



SH01

Return of allotment of shares



Companies House



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☒ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

☐ **What this form is NOT for**
You cannot use this form to give notice of shares taken on formation of the company for an allotment of shares by an unlimited company.

WEDNESDAY



AA1WYKIZ
A14 07/04/2021 #54
COMPANIES HOUSE

1 Company details

Company number 0 2 9 3 7 2 9 6

Company name in full AVEVA Group plc

→ **Filling in this form**
Please complete in typescript or in bold black capitals.
All fields are mandatory unless specified or indicated by *

2 Allotment dates

From Date 2 2 0 3 2 0 2 1
To Date 2 2 0 3 2 0 2 1

① **Allotment date**
If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

② **Currency**
If currency details are not completed we will assume currency is in pound sterling.

| Currency ② | Class of shares (E.g. Ordinary/Preference etc.) | Number of shares allotted | Nominal value of each share | Amount paid (including share premium) on each share | Amount (if any) unpaid (including share premium) on each share |
|------------|----------------------------------------------------|------------------------------|--------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------------|
| GBP | Ordinary | 13,655,570 | 3 5/9 pence | Nil | Nil |
| | | | | | |
| | | | | | |

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if necessary.

Details of non-cash consideration.
If a PLC, please attach valuation report (if appropriate)

5,000,000 shares of preferred stock of AVEVA US 1 Corp. with a \$1.00 par value per share. The allotted shares are to be treated as fully paid up.

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

| Currency Complete a separate table for each currency | Class of shares E.g. Ordinary/Preference etc. | Number of shares | Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value | Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium |
|---------------------------------------------------------|--------------------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| Currency table A | | | | |
| GBP | Ordinary | 301,152,120 | £10,707,630.93 | |
| | | | | |
| | | | | |
| Totals | | 301,152,120 | £10,707,630.93 | Nil |
| Currency table B | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |
| Currency table C | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |
| Totals (including continuation pages) | | Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
| | | 301,152,120 | £10,707,630.93 | Nil |

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.

| | |
|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Class of share | Ordinary |
| Prescribed particulars ① | <p>Voting: Each share entitles the holder thereof to cast one vote on a show of hands and one vote per share held on a poll vote.</p> <p>Dividends: Each holder is entitled to dividends pro rata to their paid-up holding.</p> <p>Distribution of capital: Subject to a special resolution, a liquidator may decide the division of assets between members on a winding up.</p> <p>Redemption: No rights of redemption.</p> |
| Class of share | |
| Prescribed particulars ① | |
| Class of share | |
| Prescribed particulars ① | |

① Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X 

X

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Krishna Parikh

Company name Ashurst LLP

Address London Fruit and Wool Exchange

1 Duval Square

Post town London

County/Region

Postcode E 1 6 P W

Country United Kingdom

DX

Telephone +44 (0)20 7638 1111

Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

Important information

Please note that all information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse



Section 593 Report

Aveva Group plc
High Cross
Maddingley Road
Cambridge
CB3 0HB

18 December 2020

Dear Sirs

Report of the independent valuer to Aveva Group plc for the purposes of section 593 (1) of the Companies Act 2006

- 1 We report on the value of the consideration for the allotment to Estudillo Holdings Corp. of 13,655,570 ordinary shares, having a nominal value of 3⁵/₉ pence each (the "Aveva shares"). The shares are to be treated as fully paid up by the consideration described in paragraph 2 below.
- 2 The consideration for the allotment to Estudillo Holdings Corp. is 5,000,000 shares of Preferred Stock of AVEVA US 1 Corp., \$1.00 par value per share (the "Consideration").
- 3 This report, including the opinion, has been prepared for and only for the Aveva Group plc in accordance with Sections 593 and 596 of the Companies Act 2006 and not for any other purpose, including but not limited to any investment decision which any allottee may make as to whether to contribute the consideration in exchange for some or all of the Aveva Group plc shares. We do not, in giving this opinion, accept or assume liability howsoever arising or duty of care for any other purpose or to any other person or party to whom this report is shown or into whose hands it may come.

Opinion

- 4 In our opinion:
 - the method of valuation of the consideration was reasonable in all the circumstances; and
 - there appears to have been no material change in the value of the Consideration since the date at which the valuation was made.
- 5 On the basis of the valuation, in our opinion, the value of the total consideration is not less than £485,531³⁴/₉₀ being the aggregate of the nominal value to be treated as paid up by the consideration.

Basis of valuation

- 6 The Consideration was valued by us on 18 December 2020 on a market value basis. In order to estimate the market value of the Consideration, we adopted the discounted cash flow methodology. This involved present valuing the future dividend payments and liquidation preference due from the Preferred Stock at an appropriate discount rate and considering whether any other additional discounts may be applicable.

Yours faithfully

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

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