



Declaration of compliance pursuant to § 161 German Companies Act (AktG)

RIB Software AG has been listed on the stock exchange since 8 February 2011. The Board of Directors and Supervisory Board of RIB Software AG are issuing a declaration of compliance for the first time. The following declaration of compliance is therefore limited, pursuant to § 15 Introductory Act to the Stock Corporation (EgAktG), to confirming compliance with the “Government Commission on the German Corporate Governance Code” or which recommendations are not applied and the reasons for this.

The Board of Directors and Supervisory Board of RIB Software AG declare that the recommendations of the “Government Commission on the German Corporate Governance Code” (German Corporate Governance Code – GCGC) as amended 26 May 2010 (published in the electronic Federal Gazette on 2 July 2010) have been complied with, with the exception of the following departures:

1. Section 2.3.3 GCGC: The authorization provided for in the articles of association of the company to make provision in the invitation to the Shareholders' Meeting that shareholders may also cast their votes without taking part in the Shareholders' Meeting in writing or by means of electronic communication to be determined in detail in the invitation (postal vote) shall not be applied until further notice. Performing the postal vote currently still involves certain legal imponderables. Therefore, in the interest of all shareholders, the Board of Directors shall not apply the aforementioned authorization until and only once in its opinion the legal imponderables have been adequately clarified.
2. Section 3.8 GCGC: The D&O insurance for the Supervisory Board does not include a deductible. In the opinion of the Board of Directors and Supervisory Board, the agreement of a voluntary deductible is neither suitable nor necessary in order to ensure that the members of the Supervisory Board duly perform the duties incumbent upon them.

3. Section 4.2.3 para. 2 GCGC: The variable remuneration for the Board of Directors does not reflect potential negative developments in such a way that the income might also be subject to real losses. This does not appear necessary in view of the Board's compensation structure in order to ensure that the Board of Directors does not take any undue risks when managing the company.

Section 4.2.3 para. 4 GCGC: The management contracts do not currently provide for a severance cap in the event of early termination without important grounds. Such an arrangement seemed unnecessary on conclusion of the agreements owing to the fact that the company was not listed on the stock exchange. Furthermore, the management contracts which came into force or which were extended at the beginning of 2010 run for a period of three years until 31 December 2012. The Supervisory Board is of the opinion that the short contract term of three years offers adequate protection against unreasonable severance payments, so that a subsequent introduction of a severance cap was not agreed either.

4. Section 4.2.5 GCGC: The remuneration of the Board of Directors is disclosed in accordance with the statutory provisions. More comprehensive disclosure in a remuneration report, which forms part of the Corporate Governance reports and outlines the remuneration system for Board members and the nature of any fringe benefits provided by the company in a manner that goes beyond the statutory requirements does not appear necessary to satisfy the justified information interest of the shareholders and investors to the due extent.
5. Section 5.1.2 GCGC: The Supervisory Board has not fixed an age limit for Board members. Setting an age limit is not in the interests of the company and its shareholders, since there is no compelling connection between a Board member's age and his performance.
6. Section 5.4.1 paras. 1 and 2 GCGC: The Supervisory Board does not intend to specify concrete goals for its composition and to publish the status of their implementation in the Corporate Governance report. The Supervisory Board is of the opinion that in its composition, due attention should be paid in particular to the company-specific situation, the company's international activity, potential conflicts of interest, diversity and an adequate involvement of women and shall also bear this in mind in its proposals to the responsible electoral bodies. However, the Supervisory Board should in each case be optimally staffed. The specification of concrete goals for its composition would appear neither suitable nor expedient to achieve this.

7. Section 5.4.6 para. 1 GCGC: According to the currently applicable remuneration policy, the deputy chairman of the Supervisory Board is not treated separately. This seems appropriate, since the deputy chairman only takes on special duties in the event that the chairman is unavailable.

Section 5.4.6 para. 2 GCGC: The members of the Supervisory Board do not receive any performance-based remuneration in addition to a fixed remuneration. Performance-based remuneration for the Supervisory Board would be inconsistent with the Supervisory Board's supervisory and monitoring function and could in particular cause conflicts of interest, arising from decisions of the Supervisory Board, which might influence the performance criteria.

Section 5.4.6 para. 3 GCGC: The remuneration paid to the members of the Supervisory Board and any further payments made or benefits granted by the company to the members of the Supervisory Board are not itemized individually in the Corporate Governance report. The individual remuneration paid to the members of the Supervisory Board for their Board activities is already transparent within the scope of the statutory disclosures; separate disclosure in the Corporate Governance report therefore seems unnecessary. The individual disclosure of any further remuneration paid or benefits granted by the company in individual cases would be inconsistent with the legitimate personal interests of the individual Supervisory Board members.

Stuttgart, December 2011

The Board of Directors

The Supervisory Board