

Invitation to the Annual General Meeting on 11 May 2021

Shares of RIB Software SE: ISIN DE000A0Z2XN6 / WKN A0Z2XN



Overview containing information in accordance with Section 125 of the German Stock Corporation Act (AktG) in conjunction with Table 3 of the Implementing Regulation (EU) 2018/12122

A. Specification of the message

1. Unique identifier of the event: RIBHV20210511
2. Type of message: NEWM

B. Specification of the issuer

1. ISIN: DE000A0Z2XN6
2. Name of issuer: RIB Software SE

C. Specification of the meeting

1. Date of the General Meeting: 20210511
2. Time of the General Meeting: 10:00 hrs. UTC (Coordinated Universal Time)
3. Type of General Meeting: GMET
4. Location of the General Meeting:
<https://www.rib-software.com/group/investor-relations/annual-general-meeting>
5. Record Date: 20210504; 22:00 hrs. UTC (Coordinated Universal Time)
6. Uniform Resource Locator (URL):
<https://www.rib-software.com/group/investor-relations/annual-general-meeting>

Dear Shareholders,

We hereby invite our shareholders to the Annual General Meeting 2021 of RIB Software SE to take place on **Tuesday, 11 May 2021, at 12:00 hrs (noon, CEST)**, at the business premises of RIB Software SE, Vaihinger Straße 151, 70567 Stuttgart, Germany, which will be held as a **virtual General Meeting without the physical presence** of shareholders and their proxies (with the exception of the proxies nominated by the Company).

RIB Software SE, Stuttgart

CONSOLIDATED FIGURES - OVERVIEW

€ million unless otherwise indicated	2020	2019	2018	2017
Revenue	*254.6	*205.4	136.9	108.3
ARR	*146.6	*112.6	57.9	47.2
NRR	*51.9	*45.4	37.4	33.7
Service	*56.1	*47.4	32.3	19.9
E-Commerce	*0.0	*0.0	9.3	7.5
Operating EBITDA**	*65.3	*51.2	38.8	39.9
as% of revenue	*25.6%	*24.9%	28.3%	36.8%
EBITDA and adjusted for IFRS 16	*65.1	*44.4	37.9	40.3
as% of revenue	*25.6%	*21.6%	27.7%	37.2%
Operating EBT**	*25.0	*21.5	30.5	29.2
as% of revenue	*9.8%	*10.5%	22.3%	27.0%
Operating EBT** adjusted for PPA-Afa	*45.4	*33.8	35.8	32.8
as% of revenue	*17.8%	*16.5%	26.2%	30.3%
Consolidated net profit of the year	*19.5	*9.4	21.9	18.4
Amortization from purchase price allocations (PPA-Afa)	*20.4	*12.3	5.3	3.6
Cash flow from operating activities	71.2	34.8	30.6	22.8
Group liquidity***	224.0	125.8	238.2	134.8
Equity ratio	71.7%	74.7%	83.6%	80.5%
Average number of employees	1,978	1,599	1,038	832
Research and development expenses	*38.9	*32.5	26.0	21.4
R&D ratio - iMTWO Segment****	20.0%	19.2%	21.0%	21.2%

*The disclosures for 2019 and 2020 only include amounts from continuing operations

**EBITDA and EBT adjusted for currency effects and one-off/special effects

***Cash and cash equivalents, time deposits and available-for-sale securities

****For 2018 to 2020 adjusted for revenues from Value Added Resellers and Managed Service Providers, 2017 iTWO segment

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INVITATION TO THE ANNUAL GENERAL MEETING 2021 (VIRTUAL GENERAL MEETING)

The General Meeting will be held for our shareholders and their proxies, who have duly registered in the password-protected internet service accessible via the Company's website at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>

and broadcast live in picture and sound. Voting rights may only be exercised by postal vote or by granting power of attorney to the proxies nominated by the Company. More detailed explanations are provided below under Section V. „Further information on the convocation“.

Note:

If references are made to provisions of the German Stock Corporation Act (AktG) or the German SE Implementation Act (SEAG), the citation omits for reasons of clarity the reference to the relevant referral provisions (Article 9, Article 52, Article 53) of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (SE Regulation).

AGENDA

1. Presentation of the adopted annual financial statements and the approved consolidated financial statements of RIB Software SE for the 2020 financial year, the combined group management report and the management report for the 2020 financial year, the report of the Administrative Board of RIB Software SE and the explanatory report of the Administrative Board of RIB Software SE on the information pursuant to Sections 289a, 315a of the German Commercial Code (Handelsgesetzbuch – HGB) for the 2020 financial year

In accordance with legal provisions, no resolution is to be passed under this agenda item, since the Administrative Board of RIB Software SE has already approved the annual financial statements and consolidated financial statements and hence the annual financial statements have been adopted. For the other documents mentioned under this agenda item, the law generally only provides that shareholders shall be informed with no resolution to be passed by the General Meeting.

2. Resolution on the appropriation of profits

The Administrative Board proposes that the profits of EUR 51,682,409.92 shall be utilised as follows:

Distribution to the shareholders of a dividend in the amount of EUR 0.98 per share with dividend entitlement: EUR 51,049,335.82

Profit carried forward: EUR 633,074.10

In accordance with Section 58(4) sentence 2 of the German Stock Corporation Act (Aktiengesetz – AktG), the claim to the dividend is due on the third business day following the resolution of the General Meeting, i.e. on 17 May 2021.

3. Resolution on the formal approval of the actions of the members of the Administrative Board of RIB Software SE for the 2020 financial year

The Administrative Board proposes that the actions of the members of the Administrative Board of RIB Software SE who were in office in the 2020 financial year shall be formally approved for the 2020 financial year.

4. Resolution on the formal approval of the actions of the Managing Directors of RIB Software SE for the 2020 financial year

The Administrative Board proposes that the actions of the Managing Directors of RIB Software SE who were in office in the 2020 financial year shall be formally approved for the 2020 financial year.

5. Resolution on the election of the auditor for the annual financial statements and the consolidated financial statements for the 2021 financial year

The Administrative Board proposes, based on the recommendation of the Audit Committee, to appoint Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft, Dusseldorf, as the auditor for the annual financial statements and the consolidated financial statements for the 2021 financial year.

The recommendation of the Audit Committee was prepared following a selection procedure pursuant to Article 16(3) of the EU Statutory Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and the Council of 16 April 2014). On the basis of this selection procedure, the Audit Committee, in accordance with Article 16(2) of the EU Statutory Audit Regulation, recommended BANSBACH GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, and Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Dusseldorf, to the Administrative Board for the aforementioned auditing services with a justified preference for Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Dusseldorf.

The Audit Committee has stated that its recommendation was free from any improper influence by any third party and that no clause restricting its choice within the meaning of Article 16(6) of the EU Statutory Audit Regulation was imposed upon it.

Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Dusseldorf, has stated to the Administrative Board that there are no business, financial, personal or other relationships between it, its executive bodies and head auditors on the one hand, and the Company and its executive body members on the other hand, which could give rise to doubts about its independence.

6. Resolution on the elections to the Administrative Board

The composition of the Administrative Board is determined in accordance with Article 43(2) to (4) of the SE Regulation in conjunction with Sections 23, 24 of the German SE Implementation Act, Section 21(3) of the German SE Employee Involvement Act (SEIA) as well as Articles 6(1) and (3) of RIB Software SE's Articles of Association.

Pursuant to Articles 6(1) and (3) of the RIB Software SE's Articles of Association, the Administrative Board consists of eight members who are elected by the General Meeting. The office of all Administrative Board members ends with the termination of this General Meeting. In order for the Administrative Board to continue to have the required number of members pursuant to Article 6(1) of the Articles of Association, the election of eight new Administrative Board members is necessary.

The General Meeting is not bound by election proposals. The Management Board proposes on the recommendation of its Nomination and Remuneration Committee that

- (1) **Thomas Wolf**, Managing Director and CEO of RIB Software SE, resident in Singapore,
- (2) **Philippe Delorme**, Executive Vice President Energy Management Business and member of the Executive Committee of Schneider Electric SE, resident in Hong Kong,
- (3) **Mads Bording Rasmussen**, Managing Director and CRO of RIB Software SE, resident in Copenhagen, Denmark,
- (4) **Professor Martin Fischer**, Professor, Civil and Environmental Engineering, Stanford University, resident in Menlo Park, California, USA,
- (5) **Professor Rüdiger Grube**, Managing Shareholder of Rüdiger Grube International Business Leadership GmbH, resident in Hamburg,
- (6) **Dr Matthias Rumpelhardt**, Managing Director of Dacapo 2 GmbH, resident in Berlin,
- (7) **Michael Sauer**, Managing Director and CFO of RIB Software SE, resident in Neuhausen auf den Fildern, and
- (8) **Axel Tismer**, Senior Vice President, Head of M&A at Schneider Electric SE, resident in London, United Kingdom,

be elected as members of the Administrative Board of the Company with effect upon the termination of this General Meeting and for the period until the termination of the General Meeting that adopts a resolution on the formal approval of actions for the financial year 2024.

The elections are to be carried out as individual elections.

Philippe Delorme is Executive Vice President Energy Management Business and member of the Executive Committee of Schneider Electric SE. Axel Tismer is Senior Vice President and Head of M&A at Schneider Electric SE. Schneider Electric SE indirectly holds more than 10% of the voting shares in RIB Software SE. Apart from this, in the assessment of the Administrative Board, there are no personal or business relationships between the proposed candidates on the one hand and RIB Software SE, its group companies, the executive bodies of RIB Software SE or any shareholder directly or indirectly holding more than 10% of the voting shares in RIB Software SE on the other hand that would be relevant for the election decision of an objectively judging shareholder.

It is intended that Mr Thomas Wolf, if elected to the Administrative Board, will stand for the office of Chairman of the Administrative Board.

The curricula vitae of the proposed candidates, including information on memberships in other required statutory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises as well as overviews of their significant activities in addition to their Administrative Board mandates, can be found in the information on agenda item 6 below under Section II. and on the Company's website at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>

7. Resolution on the amendment of the authorisation to grant subscription rights to members of the management and employees of the Company or any affiliated companies as part of the Stock Option Program 2020 and on the amendment of the Conditional Capital 2020/I and a corresponding amendment of the Articles of Association

The General Meeting held on 26 June 2020 adopted a resolution regarding agenda item 6 on the authorisation to grant subscription rights to members of the management and employees of RIB software SE or any affiliated company (Stock Option Program 2020) and on the amendment of the conditional capital, which was created to cover the Stock Option Program 2015, as Conditional Capital 2020/I and on a corresponding amendment of the Articles of Association.

In the course of determining whether the performance targets for the subscription rights issued in the 2020 financial year have been achieved, it became apparent that the regulation in the Stock Option Program 2020 raises questions of interpretation with regard to the performance targets. This ambiguity is to be eliminated by a partial reformulation of a definition that is decisive for the achievement of the performance targets.

The proposed adjustments to the Stock Option Program 2020 resulted in the Conditional Capital 2020/I as well as the corresponding provision in Article 4(5) of the Articles of Association having to be amended.

The Administrative Board proposes that the following resolution be adopted:

7.1 The authorisation to grant subscription rights (Stock Option Program 2020) of the General Meeting of the Company held on 26 June 2020 under agenda item 6 is amended in point b) as follows:

The definition of the term „Organic Revenue Growth“ stated in point (cc) shall be reworded as follows:

„Organic Revenue Growth“ means, in respect of a particular financial year, the difference between (i) the quotient of (x) the Organic Revenue (as defined below) for that financial year and (y) the revenue for the financial year preceding that financial year and (ii) one, expressed as a percentage.

7.2 The authorisation of the General Meeting of 26 June 2020 pursuant to point b) of agenda item 6 to grant subscription rights (Stock Option Program 2020) shall otherwise continue to apply unchanged. The subscription rights issued in 2020 on the basis of the Stock Option Program 2020 remain unaffected by the amendments.

7.3 The resolution of the Annual General Meeting of the Company of 26 June 2020 on agenda item 6 point c) on the creation of a conditional capital to cover subscription rights under the Stock Option Program 2020 shall, in context of the proposed amendment of the authorisation under Section 7.1, be revised as follows:

„The Company’s share capital is conditionally increased by up to EUR 2,291,404.00 by issuing up to 2,291,404 new registered shares in the nominal amount of EUR 1.00 per share. The conditional capital increase will only be implemented to the extent that the holders of the subscription rights issued on the basis of the resolutions of the General Meetings of the Company of 20 May 2011 under agenda item 8 point a) (in the version of the resolution of the Annual General Meeting of 4 June 2013), of 10 June 2015 under agenda item 8 point b) or of 26 June 2020 under agenda item 6 point b) (in the original version or in the version of the resolution of the Annual General Meeting of 11 May 2021) (in each case an „**SOP Authorisation**“) may exercise their right to subscribe to shares of the Company and the Company does not grant treasury shares or make a cash payment to fulfil the subscription rights. The Administrative Board is solely responsible for granting and processing subscription rights to members of the Management Board of the former RIB Software AG and for granting and processing subscription rights to Managing Directors, and the Managing Directors are responsible for granting subscription rights to the other entitled persons. Shares are issued from the conditional capital at the exercise price determined in the relevant SOP Authorisation as the issue price. The new shares participate in the profits from the beginning of the financial year in which they are created by the exercise of subscription rights.“

7.4 Article 4(5) of the Company’s Articles of Association shall be amended and reworded as follows:

„(5) The Company’s share capital is conditionally increased by up to EUR 2,291,404.00 by issuing up to 2,291,404 new registered shares in the nominal amount of EUR 1.00 per share („**Conditional Capital 2020/I**“). The conditional capital increase will only be implemented to the extent that the holders of the subscription rights issued on the basis of the resolutions of the General Meetings of the Company of 20 May 2011 under agenda item 8 point a) (in the version of the resolution of the Annual General Meeting of 4 June 2013), of 10 June 2015 under agenda item 8 point b) or of 26 June 2020 under agenda item 6 point b) (in the original version or in the version of the resolution of the Annual General Meeting of 11 May 2021) (in each case an „**SOP Authorisation**“) may exercise their right to subscribe to shares of the Company and the Company does not grant treasury shares or make a cash payment to fulfil the subscription rights. The Administrative Board is solely responsible for granting and processing subscription rights to members of the Management Board of the former RIB Software AG and for granting and processing subscription rights to Managing Directors, and the Managing Directors are responsible for granting subscription rights to the other entitled persons. Shares are issued from the Conditional Capital 2020 at the exercise price determined in the relevant authorisation as the issue price. The new shares participate in the profits from the beginning of the financial year in which they are created by the exercise of subscription rights.“

8. Resolution on the approval of the remuneration system for the Managing Directors of RIB Software SE

Pursuant to Article 52 sentence 2 SE Regulation in conjunction with Section 120a(1) of the German Stock Corporation Act (AktG), the general meeting of a listed company shall approve by resolution the remuneration system for the Managing Directors, which the Administrative Board of the company submits in accordance with Section 40(7) of the German law implementing the SE Regulation (SEAG) in conjunction with Section 87a AktG, in any event of material change, but at least every four years. Section 26j(1) sentence 1 of the German Introductory Act to the Stock Corporation Act (EGAktG) provides that the first resolution pursuant to Section 120a(1) AktG must have been passed by the end of the first annual general meeting held after 31 December 2020.

Taking into account the requirements of Section 40(7) SEAG in conjunction with Section 87a(1) AktG, the Administrative Board has adopted a system for the remuneration of the Managing Directors, a description of which is included in the information provided below with respect to agenda item 8 under Section III.

Based on the recommendations of its Nomination and Remuneration Committee, the Administrative Board proposes that the Annual General Meeting approve the remuneration system for the Managing Directors of RIB Software SE as described in the information provided with respect to agenda item 8 under Section III.

9. Resolution on the remuneration of the members of the Administrative Board of RIB Software SE

Pursuant to Section 38(1) SEAG in conjunction with Section 113(3) sentences 1 and 2 AktG, the general meeting of a listed company shall resolve on the remuneration for the members of its Administrative Board at least every four years. A resolution confirming the remuneration is permissible for this purpose. According to Section 26j(1) sentence 1 EGAktG, the first resolution pursuant to Section 113(3) AktG must have been passed by the end of the first annual general meeting held after 31 December 2020. The current remuneration of the members of the Administrative Board was most recently decided on by resolution of the Annual General Meeting held on 15 May 2019.

The remuneration of the members of the Administrative Board is specified in Section 11 of the Articles of Association of the Company. The remuneration consists of fixed components only. The wording of Section 11 of the Articles of Association and the remuneration system on which it is based as well as the details required by Section 38(1) SEAG in conjunction with Section 113(3) sentence 3 and Section 87a(1) sentence 2 AktG are included in the information provided below with respect to agenda item 9 under Section IV.

The Administrative Board proposes that the Annual General Meeting approve the remuneration for the members of the Administrative Board of RIB Software SE, a remuneration which is specifically defined in Article 11 of the Articles of Association and which is based on the remuneration system described in the information with respect to agenda item 9 under Section IV.

II. Information with respect to agenda item 6: Elections to the Administrative Board

1. Thomas Wolf

Knowledge, skills and experience

Education

- Diplom Kaufmann (German equivalent of a master's degree in Business Administration), focus on marketing for capital goods, FU Berlin (1982)

Professional career

- 1982 – 1995 Entrepreneur & Investor (Digital Transformation / Rebuilding of East Germany / New Markets)
- 1995 – 2002 CEO of Mühl Product & Service AG
- 2000 – 2009 Entrepreneur (RIB AG), Management Consultant and Chairman of the Supervisory Board of RIB Software AG
- 2009 – 2017 CEO of RIB Software AG
- Since 2017 CEO of RIB Software SE and Chairman of the Administrative Board

Significant activities in addition to the Administrative Board mandate

Memberships in other statutory Supervisory Boards/Administrative Boards in Germany

- Chairman of the Supervisory Board of SGTWO AG

Memberships in comparable domestic and foreign controlling bodies of commercial enterprises

- Member of the Advisory Board of 5D Institut GmbH
- Managing Director and Chairman of the Board of Directors of EMC Invest Ltd, Cayman Islands

2. Philippe Delorme

Knowledge, skills and experience

Education

- Master of Science, École Centrale Paris, major: Manufacturing & Industrial Innovation (1993)
- M.B.A. Sciences Po Paris (1994)

Professional career

- 1994 – 1996 Matra Hachette, Taiwan, Industrial technology transfer
- 1996 – 2000 Schneider Electric High Voltage, Grenoble/France, Project sales and project execution Asia Pacific
- 2000 – 2004 Schneider Electric, Grenoble/France, Electrical Network Management Vice President
- 2004 – 2008 Schneider Electric, Nashville/USA Power Monitoring & Control Vice President
- 2008 – 2009 Schneider Electric, Paris, CEO Chief of Staff
- 2009 – 2010 Schneider Electric, Paris, Group Chief Strategy & Technology Officer
- 2011 – 2014 Schneider Electric, Hong Kong, Executive Vice President Partner Business, Member of the Executive Committee
- Since 2014 Schneider Electric, Hong Kong, Executive Vice President Energy Management Business and member of the Executive Committee of Schneider Electric SE

Significant activities in addition to the Administrative Board mandate

Memberships in other statutory Supervisory Boards/Administrative Boards in Germany

- N/A

Memberships in comparable domestic and foreign controlling bodies of commercial enterprises

- Board Member of Fuji Electric FA Components & Systems Co., Ltd., Tokyo, Japan
- Board Member of Himel Hong Kong Limited, Hong Kong
- Board Member of Schneider Electric Asia Pacific Limited, Hong Kong
- Chairman of the Board of Zircon Investment (Shanghai) Co., Ltd., Shanghai, China

3. Mads Bording Rasmussen

Knowledge, skills and experience

Education

- Master of Science & Executive M.B.A.

Professional career

- 2001 – 2007 Tiscali Spa Customer Intelligence Manager
- 2007 – 2008 Founding Partner Zielgut
- 2008 – 2017 CEO of RIB A/S (formerly Docia A/S), Copenhagen, Denmark
- Since 2017 CRO of RIB Software SE
- Since 2018 Member of the Administrative Board of RIB Software SE

Significant activities in addition to the Administrative Board mandate

Memberships in other statutory Supervisory Boards/Administrative Boards in Germany

- N/A

Memberships in comparable domestic and foreign controlling bodies of commercial enterprises

- N/A

4. Professor Martin Fischer

Knowledge, skills and experience

Education

- Diploma, Civil Engineering, Swiss Federal Institute of Technology, Lausanne (January 1984)
- M.S., Industrial Engineering, Stanford University (June 1987)
- Ph.D., Civil Engineering, Stanford University (June 1991)

Professional career

- 1984 – 1991 Various positions in industry and academia in Switzerland, Germany, USA, and Japan
- 1991 – 1992 Acting Assistant Professor, Civil and Environmental Engineering, Stanford University
- 1996 Visiting Professor, Queensland University of Technology, Australia
- 1992 – 1999 Assistant Professor, Civil and Environmental Engineering, Stanford University
- 1999 – 2006 Associate Professor, Civil and Environmental Engineering, Stanford University

- 2002 – 2013 Visiting Professor, School of Construction & Property Management, University of Salford, UK
- 2006 Visiting Professor, Dept. of Civil Eng., Helsinki University of Technology, Helsinki, Finland
- 2008 – 2012 Advisory Professor, School of Economics and Management, Tongji University, Shanghai, China
- 2008 – 2014 Coordinator, Energy Efficiency for Buildings, Precourt Institute for Energy Efficiency, Stanford
- Since 2001 Director, Center for Integrated Facility Engineering (CIFE), Stanford
- Since 2009 Affiliated Faculty, Emmett Interdisciplinary Program in Environment and Resources
- Since 2009 Affiliated Faculty, Woods Institute for the Environment
- Since 2009 Senior Fellow, Precourt Institute for Energy, Stanford
- Since 2006 Professor, Civil and Environmental Engineering, Stanford University
- Since 2017 Kumagai Professor of Engineering

Significant activities in addition to the Administrative Board mandate

Memberships in other statutory Supervisory Boards/Administrative Boards in Germany

- Chairman of the Supervisory Board of sfirion AG

Memberships in comparable domestic and foreign controlling bodies of commercial enterprises

- Member of Administrative Board of Implenia AG, Dietlikon, Switzerland
- Member of the Advisory Board of Cadwork Informatik CI AG, Basel, Switzerland
- Member of the Advisory Board of Fieldwire, San Francisco, USA
- Member of the Advisory Board of ALICE Technologies, Inc., Menlo Park, USA
- Member of the Advisory Board of einsite, San Francisco, USA
- Member of the Advisory Board of VIATechnik LLC, Chicago, USA

5. Professor Rüdiger Grube

Knowledge, skills and experience

Education

- Vocational training in aircraft construction, Messerschmitt-Bölkow-Blohm (MBB) (1969)
- Degree studies in automotive manufacturing and aircraft engineering, Hamburg University of Applied Sciences (1972)
- Degree in engineering (1978)
- Degree studies in vocational and business education, University of Hamburg (1978)
- Instructor, Hamburg vocational school for production and aircraft engineering (1982)
- Doctorate in business and employment studies, University of Hamburg and University of Kassel (1986)

Professional career

1982 – 1986	Adjunct professor for production engineering, University of Hamburg; doctoral program in business and employment studies, University of Hamburg and University of Kassel
1986 – 1989	Consultant (freelance) Messerschmitt-Bölkow-Blohm GmbH
1989 – 1995	Managerial positions at Messerschmitt-Bölkow-Blohm GmbH, Deutsche Airbus GmbH and Daimler-Benz Aerospace AG
1996 – 1998	Senior Vice President and Head of Corporate Strategy, Daimler-Benz AG
1998 – 1999	Senior Vice President and Head of Corporate Strategy, DaimlerChrysler AG
1999 – 2000	CEO, Häussler group
2000 – 2001	Senior Vice President for Corporate Development, DaimlerChrysler AG and Head of Post-Merger Integration (PMI)
2001 – 2007	Member of the Board of Management of DaimlerChrysler AG responsible for corporate development and equity interests, as well as mergers and acquisitions; beginning in 2004 also responsible for all business in Northeast Asia (China, Korea, Taiwan, Macau, Hong Kong)
2007 – 2009	Member of the Board of Management Daimler AG responsible for corporate development and equity interests, as well as mergers and acquisitions; beginning in 2004 also responsible for all business in Northeast Asia (China, Korea, Taiwan, Macau and Hong Kong)
2009 – 2017	CEO and Chairman of the Management Board of Deutsche Bahn AG; additional involvement in German, European global associations, interest groups and foundations; variety of teaching assignments
Since 2017	Chairman, Lazard Deutschland, Frankfurt
Since 2017	Foundation of Rüdiger Grube International Business Leadership, Hamburg

Teaching

- Since 2017 Professor at the Technical University of Hamburg, Chair of Management Sciences and Mobility & Logistics

Significant activities in addition to the Administrative Board mandate

Memberships in other statutory Supervisory Boards/Administrative Boards in Germany

- Chairman of the Supervisory Board of Hamburger Hafen- und Logistik Aktiengesellschaft
- Chairman of the Supervisory Board of Bombardier Transportation GmbH
- Chairman of the Supervisory Board of Bombardier Transportation (Bahntechnologie) Holding Germany GmbH
- Chairman of the Supervisory Board of Vantage Towers AG
- Member of the Advisory Board of Deufol SE

Memberships in comparable domestic and foreign controlling bodies of commercial enterprises

- N/A

6. Dr Matthias Rumpelhardt

Knowledge, skills and experience

Education

- Diploma in Industrial Engineering, TU Berlin
- Dr. rer. pol., TU Berlin

Professional career

- 1986 Trainee Venture Capital, Nexa Corporation, Ottawa, Ontario, Canada
- 1987 Assistant to the General Managers, Agro Comercial S.A., Guatemala, Central America
- 1988 – 1992 Management consultant at FRASER Management Consultants, Essen, Sao Paolo, final position: Partner
- 1992 – 1997 Management consultant at Bossard Consultants, Paris, Senior Partner and Member of the Executive Boards
- 1997 – 2001 Management consultant at Gemini Consulting, Paris, Senior Vice President and Member of the Central European Boards
- 2002 – 2006 Innomotive AG, Munich, Executive Board member
- 2006 – 2007 Ströer Media AG, Berlin, CEO
- Since 2007 Dacapo2 GmbH, Berlin, Managing Partner
- 2008 – 2015 Member of the Supervisory Board of MBB Industries AG

Significant activities in addition to the Administrative Board mandate

Memberships in other statutory Supervisory Boards/Administrative Boards in Germany

- N/A

Memberships in comparable domestic and foreign controlling bodies of commercial enterprises

- N/A

7. Michael Sauer

Knowledge, skills and experience

Education

- Diploma in Business Administration (BA), Ravensburg

Professional career

- 1992 Bantle Systemhaus GmbH, Project Manager
- 1993 – 1995 Hermann Mühl GmbH Hessen, authorised officer
- 1995 – 2002 Executive Board member of Mühl Product & Service AG, Thuringia
- 2002 – 2017 CFO of RIB Software AG
- Since 2017 CFO of RIB Software SE and member of the Administrative Board

Significant activities in addition to the Administrative Board mandate

Memberships in other statutory Supervisory Boards/Administrative Boards in Germany

- Chairman of the Supervisory Board of RIB Information Technologies AG
- Chairman of the Supervisory Board of RIB Cloud AG (formerly: MTWO AG)
- Member of the Supervisory Board of SGTWO AG

Memberships in comparable domestic and foreign controlling bodies of commercial enterprises

- Member of the Supervisory Board of RIB A/S, Copenhagen, Denmark
- Member of the Advisory Board of 5D Institut GmbH
- Managing Director of EMC Invest Ltd., Cayman Islands

8. Axel Tismer

Knowledge, skills and experience

Education

- Graduate Degree in Business Administration (Diplom-Kaufmann), University of Cologne (1999)
- CEMS Master in International Management, ESADE (Barcelona), HEC (Paris) (1995 – 1998)

Professional career

- 1999 – 2010 JP Morgan, Investment Bank, European Industrials Group
- 2010 – 2018 Barclays, Investment Bank, Managing Director, European Industrials Group
- Since 2018 Schneider Electric, Senior Vice President, Head of Mergers & Acquisitions

Significant activities in addition to the Administrative Board mandate

Memberships in other statutory Supervisory Boards/Administrative Boards in Germany

- Member of the Supervisory Board of Schneider Electric Investment AG

Memberships in comparable domestic and foreign controlling bodies of commercial enterprises

- N/A

III. Information on agenda item 8: Remuneration system for the Managing Directors of RIB Software SE

1. Main features and objectives of the remuneration system

The system for the remuneration of the Managing Directors of RIB Software SE is geared towards a sustainable and long-term corporate development and towards an increase in the value of the Company. Thus the system contributes to the promotion of the business strategy and the long-term development of the Company.

The remuneration system sets incentives for a value-adding and sustainable development of the Company. The strategic and operational performance indicators associated with such a development, as well as certain sustainability goals are to be embedded in the variable remuneration for the Managing Directors in the form of targets. If legally possible, the long-term remuneration of the Managing Directors will be linked to strategic financial targets for the Company by granting stock options.

The purpose of the remuneration system is to remunerate the Managing Directors adequately in accordance with the scope of their duties and responsibilities, taking into account each Managing

Director's personal performance, the economic situation and success of the Company as well as the customary level of remuneration. It should help to determine a competitive level of remuneration and thus provide an incentive for dedicated and successful work.

The remuneration system for the Managing Directors does not exclude the granting of third-party remuneration, for example through the participation of the Managing Directors in remuneration programs of Schneider Electric SE. The approval of the Administrative Board is required for this. The Administrative Board will only grant its consent if such remuneration and the incentivization caused by it are compatible with the interests of RIB Software SE and the aforementioned objectives of the remuneration system. Furthermore, the Administrative Board will ensure that such remuneration does not lead to an inadequacy of the total remuneration and, in particular, that the maximum remuneration provided for in this remuneration system (see under 4.) is not exceeded.

2. Description of the procedure for determining, implementing and reviewing the remuneration system

The Administrative Board, supported by its Nomination and Remuneration Committee, determines the remuneration system in accordance with Section 40(7) SEAG in conjunction with Section 87a(1) AktG. For this purpose, the Nomination and Remuneration Committee develops the structure and the individual components of the remuneration system and reports on this to the Administrative Board in order to prepare its discussion and resolution. Both the Nomination and Remuneration Committee and the Administrative Board are allowed to consult external remuneration experts who must be independent. External legal advisors may also be consulted.

The General Meeting shall resolve on the remuneration system each time the system is changed materially, but at least every four years. If the General Meeting has not approved the remuneration system, a revised remuneration system must be submitted for resolution at the latest at the following Annual General Meeting.

As part of the development of the present system for the remuneration of the Managing Directors of RIB Software SE, the Administrative Board, supported by the Nomination and Remuneration Committee, has conducted a review as to whether the existing structure of remuneration is still adequate. In doing so, the Administrative Board has come to the conclusion that the existing remuneration structure is still adequate and functional and that only minor adjustments are to be made with regard to the new legal requirements.

In order to assess what level of remuneration is customary for Managing Directors in comparison with other companies (horizontal remuneration comparison), the Administrative Board did not use

findings from an analysis of remuneration data from a suitable peer group of companies as well as a general industry comparison. The determination and analysis of remuneration data from other companies involves considerable effort. The Administrative Board considers this to be impractical.

Moreover, the assessment of customary practice did not include a vertical remuneration comparison, in which the remuneration and employment conditions of employees within the Company were taken into account. The relationship between the remuneration of the Managing Directors and that of the senior management or that of the workforce as a whole, or its development over time, were not taken into account. The Administrative Board does not consider such comparison suitable or necessary for ensuring that the remuneration of the Managing Directors is adequate.

When determining the remuneration parameters, the Administrative Board shall take care that the share of long-term variable remuneration components exceeds the share of short-term variable remuneration components.

The present system for the remuneration of the Managing Directors shall apply to all service agreements with Managing Directors of RIB Software SE that are newly concluded or extended as of 11 May 2021.

3. Remuneration components

The total remuneration of each Managing Director consists of four components:

- a fixed, non-performance-related remuneration component (see 3 a);
- a variable, performance-related remuneration component with a focus on the short term, based on the achievement of personal targets (see 3 b);
- a variable, performance- and company-related remuneration component with a focus on the long term (see 3 c); and
- a variable remuneration component with a focus on the long term, consisting of stock options (see 3 d).

a) Fixed remuneration

(1) Basic remuneration

The basic remuneration consists of a fixed annual, non-performance-related basic salary, which is paid in twelve equal monthly instalments.

(2) Fringe benefits

In addition, the Managing Directors are granted benefits in kind and fringe benefits, such as the provision of a company car, contributions to insurance premiums, the conclusion of a D&O insurance and coverage of certain kinds of fees for legal and tax advice as well as housing costs.

(3) Pension commitments

If relevant pension plans exist, the Administrative Board may also award pensions to individual or all Managing Directors.

b) Performance-based, short-term variable remuneration (target bonuses)

The Managing Directors are granted a variable remuneration (so-called target bonuses), which is based on short-term performance over the period of one year and depends on the achievement of certain personal targets. This remuneration component is paid fully in cash. The relevant target figures and amounts for the respective financial year are determined by the Administrative Board at the same meeting of the Administrative Board at which the annual financial statements and the consolidated financial statements for the previous financial year are approved.

The targets to be set are individual operational and strategic targets that are within the scope of the direct responsibility of the respective Managing Director. For the last financial years (including the 2020 financial year), for example, the following targets were agreed: Operating EBITDA of the RIB group, development of group revenue, number of Phase II and Phase III closings, acquisition of users for the MTWO platform, closings of acquisitions and development of the share price.

Within this framework, the Administrative Board also uses sustainability targets as target figures, such as progress in the environmental compatibility of the business activities of the companies of the RIB group, in employee satisfaction or the status of compliance in the area of responsibility of the respective Managing Director. The concretization of these sustainability targets takes place

within the framework of their determination by the Administrative Board. The achievement of the sustainability targets shall have an overall weighting of 10% for the determination of the target bonuses. Different sustainability goals can impact the target bonuses by differing degrees.

The Administrative Board determines the target figures bearing in mind the specific circumstances in the financial year ahead. The Administrative Board also determines how achieving specific targets influences the target bonuses amounts. In the past, for example, the Administrative Board decided to add up the target bonuses for the individual targets if several targets were achieved. The Administrative Board is free to define target figures other than those mentioned above and to include them in the specific catalog of criteria for a financial year. As the Company's circumstances change from financial year to financial year, the respective target figures to be agreed may also vary.

In selecting the target figures, the Administrative Board constantly keeps in mind what benefits the Company's strategy and long-term development. This way, the target bonuses provide incentives to align the operating business with the higher-level corporate strategy and thus contribute to promoting the business strategy and the long-term development of the Company.

Once the target figures for a financial year have been defined, any subsequent changes to them are not envisaged.

At the Administrative Board meeting which resolves on the approval of the annual financial statements and the consolidated financial statements for the past financial year, the Administrative Board determines to what extent each Managing Director has actually achieved his or her targets relating to the target bonuses. This is determined on the basis of the Company's accounts (for targets in the form of financial indicators) or on the basis of information to be provided for this purpose by the Company (in the case of non-financial targets of an actual (e.g. contract conclusion) or another (e.g. compliance status) nature).

The short-term variable remuneration is paid in cash after the Administrative Board has determined to what extent the targets for the past financial year have actually been achieved.

c) Performance-based, long-term, company-related variable cash remuneration (LTI)

The Managing Directors are granted performance-based, long-term, company-related variable remuneration which is based on the achievement of certain target figures within a three-year period and paid fully in cash. The relevant target figures and amounts for the relevant three-year period are

determined by the Administrative Board at the same meeting of the Administrative Board at which the annual financial statements and the consolidated financial statements for the financial year preceding the relevant three-year period are approved.

The target figures to be determined are company-related financial ratios of the Company's or the group's financial statements. For the three-year period from 1 January 2020 to 31 December 2022, for example, the annual growth rate (CAGR) of operating EBITDA in the group (IFRS) was used.

The Administrative Board is free to define other or additional target figures than those mentioned above and to include them in the specific catalog of criteria for a three-year period. As the Company's circumstances change from one three-year period to the next, the target figures to be agreed in each case may also differ. In selecting the targets, the Administrative Board will always be guided by the need to promote the Company's strategy and its long-term development. In this way, performance-related, long-term variable remuneration creates incentives to align the operating business with the overriding strategy and thus contributes to promoting the business strategy and the long-term development of the Company.

There is no provision for subsequent changes to the target figures for the three-year period in question.

The Administrative Board determines the actual target achievement for the performance-related, long-term variable remuneration for the respective Managing Director at the Administrative Board meeting at which a resolution is passed on the approval of the annual financial statements and the consolidated financial statements for the final year of the three-year period. Target achievement is confirmed by the auditor of the Company or the group.

The performance-related, long-term variable remuneration is paid in cash at the end of the month following the audit of the relevant financial statements for the final year of the three-year period.

d) Long-term, share-oriented variable remuneration

The Managing Directors of RIB Software SE are encouraged to make a long-term commitment to the Company and to promote sustainable growth and value creation. For this reason, a significant part of their total remuneration is linked to the long-term development of the Company's share price. As long-term, share-oriented variable remuneration, the Managing Directors are therefore granted option rights on shares of RIB Software SE from Stock Option Programs (provided they achieve the corresponding performance targets). The purpose of these Stock Option Programs is to permanently link the interests of the management with the interests of the shareholders of

RIB Software SE in the long-term growth of the Company's value, thus satisfying the requirement of creating shareholder value. They are also meant to function as an internationally competitive remuneration component within a transparent and comprehensible system with a focus on linking long-term remuneration opportunities with the success of the Company.

aa) Stock Option Program 2020

(1) Basic Principles

On 26 June 2020, the Annual General Meeting resolved under agenda item 6 lit. b) an authorization to grant subscription rights to members of the management and employees of RIB Software SE or an affiliated company (Stock Option Program 2020). The Stock Option Program 2020 entitles the Administrative Board to issue a total of up to 1,548,616 subscription rights to registered shares of the Company with a nominal amount of EUR 1.00 per share („**Stock Options**“) during the period ending 25 June 2025. Up to 600,000 of these Stock Options may be granted to Managing Directors. The subscription rights are issued once a year, on the first Monday of July each year from 2020 to 2024.

The number of Stock Options to be granted to a Managing Director in a given year under the Stock Option Program 2020 is determined by the Administrative Board on the basis of the participant's performance and responsibility for the Company and its affiliated companies. The Administrative Board determines if and how many Stock Options are to be granted to each Managing Director in a given year.

The legal basis for the granting of the Stock Options is a grant agreement to be concluded between the Administrative Board and the Managing Director.

(2) Content of the Stock Options

According to the terms and conditions of the Stock Option Program 2020, each Stock Option entitles the Managing Director to acquire one RIB Software share at an exercise price of EUR 1.00 each. The entitlement to subscribe to shares can be fulfilled either from the Conditional Capital 2020/I created for this purpose, from the Company's treasury shares or by cash payment.

(3) Performance targets

The Managing Directors are entitled to exercise the Stock Options after expiry of the four-year waiting period if one of the performance targets provided for in the Stock Option Program 2020

(performance target 1 and performance target 2) has been achieved. The number of Stock Options that may be exercised by a Managing Director after the waiting period has expired depends on which performance targets have been achieved. If performance target 1 has been achieved, all Stock Options issued to the Managing Director may be exercised, provided the waiting period for the respective Stock Option has expired. The same applies if, in addition to performance target 1, performance target 2 has also been achieved. If performance target 2 has been achieved, while performance target 1 has not been achieved, 30% of the Stock Options issued to the Managing Director may be exercised, provided the waiting period for the respective Stock Options has expired. Thus the (alternative) achievement of one of the two performance targets is sufficient in order to be able to exercise Stock Options.

In order to achieve performance target 1, the sum of EBITA margin and Organic Sales Growth, both defined in more detail in the Stock Option Program 2020, must reach or exceed a certain amount in the financial year of the issue date. This amount is, for example, 27% for the financial year from 1 January 2021 to 31 December 2021 and 32% for the financial year from 1 January 2022 to 31 December 2022. To achieve performance target 2, at least one of the key performance indicators defined in more detail in the Stock Option Program 2020, i.e. EBITA margin or Organic Sales Growth, must, in the year of the issue date, exceed its respective comparison figure for the previous financial year.

Whether the aforementioned performance targets have been achieved is verified in each case by the auditor of the Company in a binding review concerning the question of the admissibility of the exercise of the Stock Options. If the performance targets have not been achieved, the Company will reject exercise notices relating to the respective Stock Options.

The Administrative Board proposes to the Annual General meeting of 11 May 2021 under agenda item 7 to amend the resolution of the Annual General Meeting of 26 June 2020 on letter b) of agenda item 6 relating to the Stock Option Program 2020. This involves the rewording of the relevant definition of „Organic Sales Growth“ to achieve the performance targets, which is intended to eliminate a drafting error in the wording of the original resolution text.

A subsequent change to the performance targets for the financial year in question is not provided for in the Stock Option Program 2020. The subscription rights already issued in 2020 on the basis of the Stock Option Program 2020 remain unaffected by the change of the definition of „Organic Sales Growth“ described above.

(4) Waiting period; exercise periods; no holding period after exercise of Stock Options

The Stock Option Program 2020 stipulates a waiting period of four years after the respective grant date before the Stock Options may be exercised for the first time.

After the expiry of the four-year waiting period, the Stock Options may be exercised during the following three years within three-week exercise periods beginning after the publication of the half-year financial report and the report or announcement for the third quarter of each financial year. The Stock Option Program 2020 does not provide for any holding periods for shares acquired by participants through the exercise of Stock Options.

(5) Forfeiture of Stock Options against compensation in specific cases

The Stock Option Program 2020 provides for the right of the Managing Directors to demand that the Stock Options already granted to them expire against cash payment in the amount of a calculation method defined in advance in the Stock Option Program 2020 for the case of the acquisition of the majority of shares in the Company by a person (acting alone or together with others) with the exception of such persons who are directly or indirectly full subsidiaries of the Company or who hold more than 5% of the share capital of the Company at the time of the establishment of the Stock Option Program 2020, and certain economically comparable transactions, or a revocation of the admission of the RIB Software shares to trading on the regulated market, or an exclusion of the minority shareholders of RIB Software SE pursuant to Section 327a et seqq. AktG, Section 39a et seq. of the German Securities Acquisition and Takeover Act (WpÜG) or Section 62(5) of the German Transformation Act (UmwG) (so-called squeeze-out).

(6) Amount of long-term, share-oriented remuneration according to the Stock Option Program 2020

The specific amount of variable, share-oriented remuneration from each exercised Stock Option from the Stock Option Program 2020 results from the price of the RIB Software share at the time of the transfer of the shares after exercise less the exercise price in the amount of EUR 1.00 per exercised Stock Option. Thus, the higher the share price increases, the higher the remuneration.

The Stock Option Program 2020 did not originally stipulate a maximum for the amount a Managing Director should receive for exercising his or her Stock Options. However, in the course of reviewing the appropriateness of the remuneration of the Managing Directors when adopting this remuneration system, the Administrative Board decided to provide for a maximum amount for Stock Options to be granted in the future from the Stock Option Program 2020, i.e. for all Stock Options from the

Stock Option Program 2020 granted for the financial year 2021 and subsequent financial years. As a maximum amount for remuneration from such Stock Options, the Administrative Board has set a value of EUR 70.00 (less the respective exercise price) per Stock Option exercised; Stock Options issued before 11 May 2021 remain unaffected. These requirements will be implemented by a new version of the Stock Option Plan 2020, on which the Administrative Board will pass a resolution after the Annual General Meeting on 11 May 2021.

bb) Stock Option Program 2015

The Annual General Meeting of RIB Software AG (now RIB Software SE) that took place on 10 June 2015 adopted the Stock Option Program 2015 which provided for the issue of subscription rights to registered shares of the Company with a nominal amount of EUR 1.00 per share at an exercise price of EUR 1.00 per share. The Stock Options granted to the Managing Directors from the Stock Option Program 2015 are still active. They can only be exercised after a waiting period of four years from the grant date if the performance target has been achieved and the beneficiary is still employed at that time (although the Administrative Board may in individual cases make arrangements that deviate from the requirement of continued employment). The performance target is achieved if the stock exchange price of the share of RIB Software SE exceeds a certain amount on a total of 60 stock exchange trading days within a period of 12 months after the grant. Thus the Stock Option Program 2015 may still generate remuneration for the current Managing Directors. The Annual General Meeting of 26 June 2020 cancelled the Stock Option Program 2015 and replaced it with the Stock Option Program 2020. No new Stock Options can therefore be granted under the Stock Option Program 2015, although Stock Options already issued are not affected. The Stock Option Program 2015 did not stipulate a maximum for the amount a Managing Director should receive for exercising his or her Stock Options.

cc) Precautionary measure: Long-term remuneration from virtual stock options

As a precautionary measure in the event that the granting of Stock Options should not be possible in the future, the Administrative Board remains free to grant the Managing Directors virtual stock options that correspond to the Stock Options under the Stock Option Program 2020. Such virtual stock options constitute claims against the Company for cash payments, whose payment terms and amounts depend on conditions economically equivalent to those of the Stock Option Program 2020. There is currently no such virtual stock option program.

4. Maximum remuneration for the Managing Directors

Pursuant to Section 40(7) SEAG in conjunction with Section 87a(1) sentence 2 no. 1 AktG, the Administrative Board has defined a maximum remuneration for the Chief Executive Officer, the Chief Financial Officer and for the other ordinary Managing Directors. This maximum remuneration includes all fixed and variable remuneration components. The maximum remuneration is the upper limit of remuneration and thus the actual maximum inflow for the financial year in question, taking into account the fixed remuneration (basic salary, fringe benefits and pension commitments), the short-term variable remuneration, the long-term, company-related variable remuneration and the long-term variable remuneration based on Stock Options in accordance with the Stock Option Program 2020. In addition, the maximum remuneration includes, among other things, possible additional benefits granted on the basis of individual contracts, such as remuneration payments for the forfeiture of benefits from a previous employer. The maximum remuneration thus represents the maximum of all expenses incurred by RIB Software SE for the respective Managing Director. The maximum remuneration does not include the remuneration that accrues to the Managing Directors as a result of the exercise of existing Stock Options in accordance with the Stock Option Program 2015.

The annual maximum remuneration for a Managing Director of RIB Software SE whose service agreement is newly concluded or extended as of 11 May 2021 must not exceed the amount of EUR 5,500,000.00 for the Chief Executive Officer, EUR 4,500,000.00 for the Chief Financial Officer or EUR 3,500,000.00 for any other ordinary Managing Director (Maximum Remuneration).

The Administrative Board points out that these amounts are not the target total remuneration deemed appropriate by the Administrative Board, but merely an absolute upper limit that could at best be reached by the Managing Director in the event of optimum target achievement and a significant increase in the price of the RIB Software share. Should the Annual General Meeting resolve to reduce the maximum remuneration specified in the present remuneration system, the Administrative Board will take this vote into account when concluding or extending service agreements with Managing Directors.

5. Relative share of remuneration components in the maximum remuneration

As the remuneration components are defined separately and individually for each Managing Director and as individual target achievements with respect to the short-term variable remuneration in the different financial years and the long-term, company-related variable remuneration in the relevant three-year period as well as the inflow of value from the exercise of Stock Options for each Managing Director may vary, the anticipated proportions of the individual remuneration components can only be provided in the form of percentage ranges and based on certain assumptions.

The relative proportions of the respective remuneration components in the annual maximum total remuneration (in %) should be (assuming 100% target achievement for the short- and long-term variable remuneration and reaching the maximum amount from the Stock Option Program 2020, i.e. the absolute upper limit that could at best be reached in the event of optimal target achievement and a significant increase in the price of the RIB Software share) for all Managing Directors:

- Fixed remuneration: approx. 15 - 25%
- Short-term variable remuneration: approx. 20 - 30%
- Long-term, company-related variable remuneration: approx. 3 - 5%
- Long-term, share-oriented variable remuneration in the form of Stock Options: approx. 40 - 60%

The share of fixed remuneration components (base salary, fringe benefits and pension commitments) is around 15 - 25% of the maximum total remuneration. Short-term variable remuneration components account for around 20 - 30% of the maximum total remuneration (assuming 100% target achievement). Long-term, company-related variable remuneration components account for around 3 - 5%, while long-term, share-oriented variable remuneration components (Stock Option Program 2020) represent the largest share of around 40 - 60% of the maximum total remuneration (assuming 100% achievement of targets and reaching the maximum amount).

These ratios may vary due to functional differentiation and/or within the context of an annual remuneration review and adjustment to market practice. The Administrative Board nevertheless takes constant care that the variable remuneration exceeds the fixed remuneration and is oriented towards the long term.

6. Information on remuneration-related legal transactions

a) Terms and termination of service agreements

The service agreements with the Managing Directors are concluded for a fixed term defined by the Administrative Board. In addition to the service agreements with RIB Software SE, the Managing Directors may, with the consent of the Administrative Board, also conclude service agreements with foreign subsidiaries of RIB Software SE, if the Administrative Boards considers this reasonable. The Administrative Board will ensure by means of the group-wide approval reservations that the specifications of the remuneration system are also complied with in such constellations.

The Administrative Board may agree with the Managing Director on an extension of the service agreement. The Managing Directors are not subject to a fixed maximum term such as applies, for example, to the management board members of a German stock corporation. If neither the Company nor the Managing Director wishes to extend the service agreement or to conclude a new one, or the Administrative Board dismisses the Managing Director, it may be agreed that the Administrative Board releases the Managing Director from his or her service duty while all other aspects of the service agreement remain valid.

Ordinary termination of the service agreement is excluded. However, termination for cause is possible for both, the Managing Director concerned and the Company. In addition, the service agreements may provide for special termination rights of the Managing Directors, combined with claims to severance payments, in the event that a change of control occurs at the level of RIB Software SE.

All service agreements with the Managing Directors currently have a term expiring on 31 December 2022.

b) Benefits in the event of premature termination of the service agreement

In the event of termination of the service agreement during the year, the basic remuneration and the target bonuses are only granted pro rata temporis. Achievement for target bonuses is generally calculated as of the effective date of the termination of the service agreement. To the extent that a Managing Director has served as Managing Director of the Company for only part of the three-year period relevant for the long-term, company-related variable remuneration, this long-term, company-related variable remuneration is also granted pro rata temporis.

As a result of a termination of the service agreement, a Managing Director generally loses the right to exercise Stock Options granted under the Stock Option Program 2020. This does not apply if the participant's employment or service relationship with the Company ends due to age, disability, occupational incapacity or early retirement of the participant. In the aforementioned cases, the Stock Options that can already be exercised remain unaffected, while all other Stock Options expire without compensation. Furthermore, the participant may exercise the Stock Options already exercisable at the time of termination immediately after termination of the service relationship within the next two exercise periods if the service relationship was terminated as a result of notice or cancellation by mutual consent. However, the right to exercise granted Stock Options does not exist if the service agreement was terminated without notice by the Company or an affiliated company, unless the termination without notice was obviously ineffective. Finally, the Administrative Board may, in individual cases, determine otherwise with regard to the forfeiture of Stock Options held by Managing Directors.

In its meeting on 18 February 2021, the Administrative Board resolved that the Stock Options held by the current Managing Directors under the Stock Option Program 2015 or the Stock Option Program 2020 shall not expire after the end of their respective contracts or after their withdrawal from the Company.

In the event of a post-contractual non-competition clause, the severance payment will be credited against the waiting compensation.

7. Temporary deviations from the remuneration system

Pursuant to Section 40(7) SEAG in conjunction with Section 87a(2) sentence 2 AktG, the Administrative Board may temporarily deviate from the remuneration system if such deviation is required in the interest of the long-term well-being of the Company. This includes, for example, an amendment of the remuneration system in the event of a significant change in corporate strategy in order to provide adequate incentives or in the event of far-reaching changes in the economic situation (for example due to a pandemic or severe economic crisis), i.e. events which render the original performance criteria and/or key figures of the remuneration system obsolete, insofar as the specific effects were not foreseeable. General unfavorable market developments expressly do not constitute an exceptional case and do not entitle the Company to deviate from the remuneration system.

In procedural terms, such a deviation requires an explicit resolution by the Administrative Board, in which the duration of the deviation as well as the deviation as such and the reason for it (i.e. why the long-term well-being of the Company requires the deviation) are described in an appropriate form. The components of the remuneration system from which may be deviated in exceptional cases are the procedure, the regulations governing the remuneration structure and amount, the individual remuneration components and, in particular, the performance criteria. In fact, the Administrative Board may deviate from both the proportion of the individual remuneration components and their respective conditions, and may also temporarily define the basic remuneration differently in individual cases, if this serves the long-term well-being of the Company. It may not, however, exceed the maximum remuneration defined by the General Meeting.

IV. Information on agenda item 9: Remuneration system for the members of the Administrative Board of RIB Software SE

1. Wording of the Articles of Association

The remuneration of the members of the Administrative Board is stipulated in Article 11 of the Company's Articles of Association, which states as follows:

„(1) Each member of the Administrative Board receives an annual remuneration of EUR 22,000.00. The Chairman of the Administrative Board receives four times and the Deputy one and a half times this remuneration. The members of the committee in addition receive an annual remuneration amounting to EUR 6,000.00 provided the committee met at least once in the financial year; the member receives an annual remuneration for each committee provided it is a member of several committees. The chairperson of a committee shall be remunerated with two times the aforementioned amount. Members of the Administrative Board who belong to the Administrative Board or one of its committees for only part of the financial year receive the remuneration in proportion to the duration of their membership to the entire financial year. The Company may take out appropriate Directors' and Officers' liability insurance for the members of the Administrative Board.

(2) The Company shall reimburse the Administrative Board members for the expenses arising through the exercise of the office. In addition, the Company shall reimburse any value-added tax incurred on the remuneration and expense compensation.

(3) If and as long as an Administrative Board member at the same time serves as Managing Director of the Company, the remuneration as Administrative Board member is suspended.“

2. Contribution of remuneration to the promotion of the business strategy and long-term development

All in all, the system complies with the requirements of the German Corporate Governance Code as amended on 16 December 2019.

In accordance with the suggestion in G.18 sentence 1 of the German Corporate Governance Code, the remuneration for the members of the Administrative Board consist exclusively of fixed remuneration components in combination with reimbursement of expenses, but not of variable remuneration elements. A fixed remuneration reinforces the independence of the members of the Administrative Board and thus indirectly contributes „to the long-term development of the Company“ (cf. Section 87a(1) sentence 2 no. 2 AktG).

At the same time, the remuneration system incentivizes members of the Administrative Board to work proactively to „promote the business strategy“ (cf. Section 87a(1) sentence 2 no. 2 AktG) by, in accordance with G.17 of the German Corporate Governance Code, appropriately taking into account the greater time commitment by the Chairman, who is particularly involved in the discussion of strategic issues (D.6 of the German Corporate Governance Code), and of the Vice Chairman of the Administrative Board, as well as of the Chairman and members of committees.

3. Components of remuneration

The two fixed remuneration components, the basic remuneration and the additional remuneration for committee work, are summarized as follows (see also wording of the Articles of Association):

Component of remuneration	Chairman	Vice chairman	Ordinary member
Basic remuneration	EUR 88,000.00	EUR 33,000.00	EUR 22,000.00

Component of remuneration	Chairman of a committee	Ordinary member of a committee
Committee work	EUR 12,000.00	EUR 6,000.00

In addition, the expenses incurred through the performance of the office are reimbursed. Furthermore, the Company reimburses any value-added tax payable on the remuneration and the reimbursement of expenses.

If and as long as a member of the Administrative Board is also a Managing Director of the Company, his or her remuneration as a member of the Administrative Board will be suspended.

4. No variable remuneration, no remuneration-related legal transactions

As the remuneration system does not include any variable remuneration components, disclosures pursuant to Section 87a(1) sentence 2 nos. 4, 6, 7 AktG are not required.

The remuneration of the members of the Administrative Board is defined directly in the Articles of Association. Therefore no contractual remuneration-related legal transactions within the meaning of Section 87a(1) sentence 2 no. 8 AktG have been concluded.

5. Deferral periods

Deferral periods, which can make sense especially in the case of variable remuneration components, are not provided for in the remuneration system due to the lack of variable remuneration components.

6. Inclusion of remuneration and employment conditions of employees

The Articles of Association do provide for any legally binding link in this respect, as any such link would contradict the different function of the Administrative Board, which does not conduct any operative business, and would also unduly restrict the shareholders' freedom in making decisions on the remuneration of the Administrative Board.

7. Determination, implementation and review of the remuneration system

The remuneration system and the specific remuneration for the members of the Administrative Board are defined by the General Meeting which, in accordance with Section 38(1) SEAG in conjunction with Section 113(3) AktG, adopts a resolution on the remuneration of the members of the Administrative Board at least every four years. A confirming resolution is permissible and requires a simple majority of votes. If a confirming resolution is not passed, a revised remuneration system must be presented for resolution at the following Annual General Meeting the latest. A material change to the remuneration system set out in the Articles of Association and to the remuneration of the members of the Administrative Board requires a majority resolution that amends the Articles of Association. The Administrative Board, and in particular the Nomination and Remuneration Committee concerned with remuneration issues, constantly review if the remuneration system for the members of the Administrative Board as defined by the General Meeting is compatible with all new legal requirements, with the recommendations of the German Corporate Governance Code and with the expectations of the capital market, and if it still conforms with market practice. If the Administrative Board identifies a respective need for change, it develops an adjusted remuneration system and submits it to the Annual General Meeting for approval in accordance with Section 124(3) sentence 1 AktG. Due to the ultimate and sole decision-making authority of the General Meeting in

this respect, conflicts of interest do not influence the revision process for the remuneration system. Under the statutory requirements, the shareholders for their part have the opportunity to make the remuneration system and the remuneration of the members of the Administrative Board, together with any proposed amendments, an item on the agenda of a General Meeting in accordance with Article 56 sentence 2 and sentence 3 SE Regulation, Section 50(2) SEAG or to submit corresponding (counter) motions in accordance with Section 126 AktG

V. Further convocation information

1. Total number of shares and voting rights

At the time of the convocation of this General Meeting, the share capital of the Company amounts to EUR 52,091,159.00 and is divided into 52,091,159 registered shares with a nominal value of EUR 1.00 per share. Each share generally grants one vote at the General Meeting. At the time of the convocation of this General Meeting, therefore, in principle, 52,091,159 voting rights exist.

2. Holding the General Meeting as a virtual General Meeting without the physical presence of shareholders and their proxies; password-protected internet service of the Company

The Annual General Meeting is held as a virtual General Meeting without the physical presence of shareholders and their proxies (with the exception of the proxies nominated by the Company) pursuant to Section 1 (1) and (2) of the Act on Measures in the Law of Companies, Cooperatives, Associations, Foundations and Condominiums to Combat the Effects of the COVID-19 Pandemic (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie – „**COVID-19 Act**“), published as Article 2 of the Act on Mitigation of the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law of 27 March 2020 (Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht).

For this purpose, the entire General Meeting, held at the Company's business premises, will be broadcast on 11 May 2021 from 12:00 hrs (noon, CEST) in our password-protected internet service, accessible via the Company's website at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>

live in picture and sound.

Only those shareholders who are listed in the share register on the day of the General Meeting for

the registered shares and who have duly registered as described below (see No. 3 „Requirements for the exercise of shareholder rights with respect to the virtual General Meeting“), or their proxies, can access the video and audio broadcast of the entire General Meeting via the password-protected internet service of the Company. In addition, shareholders may exercise their voting right in person or by proxy by postal vote or by authorising one of the proxies nominated by the Company and may also ask the Company questions and object to resolutions of the General Meeting via the Company’s password-protected internet service.

No further exercise of shareholder rights is possible in the virtual General Meeting. In particular, shareholders and their proxies, with the exception of the proxies nominated by the Company, are not permitted to attend the General Meeting on site. The broadcast of the General Meeting in picture and sound as well as the granting of voting rights, the right to ask questions and the possibility to object do not entitle shareholders and shareholder representatives to participate in the General Meeting by way of electronic communication within the meaning of Section 118 (1) sentence 2 of the German Stock Corporation Act (Aktiengesetz – „AktG“) (no electronic participation).

The password-protected internet service of the Company is accessible on the Company’s website at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>

In order to use the internet service of the Company, shareholders or their proxies must log in with their access data. Shareholders who have duly registered will receive the access data for the internet service with their access card. Shareholders’ proxies also have access to the Company’s internet service by using the access data of the shareholder they represent. The usage of the represented shareholder’s access data by the proxy is also regarded as proof of the authorisation by the shareholder vis-à-vis the Company. In all other respects, the provisions on the granting, revocation and proof of proxy (see No. 5 „Procedure for voting by proxy“ below) remain unaffected.

The user interface of the Company’s password-protected internet service shows the various options for exercising shareholders’ rights in the form of buttons and menus.

3. Requirements for the exercise of shareholders' rights with respect to the virtual General Meeting

Only the shareholders, who are listed in the Company's share register on the day of the General Meeting and have duly registered, are authorised to exercise shareholders' rights with respect to the virtual General Meeting, in particular voting rights. The registration must be received by the Company no later than 4 May 2021, 24:00 hrs CEST.

Shareholders, who are listed in the Company's share register, can register at

RIB Software SE
c/o FAE Management GmbH
Oskar-Then-Straße 7
63773 Goldbach
or
by fax: +49 (0) 6021 589735
or
by e-mail: hvrib2021@fae-gmbh.de

in writing or in text form (Section 126b of the German Civil Code (Bürgerliches Gesetzbuch – „BGB“) in German or English.

Intermediaries within the meaning of Section 67a(4) AktG as well as shareholders' associations, proxy advisors or other persons pursuant to Section 135(8) AktG may exercise the voting rights for shares that do not belong to them but for which they are listed in the share register as owners based on an authorisation by the shareholder only.

For the exercise of shareholders' rights with respect to the virtual General Meeting, in particular voting rights, the number of shares listed in the share register on the day of the General Meeting is decisive. Please note that, for technical processing reasons, registrations in the share register will only be made if they have been submitted to the Company no later than 4 May 2021 (24:00 hrs CEST). Buyers of shares whose requests for registration in the share register are received by the Company after 4 May 2021 can therefore not exercise shareholders' rights relating to the virtual General Meeting, in particular voting rights, based on these shares, unless they are authorised by proxy or otherwise authorised to exercise the rights. In such cases, the shareholders' rights rela-

ting to the virtual General Meeting remain with the shareholder listed in the share register until the registration in the share register has been made. All buyers of the Company's shares who are not yet registered in the share register are therefore requested to submit requests for registration in the share register in due time.

Shares will not be blocked by registration for the General Meeting; accordingly, shareholders are still free to make dispositions in respect to the shares after registration for the General Meeting.

4. Procedure for voting by postal vote

Shareholders may cast their vote in text form (Section 126b BGB) or by way of electronic communication (Briefwahl - „postal vote“). This also requires an entry in the share register and a proper registration (see No. 3 „Requirements for the exercise of shareholder rights with respect to the virtual General Meeting“). Voting by postal vote can be done via the Company's password-protected internet service which is accessible via the Company's website at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>

or by using the postal voting form provided for this purpose and which is sent together with the access card. Relevant forms are also accessible on the Company's website at <https://www.rib-software.com/group/investor-relations/annual-general-meeting>.

For organisational reasons, the Company must receive the votes cast using the postal voting form no later than 10 May 2021, 24:00 hrs CEST, via one of the following forms of contact:

RIB Software SE
c/o FAE Management GmbH
Oskar-Then-Straße 7
63773 Goldbach
or
fax: +49 (0) 6021 589735
or
e-mail: hvrib2021@fae-gmbh.de

Voting via the password-protected internet service of the Company, accessible via the Company's website at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>

is possible before and during the virtual General Meeting until the start of voting at the virtual General Meeting on 11 May 2021. Until the start of voting at the virtual General Meeting on 11 May 2021, a vote cast by using the postal voting form or the internet service can also be changed or revoked in the Company's password-protected internet service. Shareholders can find further details on voting via the Company's password-protected internet service in the explanations provided there.

If the Company receives differing votes for one and the same share via different transmission channels and the Company is not able to determine which vote was most recently cast, these votes shall be treated as binding in the following order of transmission: (1) password-protected internet service of the Company, (2) e-mail, (3) fax and (4) paper form.

Should no explicit or unambiguous vote be cast in a postal vote on an agenda item, this will be regarded as an abstention for that agenda item. If a single vote is taken on an agenda item without notification prior to the General Meeting, a vote on this agenda item as a whole shall also be deemed to be a corresponding vote for each item of the single vote.

5. Procedure for voting by proxy

Shareholders who are listed in the Company's share register on the day of the General Meeting for the shares for which they have registered can also be represented by a proxy, e.g. an intermediary, a proxy advisor, a shareholders' association or another person of their choice, in the exercise of their shareholder rights relating to the virtual General Meeting, in particular their voting rights. If a shareholder authorises more than one person, the Company may reject one or more of them.

The granting of proxy, its revocation and the proof of authorisation vis-à-vis the Company require text form (Section 126b BGB) or must be submitted by using the entry mask in the Company's password-protected internet service, accessible via the Company's website at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>

The transmitted proof of authorisation can only be unambiguously assigned to the registration if either the name, the address of the shareholder or the shareholder number are indicated.

If an intermediary within the meaning of Section 67a(4) AktG, a shareholders' association, a proxy advisor or another person pursuant to Section 135(8) AktG is authorised, different regulations may exist which should be obtained from them.

Proxies may also neither physically nor in the way of electronic communication within the meaning of Section 118(1) sentence 2 AktG participate in the General Meeting. They may exercise the voting rights of the shareholders they represent solely by way of postal vote or by granting (sub-)authorisation to the proxies nominated by the Company.

The Company offers its shareholders the opportunity to authorise proxies nominated by the Company who are subject to instructions in order to exercise their voting rights. The proxies nominated by the Company exercise the voting right exclusively according to instructions by the shareholder and have the right to grant sub-authorisation. The authorisation of the proxies nominated by the Company as well as issuing the instructions require text form (Section 126b BGB) or are to be granted by using the entry mask in the Company's password-protected internet service, accessible on the Company's website at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>

To the extent that no explicit or contradictory or ambiguous instruction have been issued, the proxies nominated by the Company will abstain from voting on the relevant agenda items; this also applies to other proposals. If a single vote is held on an agenda item without notification prior to the General Meeting, an instruction concerning this agenda item as a whole shall also be deemed to be a corresponding instruction for each item of the individual vote. The proxies nominated by the Company do not accept requests to speak, to object to resolutions of the General Meeting or to ask questions and make proposals, neither before nor during the General Meeting.

A form for the authorisation as well as the proxy and instruction form for the proxies nominated by

the Company will be sent to the shareholders with the access card. The relevant forms are also available on the Company's website at <https://www.rib-software.com/group/investor-relations/annual-general-meeting>. It is also possible to grant a proxy in another way; however, unless it is granted using the entry mask in the Company's password-protected internet service, accessible on the Company's website at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>

it must also be in text form (Section 126b BGB), in cases where neither an intermediary within the meaning of Section 67a(4) AktG nor a shareholders' association, a proxy advisor or any other person pursuant to Section 135(8) AktG is authorised.

For organisational reasons, the granting of proxy, its revocation and the proof of authorisation granted to a proxy or its revocation vis-à-vis the Company must be received by the Company no later than 10 May 2021, 24:00 hrs CEST, via one of the following forms of contact:

RIB Software SE
c/o FAE Management GmbH
Oskar-Then-Straße 7
63773 Goldbach
or
fax: +49 (0) 6021 589735
or
e-mail: hvrib2021@fae-gmbh.de

For organisational reasons, authorisations to exercise voting rights, together with instructions to the proxies nominated by the Company, must also be received by the Company by one of the above-mentioned forms of contact no later than 10 May 2021, 24:00 hrs CEST.

The granting of proxy, including the authorisation to exercise voting rights together with instructions to the proxies nominated by the Company, and its revocation can also be made using the entry mask in the Company's password-protected internet service, accessible via the Company's website at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>

before and during the virtual General Meeting until the start of voting at the virtual General Meeting on 11 May 2021. Until the start of voting in the virtual General Meeting on 11 May 2021, a revocation or change of an authorisation previously transmitted in text form (Section 126b BGB) or issued via the Company's password-protected internet service is possible.

If the Company has received both a postal vote as well as an authorisation and instruction to the proxies nominated by the Company for one and the same share, only the postal vote will be considered. Furthermore, if the Company receives differing declarations with regard to the granting and revocation of an authorisation or instruction via different transmission channels and it is not possible for the Company to determine which of these declarations was most recently submitted, the declarations shall be treated as binding in the following order of transmission: (1) password-protected internet service of the Company, (2) e-mail, (3) fax and (4) paper form.

Shareholders can find further details on granting of authorisation and revocation of a previously granted proxy using the entry mask in the Company's password-protected internet service in the explanations provided there.

Also in case of a granting of proxy, the registration must be submitted in due form and time in compliance with the preceding provisions. This does not exclude – subject to the aforementioned requirements for the granting of proxy – the granting of proxy after registration.

6. Right to ask questions pursuant to Section 1(2) sentence 1 no. 3, sentence 2 COVID-19 Act

Shareholders who are listed in the Company's share register on the day of the General Meeting and have duly registered for the General Meeting have the right to ask questions by means of electronic communication (Section 1(2) sentence 1 no. 3, sentence 2 COVID-19 Act).

Based on Section 1(2) sentence 1 no. 3, second half of sentence 2 COVID-19 Act, the Administrative Board of the Company has decided for organisational reasons that questions must be submitted until 9 May 2021, 24:00 hrs CEST, by using the entry mask specifically provided for this purpose in the Company's password-protected internet service, accessible on the Company's website at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>

Questions submitted via other channels or later will not be considered. The Administrative Board will decide how it answers questions at its own reasonable discretion. The Administrative Board shall decide how to answer questions at its own dutiful discretion. Questions and their answers may in particular be consolidated if this appears reasonable to the Administrative Board. Questions on the information provided by the Administrative Board are excluded.

Furthermore, shareholders and shareholder representatives are neither entitled to request information pursuant to Section 131 AktG nor to the right to speak or ask questions in and during the virtual General Meeting.

7. Information regarding shareholders' rights according to Article 56 sentence 2 and sentence 3 SE Regulation, Section 50(2) German SE Implementation Act (SEAG), Section 122(2), Sections 126(1) and 127 German Stock Corporation Act (AktG), Section 1(2) sentence 3 COVID-19 Act

Supplementing the agenda upon the request of a minority pursuant to Article 56 sentence 2 and sentence 3 SE Regulation, Section 50(2) SEAG, Section 122 (2) AktG

Shareholders whose shares, individually or jointly, reach a nominal amount of EUR 500,000.00 (equivalent to 500,000 shares) may, pursuant to Article 56 sentence 2 and sentence 3 of the SE Regulation, Section 50(2) SEAG, which is equivalent to Section 122(2) sentence 1 AktG, request that items are placed on the agenda of the General Meeting and published. Each new item must be accompanied by supporting information or a formal resolution proposal.

Requests to supplement the agenda have to be submitted to the Administrative Board in writing and must be received by the Company by 10 April 2021 (24:00 hrs CEST). Any motions for supplementation received at a later date will not be considered.

Pursuant to Section 50(2) SEAG, a 90-day shareholding prior to the day of the General Meeting within the meaning of Section 122(1) sentence 3 AktG is not a prerequisite for a request to supplement the agenda of an General Meeting of an SE.

Please send any requests for supplementation to the following address:

RIB Software SE
The Administrative Board
Vaihinger Straße 151
70567 Stuttgart

Supplements to the agenda will be published without undue delay after receipt of the request in the German Federal Gazette (Bundesanzeiger), if they have not been published already in connection with the convocation of the General Meeting. They will also be published on the Company's website at <https://www.rib-software.com/group/investor-relations/annual-general-meeting>.

Any admissible resolution proposal, submitted together with an adequate supplemental request, will be treated in the virtual General Meeting as if it had been once again submitted in the virtual General Meeting, provided that the shareholder submitting the request is listed in the Company's share register on the day of the General Meeting and has duly registered for the virtual General Meeting.

Counter-motions and election proposals by shareholders pursuant to Sections 126(1), 127 AktG, Section 1(2) sentence 3 COVID-19 Act

Shareholders may submit counter-motions against proposals of the Administrative Board with respect to a particular item on the agenda and proposals with respect to the election of members of the Administrative Board or the selection of the statutory auditors.

Any counter-motions and election proposals which are received by the Company by 26 April 2021, 24:00 hrs CEST, will be made accessible to the other shareholders, including the name of the shareholder and the reasons, on the internet at <https://www.rib-software.com/group/investor-rela->

tions/annual-general-meeting without undue delay. Any statements by the Administrative Board will also be published there. Any counter-motion and its reasons do not have to be made accessible if the requirements of Section 126(2) AktG are met.

Any counter-motions and election proposals to be made accessible are to be submitted exclusively to one of the following contact options:

RIB Software SE

Attn: Frau Dina Schmid

Vaihinger Straße 151

70567 Stuttgart

or

fax: +49 (0) 711 7873-311

or

e-mail: hauptversammlung@rib-software.com

Counter-motions and election proposals sent to a different address will not be considered.

No counter-motions or election proposals may be submitted during the virtual General Meeting. Admissible counter-motions or election proposals of shareholders that have to be made accessible pursuant to Section 126 or Section 127 AktG are deemed pursuant to Section 1(2) sentence 3 COVID-19 Act as being submitted in the General Meeting, provided that the shareholder submitting the counter-motion or election proposal is listed in the share register of the Company on the day of the General Meeting and has duly registered for the virtual General Meeting (see No. 3. above „Requirements for the exercise of shareholder rights with respect to the virtual General Meeting“).

Further explanations

Further explanations to the shareholders' rights pursuant to Section 1(2) sentence 1 no. 3, sentence 2 COVID-19 Act, Article 56 sentence 2 and sentence 3 SE Regulation, Section 50(2) SEAG, Sections 122(2), 126(1) and 127 AktG, Section 1(2) sentence 3 COVID-19 Act are available on the Company's website at <https://www.rib-software.com/group/investor-relations/annual-general-meeting>.

8. Objections against resolutions of the General Meeting pursuant to Section 1(2) sentence 1 no. 4 COVID-19 Act

Shareholders who are listed in the share register on the day of the General Meeting for the shares for which they have registered and who have duly registered for the General Meeting in accordance with the provisions above may, from the beginning of the virtual General Meeting until its end, record in the minutes their objection to resolutions of the General Meeting in the Company's password-protected internet service, accessible on the Company's website at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>

in deviation from Section 245 no. 1 AktG, waiving the requirement of being present at the General Meeting, provided they exercise or have exercised their voting rights in accordance with the above provisions. Any other form of filing an objection is not permissible.

9. Documentation for the General Meeting and information pursuant to Section 124a AktG

The documentation to be made accessible to the General Meeting and further information pursuant to Section 124a AktG will be published on the Company's website at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>

shortly after the convocation of the General Meeting.

VI. Information to be provided to data subjects under data protection law for shareholders and shareholder representatives

RIB Software SE, as the controller within the meaning of Article 4 No. 7 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation; „GDPR“), processes personal data (name and first name; address; e-mail address; number of shares; class of shares; type of ownership of shares; shareholder number; access password assigned to the shareholder for the Company’s password-protected internet service; IP address from which the shareholder accesses the internet service; vote submitted in written form or by way of electronic communication; in case the shareholder is also a member of the Administrative Board or a Managing Director, picture and sound material of the shareholder participating in the General Meeting as member of the Administrative Board or as Managing Director; content of questions raised by the shareholder and of the responses; name, first name and address of any shareholder representative nominated by the shareholder as well as power of attorney documentation; IP address of the shareholder representative; any objection raised) based on the data protection legislation applicable in Germany in order to enable the shareholders and shareholder representatives to exercise the rights they have in connection with the virtual General Meeting. RIB Software SE is represented by its Managing Directors Thomas Wolf (CEO), Michael Sauer (CFO), Mads Bording Rasmussen (CRO) and Michael Voitag (COO/CTO). In matters relating to the protection of personal data, you can contact RIB Software SE using one of the following contact options:

RIB Software SE
Vaihinger Straße 151
70567 Stuttgart
or
phone: +49 (0) 711 7873 0
or
fax: +49 (0) 711 7873-311
or
e-mail: datenschutz@rib-software.com

The depository bank of the shareholder will provide RIB Software SE with the personal information that the shareholder has not already made available in the course of the registration process or that could not be obtained from the Company's share register. The service provider commissioned with the technical execution of the virtual General Meeting will provide RIB Software SE with the access password given to the shareholder and the IP address from which the shareholder accesses the Company's password-protected internet service. Personal data of the shareholders and shareholder representatives will only be processed for the purpose of the technical exercise of their rights in connection with the virtual General Meeting and only to the degree absolutely necessary for this purpose. The legal basis for the processing of personal data is point (c) of Article 6(1) GDPR. The Company will store the personal data only as long as it is necessary for the above-mentioned purpose or insofar as the Company is entitled and/or obliged to store the personal data by law. Data collected in connection with General Meetings are generally stored for up to three years.

The service providers engaged by RIB Software SE to technically facilitate the General Meeting will receive from RIB Software SE only such personal data that are necessary for providing the service assigned to them and will process the data only according to the instructions given by RIB Software SE.

Otherwise, in accordance with the applicable laws, personal data is made available to the shareholders and shareholder representatives as well as to third parties in connection with the General Meeting. In particular, shareholders, if they are to be represented in the virtual General Meeting by a proxy nominated by the Company with their names disclosed, will be recorded in the list of participants of the General Meeting required by Section 129(1) sentence 2 AktG with their name, place of residence, number of shares and type of ownership of shares. Pursuant to Section 129(4) AktG, participants in the General Meeting may inspect this data generally during the General Meeting and shareholders may inspect this data for a period of up to two years after the General Meeting. With regard to the transfer of personal data to third parties in connection with the announcement of shareholder requests for supplements to the agenda, of counter-motions and election proposals, please refer to the explanations in the paragraph „Further information on the convocation“ above.

With respect to the processing of personal data, shareholders and shareholder representatives have the right pursuant to Article 15 GDPR to obtain access from the Company to their personal data. Furthermore, they are also entitled to have their personal data rectified pursuant to Article 16 GDPR, to have it erased pursuant to Article 17 GDPR, to have processing of it restricted according to Article 18 GDPR and to demand the transfer of certain personal data to themselves or a third party appointed by them (right to data portability) pursuant to Article 20 GDPR.

Shareholders and shareholder representatives may exercise these rights vis-à-vis RIB Software SE free of charge via one of the following contact options:

RIB Software SE

Vaihinger Straße 151

70567 Stuttgart

or

phone: +49 (0) 711 7873 0

or

fax: +49 (0) 711 7873-311

or

e-mail: datenschutz@rib-software.com

Moreover, pursuant to Article 77 GDPR, shareholders and shareholder representatives have the right to lodge a complaint with a data protection supervisory authority, either in the (federal) state of their domicile or permanent residence or in the federal state of Baden-Württemberg where RIB Software SE has its registered office.

Complaints regarding the handling of data can also be lodged with our data protection officer, Mr Nicolas Hermann, via the following e-mail address:

Mr Nicolas Hermann

e-mail: datenschutz@rib-software.com

Stuttgart, March 2021

RIB Software SE

The Administrative Board



RIB
running together

RIB Software SE

Investor Relations
Vaihinger Straße 151
70567 Stuttgart

Phone: +49 711 7873-191
Fax: +49 711 7873-311
E-Mail: investor@rib-software.com
Internet: www.rib-software.com