

## ATTENDANCE CARD

### AVEVA GROUP PLC – COURT MEETING

A Court Meeting of AVEVA Group plc convened with the permission of the Court under Part 26 of the Companies Act 2006 will be held at 11:30 a.m. on Thursday, 17 November 2022.

#### Location of Court Meeting

The Court Meeting will be held at the offices of Freshfields Bruckhaus Deringer LLP at 100 Bishopsgate, London, EC2P 2SR.

# AVEVA

#### Attendance

By an order dated 17 October 2022 made in the matter of AVEVA Group plc, the Court has granted permission for a meeting of Scheme Shareholders to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006.

If you wish to attend the Court Meeting, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the Court Meeting after registering at the registration desk. You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the Court Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.

If you are unable to attend the Court Meeting, you are entitled to appoint another person or persons as your proxy to exercise all or any of your rights to attend the meeting and to vote and speak on your behalf. You may register your proxy appointment(s) and voting instructions online or by returning the Form of Proxy that accompanies this attendance card. Please see the Notes on the reverse of this attendance card for further details.

Signature of person attending:

Bar Code:

Event Code:

Investor Code:

In the High Court of Justice

No. CR-2022-003245

Business and Property Courts of England and Wales, Companies Court (ChD)

In the matter of AVEVA Group plc

and in the matter of the Companies Act 2006

## FORM OF PROXY

### AVEVA GROUP PLC (THE "COMPANY") – COURT MEETING

Court Meeting of the Company to be convened at 11:30 a.m. on Thursday, 17 November 2022.

Please read the Notice of Court Meeting in Part IX of the Scheme Document and the Notes on the reverse of the attendance card before completing this Form of Proxy in black ink.

Bar Code:

Event Code:

Investor Code:

I/We, the undersigned, being a registered shareholder/registered shareholders of the Company and entitled to vote at the Court Meeting, hereby appoint the Chair of the Court Meeting; or

NB: Leave 'Name of proxy' box blank to appoint the Chair as your proxy. Leave 'Number of shares proxy appointed over' box blank to vote all of your shares. Complete name of proxy in block capitals if not appointing the Chair of the Court Meeting and delete 'the Chair of the Court Meeting; or'.

Name of proxy

Number of shares proxy appointed over

to be my/our proxy to exercise all or any of my/our rights to attend and to speak and vote on my/our behalf at the Court Meeting of the Company, to be held at 11:30 a.m. on 17 November 2022 and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote in the manner indicated below (see Notes 6, 7, 8 and 9).

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 9):

**IMPORTANT:** If you wish to vote for the Scheme, sign in the box marked 'FOR', or if you wish to vote against the Scheme, sign in the box marked 'AGAINST'. PLEASE SIGN IN ONLY ONE OF THE BOXES BELOW. THIS FORM MUST BE SIGNED IN ORDER TO BE VALID. HOWEVER, IF YOU SIGN MORE THAN ONE BOX THIS FORM OF PROXY WILL BE INVALID (see Notes 10 and 13).

FOR the said Scheme:

SIGN:

OR

AGAINST the said Scheme:

Date:

Please detach and post this Form of Proxy (no stamp required if posting from the UK) to Link Group so as to be received by Link Group no later than 11:30 a.m. on Tuesday, 15 November 2022 or, if the Court Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Court Meeting (see Note 14). Alternatively, you can submit your proxy electronically (see Note 15), or through CREST using the CREST electronic proxy appointment service (see Note 16), or through the Proxymity platform (see Note 17). It is also possible to hand this blue Form of Proxy to a representative of Link Group at the Court Meeting or the Chair of the Court Meeting before the start of the Court Meeting.

Please sign and return this Form of Proxy whether or not you plan to attend the Court Meeting.

## Notes to Form of Proxy

- All capitalised but undefined terms in the Form of Proxy and these Notes shall have the same meaning as set out in the scheme document made available to shareholders on or around 18 October 2022 (Scheme Document).
- Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting in the Scheme Document. Before completing the Form of Proxy, please also read the section entitled "Action to be Taken" in the Scheme Document. You can access the Scheme Document and the Notice of Court Meeting at [www.aveva.com](http://www.aveva.com).
- Only shareholders on AVEVA's register of members at 6.30 p.m. on 15 November 2022 shall be entitled to vote at the Court Meeting in respect of the number of shares registered in their name at such time. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to participate and vote in the adjourned meeting is 6:30 p.m. on the day which is two days (excluding non-working days) before the date of such adjourned meeting. Changes to the entries in the register of members after any of these times shall be disregarded in determining the rights of any person to participate in and vote at the meeting.
- Only shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A member so entitled may appoint one or more proxies, who need not be members, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out on the Form of Proxy and in these Notes.
- Voting on all resolutions will be conducted by way of a poll rather than on a show of hands. Calling a poll on each resolution allows all proxy votes cast to be counted and reported.
- The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies), please cross out either or both of the words 'speak' or 'vote' as appropriate.
- Please sign in one of the boxes to show how you wish your vote to be cast. The form must be signed in order to be valid. However, if you sign more than one box, the Form of Proxy will be invalid. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to any other business (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
- If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided the number of shares in relation to which the person appointed as proxy is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- If you wish to appoint a proxy other than the Chair of the Court Meeting, please insert their name in the space provided and delete 'the Chair of the Court Meeting; or'. Please note that, if you appoint a particular AVEVA Director by name as a proxy, your vote will only be cast if that AVEVA Director is present at the Court Meeting. To appoint more than one proxy, you should either photocopy the Form of Proxy or request additional Form(s) of Proxy and indicate next to each proxy's name the number of shares in relation to which you authorise them to act as your proxy. If you have appointed multiple proxies please also mark the box where indicated. To obtain additional Forms of Proxy, please contact Link Group by post at PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL or by telephone in accordance with Note 23.
- If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. In the case of a joint holding, only one of the holders need sign. If the shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- Any alterations to the Form of Proxy should be initialled.
- Completion and return of the Form of Proxy will not prevent you from attending, speaking or voting in person at the Court Meeting or any adjournment thereof.
- In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. In any event, the names of all joint holders should be stated on the form of proxy.
- The Form of Proxy may be posted or may instead be delivered by hand (during normal business hours only) to Link Group at PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. To be valid, the Form of Proxy should be received by Link Group no later than 11:30 a.m. on Tuesday, 15 November 2022 or, if the Court Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Court Meeting but if the Form of Proxy is not so lodged, or submitted electronically (as described below), it may be handed to a representative of Link Group or the Chair of the Court Meeting before the start of the Court Meeting. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland.
- Alternatively, electronic proxy appointment (EPA) is available for the Court Meeting whereby you can lodge your votes electronically. If you have not registered with the Link Group online shareholder portal, Signal Shares, and would prefer to use the EPA system, please visit [www.signalshares.com](http://www.signalshares.com) where details of the procedure are shown. If you have not previously registered on the shareholder portal, you will require your investor code which is shown on the Form of Proxy. If you have already registered with [www.signalshares.com](http://www.signalshares.com) you may complete EPA at [www.signalshares.com](http://www.signalshares.com). EPA will not be valid if received after 11:30 a.m. on 15 November 2022 (or, if the Court Meeting is adjourned, less than 48 hours (excluding non-working days) before the time fixed for the adjourned Court Meeting) and will not be accepted if found to contain a computer virus.
- The CREST electronic proxy appointment service is available for the Court Meeting. To use this service, CREST members should transmit a CREST proxy instruction using the procedures described in the CREST Manual, so as to reach AVEVA's registrar, Link Group (CREST participant ID RA10), by no later than 11:30 a.m. on Tuesday, 15 November 2022 (or in the case of any adjournment, by no later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Link Group 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. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual can be viewed at [www.euroclear.com](http://www.euroclear.com).
- If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by our registrar. For further information regarding Proxymity, please go to <https://proxymity.io/>. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy. For an electronic proxy appointment to be valid, the appointment must be lodged via the Proxymity platform or received by Link Group no later than 11.30 a.m. on 15 November 2022 (or if the Court Meeting is adjourned, no later than 48 hours (excluding non-working days) before the time fixed for the adjourned Court Meeting).
- An electronic proxy appointment may be revoked completely by sending an authenticated CREST message and instructing the removal of your proxy vote. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote. In the case of written proxy instructions submitted on a Proxy Form, or an electronic instruction via [www.signalshares.com](http://www.signalshares.com) you will need to inform AVEVA by sending a signed written statement, clearly stating your intention to revoke your proxy appointment to Link Group at PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. You can change your proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time has passed will be disregarded.
- The right to appoint a proxy does not extend to a 'Nominated Person', that is, someone to whom the Notice of Court Meeting is sent because they have been nominated to enjoy information rights, under section 146 of the Companies Act 2006.
- Where two or more Forms of Proxy are delivered for use in respect of the same shares, the one which has been delivered last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which Form of Proxy was delivered last, none of the forms shall be treated as valid.
- You may not use any electronic address provided either on the Form of Proxy, in these Notes, in the Notice of Court Meeting or in any related documents to communicate with AVEVA for any purposes other than those expressly stated.
- The results of the voting at the Court Meeting will be announced through a Regulatory Information Service as soon as practicable and will appear on AVEVA's website, [www.aveva.com](http://www.aveva.com).
- If you have any questions relating to the Form of Proxy, please telephone (if calling from the UK) 0371 664 0321 or (if calling from overseas) +44 (0) 371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and monitored for security and training purposes. Please note that Link Group cannot provide advice on the merits of the Acquisition or the Scheme nor give any financial, legal or tax advice.