

**Form for the authorisation and instructions
of the proxy named by RIB Software AG**

**for the Annual General Meeting of RIB Software AG
on 20 May 2011**

I/We

[first name, family name and address, resp. company name and seat of shareholder]

hereby authorise the proxy named by RIB Software AG,

Ms Dina Schmid, business address Vaihinger Straße 151, 70567 Stuttgart,

with the right to grant sub-authorisations, to exercise at the general meeting of RIB Software AG on 20 May 2011 my/our voting right attached to the shares with the entrance or voting card numbers

in accordance with the following instructions: *

	Yes	No
On all agenda items (no resolution on TOP 1)	<input type="checkbox"/>	<input type="checkbox"/>

alternatively according to the following individual instructions:

TOP 2	Resolution regarding the appropriation of the profit	<input type="checkbox"/>	<input type="checkbox"/>
TOP 3	Resolution on the formal approval for the actions of the Board of Directors for the 2010 financial year	<input type="checkbox"/>	<input type="checkbox"/>
TOP 4	Resolution on the formal approval for the actions of the Supervisory Board for the 2010 financial year	<input type="checkbox"/>	<input type="checkbox"/>

* Tick as desired

		Yes	No
TOP 5	Resolution on the election of the auditor for the financial statements and the consolidated financial statements for the 2011 financial year	<input type="checkbox"/>	<input type="checkbox"/>
TOP 6	Resolution on the elections to the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>
TOP 7	Resolution on the cancellation of the existing authorised capital, the creation of new authorised capital, the possibility to exclude subscription rights and a corresponding amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
TOP 8	Resolution on the authorisation to grant subscription rights to members of the management and employees of RIB Software AG or an affiliated company (Stock Option Programme 2011) and the creation of a contingent capital to serve the Stock Option Programme 2011 and a corresponding amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
TOP 9	Resolution on the amendment to Section 12 of the Articles of Association of the company (Supervisory Board remuneration)	<input type="checkbox"/>	<input type="checkbox"/>
TOP 10	Resolution on the amendment to Section 14 of the Articles of Association of the company (Participation in the general meeting)	<input type="checkbox"/>	<input type="checkbox"/>

To the extent no express or a contradictory or unclear instruction is given, the proxy named by the company will abstain from voting.

Place and Date:

Signature(s) or other
finalisation of the
declaration according to
Sec. 126b BGB (German Civil Code):
