Company may appoint any person as attorney and/or agent for the New Member to transfer the Post-Scheme Shares to the Purchaser and/or its nominees and do all such other things and execute and deliver all such documents or deeds as may in the opinion of such attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. The Purchaser shall settle the consideration due to the New Member pursuant to Article 157.3 above by sending a cheque drawn on a United Kingdom clearing bank in favour of the New Member (or any subsequent holder) or, if such New Member has previously set up a standing electronic payment mandate with the Company's registrars, Link Group, for the purpose of receiving dividend payments from the Company in pounds sterling, by way of an electronic BACS transfer to the account indicated in such mandate, for the purchase price of such Post-Scheme Shares as soon as practicable and in any event within 14 days of the date on which the Post-Scheme Shares are issued to the New Member.
- 157.6 If the AVEVA Scheme shall not have become effective by the applicable date referred to in (or otherwise set in accordance with) clause 6(b) of the AVEVA Scheme, this Article 157 shall cease to be of any effect.
- 157.7 Notwithstanding any other provision of these Articles, both the Company and the board of directors shall refuse to register the transfer of any Scheme Shares (as defined in the AVEVA Scheme) effected between the Scheme Record Time and the Effective Date (each, as defined in the AVEVA Scheme).

By order of the Board



Helen Lamprell
General Counsel and Company Secretary