

## 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.

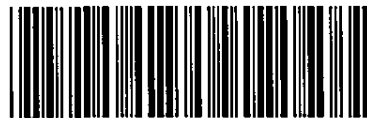
**Notice is hereby given** that the Annual General Meeting of AVEVA Group plc will be held at The Trinity Centre, 24 Cambridge Science Park, Milton Road, Cambridge CB4 4FN on 10 July 2008 at 9.30 a.m. to transact the following business:

- 1 To receive the reports of the Directors, the accounts of the Company and the auditor's reports for the year ended 31 March 2008
- 2 To approve the Directors' remuneration report for the year ended 31 March 2008
- 3 To declare a final dividend of 5.0p per share in respect of the year ended 31 March 2008 to shareholders on the register of members at close of business on 27 June 2008 payable on 1 August 2008
- 4 To re-elect David Mann as a Director of the Company
- 5 To elect Jonathan Brooks as a Director of the Company
- 6 To elect Philip Dayer as a Director of the Company
- 7 To re-appoint Ernst & Young LLP as auditors of the Company
- 8 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 9, 11, 12 and 13 will be proposed as special resolutions and resolutions 10 and 14 will be proposed as ordinary resolutions:

- 9 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 6,751,732,
  - 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 five 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 9 October 2009 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
- 10 That the Directors be generally and unconditionally authorised, in accordance with Section 80 of the Companies Act 1985 (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 £749,422.70 provided that this authority shall expire on the earlier of 9 October 2009 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

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## Notice of Annual General Meeting continued

- 11 That, subject to the passing of resolution 10 set out in the notice of the 2008 Annual General Meeting of the Company ("Resolution 10"), 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 10, 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 pre-emptive 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 £112,528 80,
- and shall expire on the earlier of 9 October 2009 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
- 12 That the Company may, subject to and in accordance with the provisions of the Companies Act 2006, send, deliver, provide, produce, give or supply any notices, documents or information to members in electronic form (as defined in the Companies Act 2006), by electronic means (as defined for the purposes of the Disclosure and Transparency Rules of the Financial Services Authority) or by making such notices, documents or information available on a website (and this resolution shall have overriding effect as against anything inconsistent in the Company's Articles of Association)
- 13 That
- a with effect from 00 01 a m on 1 October 2008, the Articles of Association of the Company be altered by the insertion of new Article 169 in the form of the draft produced to the meeting marked "Y" and initialed by the Chairman of the meeting for the purpose of identification, and
- b the Company's Articles of Association be altered by the deletion from Article 55 1 of the words "and an extraordinary general meeting convened for the passing of a special resolution" and the word "other" with immediate effect
- 14 That the establishment of an employee benefit trust to be known as "The AVEVA Group Employee Benefit Trust 2008" (whose principal terms are set out in the appendix to the Company's Notice of Annual General Meeting for 2008) to be constituted by a trust deed (a draft of which is produced to the meeting and signed by the Chairman of the meeting for the purposes of identification) be and is hereby approved and the Directors be and are hereby authorised to establish such employee benefit trust and to do all acts and things as they may consider necessary or expedient for such purpose

By order of the Board



Paul Taylor  
Company Secretary  
11 June 2008

Registered office  
High Cross  
Maddingley 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 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 it (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, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 9.30 a.m. on 8 July 2008 (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) 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 Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. 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. In any case your proxy form must be received by the Company's registrars no later than the latest time for the receipt of proxies referred to above. CREST members and where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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.
- (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, (in the case of (i) and (iii) below) at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA during normal business hours on any weekday (excluding Saturdays and public holidays) until the close of the meeting, and at the place of the meeting for at least 15 minutes prior to and during the meeting:
- (i) copies of the Directors' service contracts and letters of appointment of Non-Executive Directors,
  - (ii) copies of the proposed amended Articles of Association of the Company, and
  - (iii) draft trust deed of the AVEVA Group Employee Benefit Trust 2008.

## Notice of Annual General Meeting continued

### Notes continued

- (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 8 July 2008 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) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate member has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that member at the meeting then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions, and (ii) if more than one corporate representative for the same corporate member attends the meeting but the corporate member has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – <http://www.icsa.org.uk> – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
- (g) Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 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.
- (h) As at 27 May 2008 (being the last practicable day prior to the publication of this notice) the Company’s issued share capital consists of 67,517,319 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 67,517,319.
- (i) 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.

## 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 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 2008, as set out on pages 33 to 37 of the Annual Report, be approved.

### (b) Resolutions 4, 5 and 6 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 David Mann is retiring by rotation and in accordance with the Combined Code on Corporate Governance (having served nine years as a Non-Executive Director). David Mann is offering himself for re-election at the Annual General Meeting. Jonathan Brooks and Philip Dayer are offering themselves for election, this being the first Annual General Meeting since their appointment to the Board, in accordance with Article 85 of the Company's Articles of Association.

David Mann was appointed a Director of the Company in 1999 and was last re-appointed at the Annual General Meeting held on 15 July 2005. The Board is satisfied that David Mann continues to be effective and to demonstrate commitment to his role and that he remains independent as he has never had any material business relationship with the Group, has never been an employee and has never participated in any share option plan or been a member of the Group's pension schemes. The remaining Directors therefore unanimously recommend that he be re-elected a Director of the Company.

Jonathan Brooks was appointed to the Board on 12 July 2007 as a Non-Executive Director. The Board believes that Jonathan Brooks brings significant skills, international experience and understanding of high growth markets to the Company and demonstrates commitment to his role. The remaining Directors therefore unanimously recommend that he be elected as a Director of the Company.

Philip Dayer was appointed to the Board on 7 January 2008 as a Non-Executive Director. The Board believes that Philip Dayer brings significant skills and strategic advice to the Company and demonstrates commitment to his role. The remaining Directors therefore unanimously recommend that he be elected as a Director of the Company.

Both Jonathan Brooks and Philip Dayer are considered to be independent as defined in the Combined Code. Biographical details in respect of the above Directors are set out on page 23 of the Annual Report.

### (c) Resolutions 9, 10 and 11

These are discussed in the Directors' report.

### (d) Resolution 12 Communications in Electronic Form

Provisions of the Companies Act 2006 which came into force last year enable companies to communicate with members by electronic and/or website communications. The resolution allows communications to members in electronic form and, in addition, it also permits the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a member by means of website communications, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within a period of 28 days beginning with the date on which the request was sent. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information. The Company plans to take advantage of these new provisions as this should lead to administrative cost savings in the future.

## Notice of Annual General Meeting continued

### (e) Resolution 13 Changes to the Articles of Association of the Company

Resolutions 13 (a) and (b) are proposed to take into account amendments to Company Law introduced by the Companies Act 2006. The Companies Act 2006 sets out Directors' general duties which largely codify the existing law but with some changes. Under the Companies Act 2006, from 1 October 2008, a Director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the Company's interests. The requirement is very broad and could apply, for example, if a Director becomes a Director of another company or a trustee of another organisation. The Companies Act 2006 allows Directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the Articles of Association contain a provision to this effect. The Companies Act 2006 also allows the Articles of Association to contain other provisions for dealing with Directors' conflicts of interest to avoid a breach of duty. The Articles of Association, as proposed to be altered with effect from 1 October 2008 pursuant to resolution 13 (a), give the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when Directors decide whether to authorise a conflict or potential conflict. First, only Directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the Articles of Association should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a Director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the Directors. It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

Resolution 13 (b) amends the provisions in the Current Articles dealing with the length of notice required to convene extraordinary general meetings to conform to new provisions in the Companies Act 2006. In particular, an Extraordinary General Meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

### (f) Resolution 14 Employee Benefit Trust

The Board is proposing that the AVEVA Group Employee Benefit Trust 2008 (the "EBT") be established to be available for use in connection with

- ★ the application of existing shares (other than treasury shares) to be purchased in the market in deferred bonus arrangements for Executive Directors of the Company and employees of the Group,
- ★ the AVEVA Group Long Term Incentive Plan approved by shareholders on 14 May 2004. This Plan contemplates the possibility of awards made by the Trustees of an employee benefit trust,
- ★ the AVEVA Group plc Executive Share Option Scheme 2007 approved by shareholders on 12 July 2007. This Scheme likewise contemplates the possibility of awards made by the Trustees of an employee benefit trust, and/or
- ★ such other purposes as may be undertaken without shareholder approval or which shareholders may hereafter approve.

The immediate purpose to which the EBT is intended to be put is the delivery of shares forming part of the new deferred bonus arrangements for Executive Directors and selected employees referred to in the Remuneration Report. It is intended that shares should be delivered to bonus recipients on a deferred basis under a scheme permitting the grant by the EBT of options exercisable by the bonus recipient at nil-cost (other than provisions for the recovery of taxes) at the relevant time(s), normally over a three-year deferral period, provided that he/she remains an employee or Director of the Group (or exercisable by his/her personal representatives following his/her death).

### 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.

## Appendix

### Principal features of the AVEVA Group Employee Benefit Trust 2008

The AVEVA Group Employee Benefit Trust 2008 (the "EBT") is to be constituted by a trust deed (the "Trust Deed") between (1) the Company and (2) Appleby Trust (Jersey) Limited (the "First Trustee"). The First Trustee is a company incorporated and resident in Jersey and independent of the Company.

The principal terms of the EBT are set out below.

#### 1 Employees' share scheme

The EBT is an employees' share scheme for the purposes of Section 743 of the Companies Act 1985.

#### 2 Beneficiaries

The trustees (the "Trustees") of the EBT shall hold the assets of the trust for the benefit of any or all of the bona fide employees and former employees of the Company and its subsidiaries (the "AVEVA Group") and their spouses, surviving spouses, civil partners, surviving civil partners and children and step-children under the age of 18 (the "beneficiaries") excluding anyone who is resident in Jersey. The Trustees have with the consent of the Company a power to exclude persons from benefit temporarily or permanently.

The Trustees may, subject to the limits on their powers, direct that the assets of the EBT are to be applied in favour of any or all of those beneficiaries at their discretion. The Trustees may do so in a wide variety of ways including by means of the transfer of Ordinary Shares in the Company for such consideration (if any) as the Trustees think fit or the grant of options to acquire Ordinary Shares in the Company on such terms as the Trustees think fit. On termination of the trust, assets which remain (if any) shall be divided equally between all employees in the Group or, if none, given to one or more charities.

The Trustees may not confer on any beneficiary any right or entitlement or transfer any asset (including cash or shares in the Company) to any beneficiary if the Trustees are aware or have received notice in writing from the Company that to do so would cause the Company to be in breach of the Listing Rules issued by the UK Listing Authority in force for the time being or any other applicable law or regulation or government directive.

The Trustees may not apply shares in the Company issued (or transferred from treasury) to the EBT unless such application is made not only pursuant to the EBT but also pursuant to or for the purposes of other arrangements (whether such arrangements are an employees' share scheme within the meaning of Section 743 of the Companies Act 1985 or not) which have been approved by the Company in general meeting.

For this reason, the establishment of the EBT will not extend the limit on the Company's ability to use newly-issued shares or shares held in treasury for the purposes of employees' share schemes. The limits on the use of such shares which will apply are the limits which shareholders have already approved for the purposes of the AVEVA Group Long Term Incentive Plan (approved by shareholders on 14 May 2004) and the AVEVA Group plc Executive Share Option Scheme 2007 (approved by shareholders on 12 July 2007) or which shareholders may hereafter approve.

The Directors confirm that no benefits provided by the EBT will be pensionable (unless shareholders hereafter approve arrangements to be operated in conjunction with the EBT under which pensionable benefits are to be provided).

#### 3 Dividends/Voting rights

The Trustees waive all dividends payable on Ordinary Shares in the Company held in the EBT (unless the Company directs otherwise) and waive their right to vote any Ordinary Shares in the Company held in the EBT. However, if a beneficiary has become the beneficial owner of Ordinary Share(s), these waivers no longer apply to such share(s).

#### 4 Committee

A Committee, comprised of a majority of Non-Executive Directors of the Company and intended to be the Remuneration Committee will make recommendations to the Trustees. The Trustees shall consider, but are not bound by, the recommendations of the Committee.

## Appendix continued

### Principal features of the AVEVA Group Employee Benefit Trust 2008 continued

#### 5 Indemnity from the Company

The Company covenants to indemnify the Trustees, and Directors, other officers and employees of a corporate trustee, against costs or liabilities arising as to them as trustees of the EBT but this indemnity does not extend to situations where the Trustees (or Directors, other officers or employees of a corporate trustee) are exposed to costs or liabilities by reason of their own fraud, dishonesty, or breach of trust undertaken knowingly or recklessly or – in the case of professional Trustees – negligence

#### 6 Number, appointment and removal of the Trustees

There must be at least two Trustees (if the Trustees are individuals) or one Trustee (if the Trustee is a corporation) and the Company has the power to remove and appoint Trustees

#### 7 Power to vary the Trust Deed

The Trustees and the Company may together by way of deed amend the administrative provisions in the Schedule to the Trust Deed

No other amendments may be made to the Trust Deed and, accordingly, any provisions in the Trust Deed relating to

- (a) the persons to whom, or for whom, securities, cash or other benefits are provided under the EBT (the “participants”),
- (b) limitations on the number or amount of the securities, cash or other benefits subject to the EBT,
- (c) the maximum entitlement for any one participant, and
- (d) the basis for determining a participant’s entitlements to, and the terms of, securities, cash or other benefit to be provided and the adjustment thereof (if any) if there is a capitalisation issue, rights issue or open offer, sub-division or consolidation of shares or reduction of capital or any other variation of capital cannot be altered to the advantage of participants without the prior approval of shareholders in general meeting

#### 8 Restriction on and extent of powers – General

In addition to the restrictions already mentioned, the Trustees’ powers are restricted so that, inter alia, benefits cannot be conferred in favour of any Company in the Group and the EBT is at all times an employees’ trust for the purposes of Section 86 Inheritance Tax Act 1984 and an employees’ share scheme within Section 743 Companies Act 1985

The Trustees may not deal in any shares in or securities of the Company at any time if the Trustees are aware or have received notice in writing from the Company that any such dealing could cause the Company or any of its subsidiaries or any Director, officer or employee of the Company or any of its subsidiaries to be in breach of the provisions of the code of dealing adopted by the Company imposing restrictions on dealings by Directors and employees in shares or securities of the Company as required by the UK Listing Authority or could amount to a breach of the insider dealing provisions of the Criminal Justice Act 1993 or any applicable law or regulation or government directive

The Trust Deed contains provisions which prohibit the Trustees, unless permitted otherwise by the Company, from making any payment or transferring any asset to any beneficiary unless arrangements satisfactory to the Company exist for the recovery by the applicable Company in the Group of any income tax collected under the PAYE system and employee’s National Insurance Contributions (“NICs”) (and employer’s NICs where the beneficiary is obliged to meet such cost) or their overseas equivalents

#### 9 Governing law

The Trust Deed is governed by English law and any dispute is to be resolved in the English courts