

## PUBLICATION OF SCHEME DOCUMENT AND TRADING UPDATE

AVEVA Group plc

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FOR IMMEDIATE RELEASE.

18 October 2022

### RECOMMENDED CASH ACQUISITION

AVEVA GROUP PLC  
("AVEVA")

by

ASCOT ACQUISITION HOLDINGS LIMITED  
("Bidco")

(an indirect subsidiary of Schneider Electric SE ("Schneider Electric"))

## PUBLICATION OF SCHEME DOCUMENT AND TRADING UPDATE

On 21 September 2022, the boards of Schneider Electric and Bidco and the AVEVA Independent Committee announced that they had reached agreement on the terms of a recommended cash acquisition by which the entire issued and to be issued share capital of AVEVA (excluding AVEVA Shares held by Samos, an indirect wholly-owned subsidiary of Schneider Electric) will be acquired by Bidco (the "**Acquisition**"). Bidco is a newly incorporated vehicle and is an indirect, wholly owned subsidiary of Schneider Electric that has been incorporated for the purpose of the Acquisition. The Acquisition is to be effected by means of a Court approved scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

AVEVA is pleased to announce that the scheme document containing the full terms and conditions of the Acquisition (the "**Scheme Document**"), together with the related Forms of Proxy, is being published and sent today to AVEVA Shareholders and, for information only, to persons with information rights and participants in the AVEVA Share Plans.

Subject to certain restrictions relating to persons resident in Restricted Jurisdictions, the Scheme Document will be made available on AVEVA's website at <https://investors.aveva.com/offer-for-aveva-group-plc/> and Schneider Electric's website at <https://www.se.com/ww/en/about-us/investor-relations/disclaimer.jsp>. Copies of the Scheme Document have been submitted to the National Storage Mechanism and will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

### Notices of the Court Meeting and General Meeting

As described in the Scheme Document, to become effective the Scheme will require, amongst other things, the approval of AVEVA Shareholders at the Court Meeting, the passing of the

Resolutions at the General Meeting and the subsequent sanction of the Court. The Scheme is also subject to the satisfaction or waiver of the Conditions and further terms that are set out in the Scheme Document.

Notices of the Court Meeting and the General Meeting, which will be held at the offices of Freshfields Bruckhaus Deringer LLP at 100 Bishopsgate EC2P 2SR on 17 November 2022, are set out in the Scheme Document. The Court Meeting will commence at 11.30 a.m. and the General Meeting at 11.45 a.m. (or, if later, as soon as the Court Meeting has concluded or been adjourned).

### **AVEVA trading update**

In the first six months of FY23 revenue declined by a low-single digit rate year-on-year on an organic constant currency basis. On a reported currency basis, revenue grew at an upper-single-digit rate, supported by the strengthening of the US dollar (which accounts for the majority of AVEVA's revenue).<sup>(1)</sup>

As previously indicated, costs have increased significantly against the COVID-impacted levels of the first half of last year, and this has had a material impact on AVEVA's adjusted EBIT margin for the six months to 30 September 2022.

ARR continued to grow at a similar level versus that reported for the five months to 31 August 2022, on a constant currency basis, excluding the impact of Russia.<sup>(2)</sup>

Net debt on 30 September 2022 was approximately £618 million. This increase included the negative impact of currency translation on AVEVA's net debt from 31 March 2022 of over £110 million.

The full year projections indicate revenue seasonality at broadly similar levels to previous years and significantly lower second half cost increases.

AVEVA will announce its interim results on 8 November 2022.

<sup>(1)</sup> Commentary excludes the impact of the deferred revenue haircut under IFRS 3 (Business Combinations).

<sup>(2)</sup> ARR is used as a metric as it makes it easier to track recurring revenue progression by annualising revenue associated with subscription, cloud and maintenance contracts. It removes timing differences caused by revenue recognition standards by annualising the revenue associated with contracts at a point in time. It is calculated on a constant currency basis and is adjusted for disposals, the impact of sanctions in Russia and other factors.

### **Timetable**

The Scheme Document contains an expected timetable of principal events relating to the Scheme, which is also attached as an Appendix to this announcement. Subject to obtaining the approval of AVEVA Shareholders and the Court, and the satisfaction or, where applicable, the waiver of the other Conditions (as set out the Scheme Document), the Scheme is expected to become effective in the first quarter of 2023.

If any of the key dates set out in the timetable change, AVEVA will give notice of this change by issuing an announcement through a Regulatory Information Service and by making such announcement available on AVEVA's website at <https://investors.aveva.com/offer-for-aveva-group-plc/>.

Terms defined in the Scheme Document have the same meanings in this announcement.

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Freshfields Bruckhaus Deringer is acting as legal adviser to AVEVA in connection with the Acquisition. Slaughter and May is acting as legal adviser to Schneider Electric and Bidco in connection with the Acquisition.

***Important notices relating to financial advisers***

*Citigroup Global Markets Limited ("Citi"), which is authorised by the PRA and regulated in the UK by the FCA and the PRA is acting exclusively as financial adviser to Schneider Electric and Bidco and for no one else in relation to the Acquisition, and any other matters described in this announcement, and will not be responsible to anyone other than Schneider Electric and Bidco for providing the protections afforded to its clients nor for providing advice in connection with the Acquisition, or any other matters described in this announcement. Neither Citi nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, tort, in delict, under statute or*

otherwise) to any person who is not a client of Citi in connection with this announcement, any statement contained herein, the Acquisition or otherwise.

Lazard & Co., Limited ("**Lazard**"), which is authorised and regulated in the UK by the FCA, is acting as financial adviser to AVEVA, and no one else, in connection with the matters set out in this announcement, and will not be responsible to anyone other than the board of AVEVA for providing the protections afforded to clients of Lazard nor for providing advice in relation to the contents of this announcement or any other matter or arrangement referred to herein. Neither Lazard nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Lazard in connection with this announcement, any matter, arrangement or statement contained or referred to herein or otherwise.

J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove ("**J.P. Morgan Cazenove**"), is authorised in the UK by the PRA and regulated by the PRA and the FCA. J.P. Morgan Cazenove is acting as financial adviser exclusively for AVEVA and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters in this announcement and will not be responsible to anyone other than AVEVA for providing the protections afforded to clients of J.P. Morgan Cazenove, or for providing advice in relation to any matter referred to herein.

Numis Securities Limited ("**Numis**"), which is authorised and regulated in the UK by the FCA, is acting as financial adviser and broker to AVEVA, and no one else, in connection with the matters set out in this announcement, and will not be responsible to anyone other than the board of AVEVA for providing the protections afforded to clients of Numis nor for providing advice in relation to the contents of this announcement or any other matter or arrangement referred to herein. Neither Numis nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Numis in connection with this announcement, any matter, arrangement or statement contained or referred to herein or otherwise.

### **Further information**

This announcement is for information purposes only and is not intended to, and does not, constitute or form part of an offer, invitation or the solicitation of an offer to purchase or subscribe, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities in AVEVA in any jurisdiction in contravention of applicable law. The Acquisition will be made solely pursuant to the terms of the Scheme Document (or, in the event that the Acquisition is to be implemented by way of an Offer, the Offer Document) which, together with the Forms of Proxy, contains the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any vote or other decision in respect of, or other response to, the Acquisition, should be made only on the basis of information contained in the Scheme Document (or, in the event that the Acquisition is to be implemented by way of an Offer, the Offer Document).

This announcement does not constitute a prospectus or a prospectus equivalent document.

If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or from an independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended).

## **Overseas jurisdictions**

*This announcement has been prepared for the purpose of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the UK.*

*The release, publication or distribution of this announcement in jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about, and observe any applicable requirements (including the payment of any issue, transfer or other taxes due in such jurisdiction). In particular, the ability of persons who are not resident in the UK to vote their AVEVA Shares at the Court Meeting or General Meeting, or to execute and deliver Forms of Proxy appointing another to vote their AVEVA Shares at the Court Meeting or the General Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.*

*Copies of this announcement and any other formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction (or any jurisdiction where to do so would violate the laws of that jurisdiction) and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition. If the Acquisition is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.*

## **Additional information for US investors**

*The Acquisition relates to the shares of an English company and is being made by means of a scheme of arrangement provided for under English company law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement which differ from the disclosure requirements of US tender offer and proxy solicitation rules.*

*If, in the future, Bidco exercises the right to implement the Acquisition by way of an Offer and determines to extend the offer into the US, the Acquisition will be made in compliance with applicable US laws and regulations.*

*The receipt of cash pursuant to the Acquisition by a US holder of AVEVA Shares as consideration for the transfer of its AVEVA Shares pursuant to the Scheme will likely be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as foreign and other, tax laws. AVEVA Shareholders are urged*

*to consult with legal, tax and financial advisers in connection with making a decision regarding the Acquisition.*

*Financial information included in this announcement and the Scheme Document has been or will have been prepared in accordance with accounting standards applicable in the UK that may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US.*

*To the extent permitted by applicable law and in accordance with normal UK market practice, Schneider Electric, Bidco or their nominees, or their brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, AVEVA Shares outside of the US other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes Effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements to purchase shall be disclosed as required in the UK, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).*

*It may be difficult for US holders of AVEVA Shares to enforce their rights and any claim arising out of US federal laws, since Schneider Electric, Bidco and AVEVA are located in a non-US jurisdiction, and some or all of their officers and directors may be residents of a non-US jurisdiction. US holders of AVEVA Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.*

### **Forward looking statements**

*This announcement contains certain forward-looking statements with respect to the financial condition, results of operations and business of AVEVA and certain plans and objectives of Schneider Electric and/or Bidco and with respect thereto.*

*These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. These statements are based on assumptions and assessments made by Schneider Electric, Bidco and AVEVA in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate, and therefore are subject to risks and uncertainties which could cause actual results to differ materially from those expressed or implied by those forward-looking statements.*

*The forward-looking statements contained in this announcement include statements relating to the expected effects of the Acquisition on Schneider Electric, Bidco and/or AVEVA, the expected timing and scope of the Acquisition and other statements other than historical facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning. By their nature, forward-looking statements involve risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future and the factors described in the context of such forward-looking statements in this document could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. Forward-looking statements may include statements in relation to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the*

expansion and growth of Schneider Electric, Bidco, the Bidco Group or AVEVA's operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Schneider Electric, Bidco, the Bidco Group or AVEVA's business.

Although it is believed that the expectations reflected in such forward-looking statements are reasonable, neither Schneider Electric nor Bidco nor AVEVA nor any of their representatives, associates or directors, officers or advisers provides any assurance that such expectations will prove to have been correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this document. None of AVEVA, Schneider Electric nor Bidco assumes any obligation to update or correct the information contained in this document (whether as a result of new information, future events or otherwise), except as required by applicable law.

### **Dealing disclosure requirements**

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the Offer Period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the tenth (10th) Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. (London time) on the tenth (10th) Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*

#### **Publication on website**

*A copy of this announcement will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions on AVEVA's website at <https://investors.aveva.com/offer-for-aveva-group-plc/> and Schneider Electric's website at <https://www.se.com/ww/en/about-us/investor-relations/disclaimer.jsp>. For the avoidance of doubt, the contents of those websites are not incorporated into and do not form part of this announcement.*

#### **Requesting hard copy documents**

*In accordance with Rule 30.3 of the Code, AVEVA Shareholders, persons with information rights and participants in AVEVA Share Plans may request a hard copy of this announcement (and any information incorporated by reference in this announcement) by contacting AVEVA's registrars, Link Group, during business hours on 0371 664 0321 (or if calling from outside the UK +44 371 664 0321) or by submitting a request in writing at PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Lines are open from 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday, excluding public holidays in England and Wales. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.*

*For persons who receive a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent unless so requested. Such persons may also request that all future documents, announcements and information be sent to them in relation to the Acquisition should be in hard copy form.*



## Appendix

### Expected timetable of principal events

All times shown are London times unless otherwise stated. All dates and times are based on AVEVA's and Schneider Electric's current expectations and are subject to change. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to AVEVA Shareholders by announcement through a Regulatory Information Service, with such announcement being made available on AVEVA's and Schneider Electric's websites at <https://investors.aveva.com/offer-for-aveva-group-plc/> and <https://www.se.com/ww/en/about-us/investor-relations/disclaimer.jsp>, respectively.

Event	Expected time/date
Latest time for lodging Forms of Proxy for:	
Court Meeting (BLUE form)	11.30 a.m. on 15 November 2022 <sup>(1)</sup>
General Meeting (WHITE form)	11.45 a.m. on 15 November 2022 <sup>(1)</sup>
Voting Record Time	6.30 p.m. on 15 November 2022 <sup>(2)</sup>
<b>Court Meeting</b>	11.30 a.m. on 17 November 2022
<b>General Meeting</b>	11.45 a.m. on 17 November 2022 <sup>(3)</sup>

**The following dates are indicative only and subject to change; please see note (4) below**

Court Hearing	As soon as reasonably practicable after the satisfaction or waiver of Conditions 3 to 6 set out in Part A of Part III ( <i>Conditions to and further terms of the Acquisition and the Scheme</i> ) ("D") <sup>(4)</sup>
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, AVEVA Shares	D+1 Business Day <sup>(4)</sup>
Suspension of listing and dealings in AVEVA Shares	6.00 p.m. on D+1 Business Day <sup>(4)</sup>
Scheme Record Time	6.00 p.m. on D+1 Business Day <sup>(4)</sup>
<b>Effective Date of the Scheme</b>	D + 2 Business Days <sup>(4)</sup>
Cancellation of listing of AVEVA Shares	8.00 a.m. on D + 3 Business Days <sup>(4)</sup>
Latest date for dispatch of cheques/settlement through CREST/processing of electronic BACS transfers	14 days after the Effective Date
Latest date by which Scheme must be implemented	21 September 2023 <sup>(5)</sup>

**Notes:**

- (1) The BLUE Form of Proxy for the Court Meeting, if not received by the time stated above (or, if the Court Meeting is adjourned, 48 hours (excluding non-working days) before the adjourned Court Meeting), may be handed to representatives of Link Group or to the Chair of the Court Meeting before the start of that Meeting and will still be valid. However, in order to be valid, the WHITE Form of Proxy for the General Meeting must be received no later than 11.45 a.m. (London time) on 15 November 2022 (or, if the General Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Meeting). Please see "Action to be taken" on pages 6 to 8 of the Scheme Document.
- (2) If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the relevant adjourned Meeting will be 6.30 p.m. on the date which is two days (excluding non-working days) before the date set for such adjourned Meeting.
- (3) To commence at 11.45 a.m. or, as soon thereafter as the Court Meeting shall have concluded or adjourned.
- (4) These times and dates are indicative only and will depend on, among other things, the dates upon which (i) the Conditions are satisfied or (where applicable) waived, (ii) the Court sanctions the Scheme, and (iii) the Court Order sanctioning the Scheme is delivered to the Registrar of Companies. If the expected date of the Court Hearing is changed, AVEVA will give adequate notice of the changes by issuing an announcement through a Regulatory Information Service.

- (5) The latest date by which the Scheme must be implemented may be extended by agreement between AVEVA and Bidco (with the prior consent of the Panel and as the Court may approve (if such approval(s) are required)).