

RIB Software SE

Information pursuant to Section 125 German Stock Corporation Act (*AktG*) in conjunction with the Commission Implementing Regulation (EU) 2018/1212

Type of information		Information
A. Specification of the message		
1.	Unique identifier of the event	Virtual annual general meeting of RIB Software SE 2021; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: RIBHV20210511
2.	Type of message	Invitation to the general meeting; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 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	11 May 2021; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210511
2.	Time of the General Meeting	12:00 hrs. (noon) CEST (corresponds to 10:00 hrs. UTC); in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 10:00 hrs. UTC (Coordinated Universal Time)
3.	Type of General Meeting	Annual general meeting in the form of a virtual general meeting without the physical presence of the shareholders or their proxies; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: GMET
4.	Location of the General Meeting	Location of the general meeting in the meaning of the German Stock Corporation Act:

		<p>Business premises of RIB Software SE, Vaihinger Straße 151, 70567 Stuttgart, Germany</p> <p>Physical participation on site is not possible.</p> <p>URL of the video and audio transmission on the internet: https://www.rib-software.com/group/investor-relations/annual-general-meeting</p> <p>URL of the password-protected internet service which can or must be used to exercise certain shareholder rights (see blocks D and F): https://www.rib-software.com/group/investor-relations/annual-general-meeting</p>
5.	Record Date	<p>4 May 2021, 24:00 hrs. (midnight) CEST (corresponds to 22:00 hrs. UTC); in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210504; 22:00 hrs. UTC (Coordinated Universal Time)</p> <p>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. For technical processing reasons, registrations in the share register prior to the general meeting will only be made if they have been submitted to the Company no later than 4 May 2021 (24:00 hrs. CEST).</p>
6.	Uniform Resource Locator (URL)	<p>https://www.rib-software.com/group/investor-relations/annual-general-meeting</p>
D. Participation in the general meeting – postal voting		
1.	Method of participation by shareholder	<ul style="list-style-type: none"> Voting by postal vote in text form by mail, fax or e-mail; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: EV/MAIL

		<ul style="list-style-type: none"> • Voting by postal vote by way of electronic communication via the password-protected internet service; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: EV/EVOT <p>Monitoring of the virtual general meeting by means of electronic video and audio transmission via the password-protected internet service</p>
2.	Issuer deadline for the notification of participation	Registration for the general meeting by no later than 4 May 2021, 24:00 hrs. (midnight) CEST (corresponds to 22:00 hrs. UTC); in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210504; 22:00 hrs. UTC (Coordinated Universal Time)
3.	Issuer deadline for voting	<ul style="list-style-type: none"> • Voting by postal vote in text form (by mail, fax or e-mail): 10 May 2021, 24:00 hrs. (midnight) CEST (corresponds to 22:00 hrs. UTC); in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210510; 22:00 hrs. UTC (Coordinated Universal Time) • Voting by postal vote by way of electronic communication via the password-protected internet service: Until the commencement of voting on 11 May 2021; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210511; until the commencement of voting
D. Participation in the general meeting – voting by proxy		
1.	Method of participation by shareholder	<p>Proxy authorization through</p> <ul style="list-style-type: none"> – granting of proxy authorization and issuing of voting instructions to Company-appointed proxies

		<ul style="list-style-type: none"> – granting of proxy authorization to an intermediary, a credit institution, or a shareholders' association, or other persons who have the status of an intermediary according to Section 135 (8) AktG – granting of proxy authorization to third parties <p>In the format pursuant to Commission Implementing Regulation (EU) 2018/1212: PX</p>
2.	Issuer deadline for the notification of participation	<p>Registration for the general meeting by no later than 4 May 2021, 24:00 hrs. (midnight) CEST (corresponds to 22:00 hrs. UTC); in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210504; 22:00 hrs. UTC (Coordinated Universal Time)</p>
3.	Issuer deadline for voting	<p>For the granting of proxy authorization and issuing of voting instructions to Company-appointed proxies outside the password-protected internet service: 10 May 2021, 24:00 hrs. (midnight) CEST (corresponds to 22:00 hrs. UTC); in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210510; 22:00 hrs. UTC (Coordinated Universal Time)</p> <p>For the granting of proxy authorization and issuing of voting instructions to Company-appointed proxies through the password-protected internet service: Until the commencement of voting on 11 May 2021; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210511; until the commencement of voting</p> <p>For the granting of proxy authorization to a third party, also an intermediary, credit institution, a shareholders' association, or other persons who have the status of an intermediary according to Section 135 (8)</p>

		<p>AktG outside the password-protected internet service: 10 May 2021, 24:00 hrs. (midnight) CEST (corresponds to 22:00 hrs. UTC); in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210510; 22:00 hrs. UTC (Coordinated Universal Time)</p> <p>For the granting of proxy authorization to a third party, also an intermediary, credit institution, a shareholders' association, or other persons who have the status of an intermediary according to Section 135 (8) AktG through the password-protected internet service: Until the commencement of voting on 11 May 2021; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210511; until the commencement of voting</p>
E. Agenda – Agenda item 1		
1.	Unique identifier of the agenda item	1
2.	Title of the agenda item	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 (<i>Handelsgesetzbuch – HGB</i>) for the 2020 financial year
3.	Uniform Resource Locator (URL) of the materials	https://www.rib-software.com/group/investor-relations/annual-general-meeting

4.	Vote	None
5.	Alternative voting options	N/A
E. Agenda – Agenda item 2		
1.	Unique identifier of the agenda item	2
2.	Title of the agenda item	Resolution on the appropriation of profits
3.	Uniform Resource Locator (URL) of the materials	https://www.rib-software.com/group/investor-relations/annual-general-meeting
4.	Vote	Binding vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: BV
5.	Alternative voting options	Vote in favour, vote against, abstention; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: VF, VA, AB
E. Agenda – Agenda item 3		
1.	Unique identifier of the agenda item	3
2.	Title of the agenda item	Resolution on the formal approval of the actions of the members of the Administrative Board of RIB Software SE for the 2020 financial year
3.	Uniform Resource Locator (URL) of the materials	https://www.rib-software.com/group/investor-relations/annual-general-meeting
4.	Vote	Binding vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: BV
5.	Alternative voting options	Vote in favour, vote against, abstention; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: VF, VA, AB
E. Agenda – Agenda item 4		

1.	Unique identifier of the agenda item	4
2.	Title of the agenda item	Resolution on the formal approval of the actions of the Managing Directors of RIB Software SE for the 2020 financial year
3.	Uniform Resource Locator (URL) of the materials	https://www.rib-software.com/group/investor-relations/annual-general-meeting
4.	Vote	Binding vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: BV
5.	Alternative voting options	Vote in favour, vote against, abstention; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: VF, VA, AB
E. Agenda – Agenda item 5		
1.	Unique identifier of the agenda item	5
2.	Title of the agenda item	Resolution on the election of the auditor for the annual financial statements and the consolidated financial statements for the 2021 financial year
3.	Uniform Resource Locator (URL) of the materials	https://www.rib-software.com/group/investor-relations/annual-general-meeting
4.	Vote	Binding vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: BV
5.	Alternative voting options	Vote in favour, vote against, abstention; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: VF, VA, AB
E. Agenda – Agenda item 6		
1.	Unique identifier of the agenda item	6

2.	Title of the agenda item	Resolution on the elections to the Administrative Board
3.	Uniform Resource Locator (URL) of the materials	https://www.rib-software.com/group/investor-relations/annual-general-meeting
4.	Vote	<p>Re Agenda item 6 no. (1): Binding vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: BV</p> <p>Re Agenda item 6 no. (2): Binding vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: BV</p> <p>Re Agenda item 6 no. (3): Binding vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: BV</p> <p>Re Agenda item 6 no. (4): Binding vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: BV</p> <p>Re Agenda item 6 no. (5): Binding vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: BV</p> <p>Re Agenda item 6 no. (6): Binding vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: BV</p> <p>Re Agenda item 6 no. (7): Binding vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: BV</p> <p>Re Agenda item 6 no. (8): Binding vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: BV</p>

5.	Alternative voting options	<p>Re Agenda item 6 no. (1): Vote in favour, vote against, abstention; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: VF, VA, AB</p> <p>Re Agenda item 6 no. (2): Vote in favour, vote against, abstention; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: VF, VA, AB</p> <p>Re Agenda item 6 no. (3): Vote in favour, vote against, abstention; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: VF, VA, AB</p> <p>Re Agenda item 6 no. (4): Vote in favour, vote against, abstention; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: VF, VA, AB</p> <p>Re Agenda item 6 no. (5): Vote in favour, vote against, abstention; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: VF, VA, AB</p> <p>Re Agenda item 6 no. (6): Vote in favour, vote against, abstention; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: VF, VA, AB</p> <p>Re Agenda item 6 no. (7): Vote in favour, vote against, abstention; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: VF, VA, AB</p> <p>Re Agenda item 6 no. (8): Vote in favour, vote against, abstention; in the format pursuant to Commission</p>
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		Implementing Regulation (EU) 2018/1212: VF, VA, AB
E. Agenda – Agenda item 7		
1.	Unique identifier of the agenda item	7
2.	Title of the agenda item	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
3.	Uniform Resource Locator (URL) of the materials	https://www.rib-software.com/group/investor-relations/annual-general-meeting
4.	Vote	Binding vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: BV
5.	Alternative voting options	Vote in favour, vote against, abstention; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: VF, VA, AB
E. Agenda – Agenda item 8		
1.	Unique identifier of the agenda item	8
2.	Title of the agenda item	Resolution on the approval of the remuneration system for the Managing Directors of RIB Software SE
3.	Uniform Resource Locator (URL) of the materials	https://www.rib-software.com/group/investor-relations/annual-general-meeting
4.	Vote	Advisory vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: AV
5.	Alternative voting options	Vote in favour, vote against, abstention; in the format pursuant to Commission

		Implementing Regulation (EU) 2018/1212: VF, VA, AB
E. Agenda – Agenda item 9		
1.	Unique identifier of the agenda item	9
2.	Title of the agenda item	Resolution on the remuneration of the members of the Administrative Board of RIB Software SE
3.	Uniform Resource Locator (URL) of the materials	https://www.rib-software.com/group/investor-relations/annual-general-meeting
4.	Vote	Binding vote; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: BV
5.	Alternative voting options	Vote in favour, vote against, abstention; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: VF, VA, AB
F. Specification of the deadlines regarding the exercise of other shareholders right – additional agenda items		
1.	Object of deadline	<p>Transmission of the request to supplement the agenda</p> <p>Any admissible motion for a resolution submitted with the duly submitted request for additional agenda items shall be treated in the virtual general meeting as if it had been submitted again in the 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.</p>
2.	Applicable issuer deadline	10 April 2021, 24:00 hrs. (midnight) CEST (corresponds to 22:00 hrs. UTC); in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210410;

		22:00 hrs. UTC (Coordinated Universal Time)
F. Specification of the deadlines regarding the exercise of other shareholders right – counter-motions		
1.	Object of deadline	<p>Submission of counter-motions on a specific agenda item</p> <p>Counter-motions to be made accessible pursuant to Section 126 AktG shall be deemed to have been submitted during the meeting, provided that the shareholder submitting the counter-motion is listed in the Company's share register on the day of the general meeting and has duly registered for the virtual general meeting.</p>
2.	Applicable issuer deadline	26 April 2021, 24:00 hrs. (midnight) CEST (corresponds to 22:00 hrs. UTC); in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210426; 22:00 hrs. UTC (Coordinated Universal Time)
F. Specification of the deadlines regarding the exercise of other shareholders right – nominations		
1.	Object of deadline	<p>Submission of election proposals</p> <p>Election proposals to be made accessible pursuant to Section 127 AktG shall be deemed to have been submitted during the meeting, provided that the shareholder submitting the election proposal is listed in the Company's share register on the day of the general meeting and has duly registered for the virtual general meeting.</p>
2.	Applicable issuer deadline	26 April 2021, 24:00 hrs. (midnight) CEST (corresponds to 22:00 hrs. UTC); in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210426; 22:00 hrs. UTC (Coordinated Universal Time)

F. Specification of the deadlines regarding the exercise of other shareholders right – submission of questions		
1.	Object of deadline	Electronic submission of questions
2.	Applicable issuer deadline	9 May 2021, 24:00 hrs. (midnight) CEST (corresponds to 22:00 hrs. UTC); in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210509; 22:00 hrs. UTC (Coordinated Universal Time)
F. Specification of the deadlines regarding the exercise of other shareholders right – objection to resolutions		
1.	Object of deadline	Electronic filing of objections against resolutions of the general meeting
2.	Applicable issuer deadline	On 11 May 2021, from the commencement of the general meeting until the end of the general meeting; in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210511; from the commencement of the general meeting until the end of the general meeting
F. Specification of the deadlines regarding the exercise of other shareholders right – following video and audio of the shareholders' meeting on the internet		
1.	Object of deadline	Monitoring of the entire general meeting in picture and sound
2.	Applicable issuer deadline	On 11 May 2021, from 12:00 hrs. (noon) CEST (corresponds to 10:00 hrs. UTC); in the format pursuant to Commission Implementing Regulation (EU) 2018/1212: 20210511; from 10:00 hrs. UTC (Coordinated Universal Time)