



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

The Board of Directors and the 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 since the issuance of the previous declaration of compliance, and, as amended 15 May 2012 (published in the Federal Gazette on 15 June 2012) will be complied with in the future, in each case with the following exceptions:

1. 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.
2. 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 provide for a severance cap in the event of early termination. Such an arrangement does not appear necessary in addition to the statutory provisions applicable in cases of early termination in order to protect the interests of the company and its shareholders.

3. 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 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.

4. 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.
5. Section 5.4.1 paras. 2 and 3 GCGC: The Supervisory Board does not specify concrete goals for its composition and does not publish them and 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.

Section 5.4.1 para. 4 GCGC: The Supervisory Board does not disclose the personal and business relations of each candidate with the enterprise, the bodies of the company and any shareholder having a significant share in the company when making its election proposals. The recommendation of the Code implies more than merely insignificant legal risks; hence, to comply with it, is not in the interest of the company.

6. 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. The Government Commission on the German Corporate Governance Code in effect now follows this view so that there will be no further divergence from this recommendation in this regard anymore.

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 Government Commission on the German Corporate Governance Code in effect now follows this view so that there will be no further divergence from this recommendation in this regard anymore. 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 2012

On behalf of the Board of Directors

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