

INVITATION

---

TO THE ANNUAL

---

GENERAL MEETING

---

20 MAY 2011

---

RIB SOFTWARE AG, STUTTGART, GERMANY  
ISIN DE000A0Z2XN6 / WKN A0Z2XN



DEAR

---

SHAREHOLDERS

---

**We hereby invite you to the annual general meeting of RIB Software AG, to take place on Friday, 20 May 2011 at 1:00 p.m. (CEST) at the Hotel Le Méridien Stuttgart, Willy-Brandt-Straße 30, 70173 Stuttgart, Germany.**

# CONTENTS

---

## p. 06 AGENDA

- p. 06 1. Presentation of the approved annual financial statements of RIB Software AG for the 2010 financial year and the management report, the approved voluntary consolidated annual financial statements for the 2010 financial year and group management report, the report by the Supervisory Board as well as the amended and approved consolidated annual financial statements for the 2009 financial year and group management report
- p. 06 2. Resolution regarding the appropriation of the profit
- p. 06 3. Resolution on the formal approval for the actions of the Board of Directors for the 2010 financial year
- p. 06 4. Resolution on the formal approval for the actions of the Supervisory Board for the 2010 financial year
- p. 06 5. Resolution on the election of the auditor for the financial statements and the consolidated financial statements for the 2011 financial year
- p. 07 6. Resolution on the elections to the Supervisory Board
- p. 07 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

- p. 09 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
- p. 15 9. Resolution on the amendment to Section 12 of the Articles of Association of the company (Supervisory Board remuneration)
- p. 16 10. Resolution on the amendment to Section 14 of the Articles of Association of the company (participation in the general meeting)
  
- p. 17 **REPORT BY THE BOARD OF DIRECTORS ON AGENDA ITEM 7 IN ACCORDANCE WITH SECTIONS 203 (2) CLAUSE 2, 186 (4) CLAUSE 2 AKTG**
  
- p. 19 **FURTHER CONVOCATION INFORMATION**
  - p. 19 Requirements for participation at the general meeting and the exercise of voting rights
  - p. 20 Procedure for voting through a proxy
  - p. 21 Shareholder rights in accordance with Sections 122 (2), 126 (1), 127 and 131 (1) AktG (German Stock Corporation Act)
  - p. 23 Documentation for the general meeting and information pursuant to Section 124a AktG
  - p. 23 Total number of shares and voting rights

## AGENDA

### **1. Presentation of the approved annual financial statements of RIB Software AG for the 2010 financial year and the management report, the approved voluntary consolidated annual financial statements for the 2010 financial year and group management report, the report by the Supervisory Board as well as the amended and approved consolidated annual financial statements for the 2009 financial year and group management report.**

In line with legal stipulations, no resolution is to be passed under this agenda item since the Supervisory Board has already approved the financial statements and hence the annual financial statements have been approved. In the case of the other documentation mentioned in this agenda item, the law generally stipulates that shareholders shall merely be informed by being given access to said documentation and that there will be no resolution passed by the general meeting.

### **2. Resolution regarding the appropriation of the profit**

The Board of Directors and the Supervisory Board propose that the profit of EUR 904,180.92 be carried forward in full.

### **3. Resolution on the formal approval for the actions of the Board of Directors for the 2010 financial year**

The Board of Directors and the Supervisory Board propose that the actions of the members of the Board of Directors be formally approved for the 2010 financial year.

### **4. Resolution on the formal approval for the actions of the Supervisory Board for the 2010 financial year**

The Board of Directors and the Supervisory Board propose that the actions of the members of the Supervisory Board be formally approved for the 2010 financial year.

### **5. Resolution on the election of the auditor for the financial statements and the consolidated financial statements for the 2011 financial year**

The Supervisory Board proposes to appoint BW PARTNER Bauer Wulf Schätz Hasenclever Stiefelhagen Partnerschaft, Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft,

Stuttgart, as the auditor for the financial statements and the consolidated financial statements for the 2011 financial year.

## **6. Resolution on the elections to the Supervisory Board**

By resolution of the Local Court of Stuttgart dated 24 September 2010, Mr. Barrie David Sheers was appointed member of the Supervisory Board of the company. He shall now be elected at the annual general meeting.

Pursuant to Sections 96 (1), 101 (1) AktG (German Stock Corporation Act) and Section 7 (1) of the Articles of Association, the Supervisory Board of the company comprises six members who are elected by the general meeting. The general meeting is not bound by the election proposals.

The Supervisory Board proposes to elect

Mr. Barrie David Sheers, Vice President (Asia Pacific Japan),  
Quest Software, Inc., Singapore

as a member of the Supervisory Board of the company with effect from the end of this general meeting and for the period until the end of the general meeting which will vote on a resolution regarding the approval of the actions for the 2012 financial year.

Mr. Barrie David Sheers is not a member of any other statutory Supervisory Boards or any comparable national and international corporate control committees.

## **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.**

Pursuant to Section 4 (4) of the Articles of Association, the Board of Directors is authorised, with the approval of the Supervisory Board, to increase the share capital by 10 August 2011 by issuing up to 4,659,585 new registered shares to a regulated market with a nominal value of EUR 1.00 each for cash or non-cash contributions once or several times up to a total of up to EUR 4,659,585.00 (Authorised Capital 2010).

The authorisation expires a few months following this general meeting and – to the extent it has not been exercised – ends de facto with the issue of the company's shares to the regulated market, and,

since the public offering, does no longer correspond to the needs of the company in terms of volume. In order for the Board of Directors to continue to be entitled to increase the company's share capital in the future to a suitable extent, at short notice and without any further resolution by the general meeting, the existing Authorised Capital 2010 is to be cancelled and a new authorised capital is to be created by a corresponding amendment to the Articles of Association.

The Board of Directors and the Supervisory Board propose to resolve as follows:

- a) The authorisation granted to the Board of Directors at the general meeting of 11 May 2010 under Agenda Item 8 to increase the company share capital by 10 August 2011 (Authorised Capital 2010) is cancelled to the extent it has not been exercised.
- b) Section 4 (4) of the Articles of Association of the company is amended and newly drafted as follows:

“(4) The Board of Directors shall be authorised with the approval of the Supervisory Board, to increase the share capital by 19 May 2016 by issuing up to 19,357,710 new registered shares with a nominal value of EUR 1.00 each for cash or non-cash contributions once or several times up to a total of up to EUR 19,357,710.00 (Authorised Capital 2011).

The new shares are to be offered to the shareholders for subscription; they may also be taken on by a credit institution on the condition that they are offered to the shareholder for acquisition. The Board of Directors, however, is authorised with the approval of the Supervisory Board to exclude the statutory subscription right of the shareholders

(1) to the extent this is necessary to settle fractional amounts;

(2) in order to acquire companies, parts of companies or participations in companies or other economic goods, including receivables, in appropriate cases in return for the transfer of shares;

(3) to the extent the proportion of share capital that is allotted to the new shares for which the subscription right is excluded does not exceed ten per cent of the share capital in total both at the time the authorisation becomes effective and at the time it is exercised and the issue amount of the new shares does not fall substantially below the stock market price of the company shares with the same terms according to Sections 203 (1) and (2), 186 (3) clause 4 AktG.



The proportion of share capital that is allotted to the new shares for which the subscription right is excluded according to the above-mentioned clauses (1) to (3) may not exceed twenty per cent of the company's share capital in total both at the time the authorisation becomes effective and at the time it is exercised.

For the rest, the Board of Directors will decide on the issuance of the new shares, the terms of share rights and the conditions of the share issue with approval of the Supervisory Board.

The Supervisory Board is authorised to alter the version of the Articles of Association according to the scope of the capital increase from the authorised capital."

The Board of Directors has, pursuant to Sections 203 (2) clause 2, 186 (4) clause 2 AktG, provided a written report on the reasons for excluding the subscription right. The content of the Board of Directors' report will be made known following the agenda.

## **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**

Participation of management and employees in the economic risks and opportunities of a company through the granting of share options is one of the essential features of a competitive remuneration system. The economic success of the company is based, not least, on its ability to recruit experts and managers worldwide and, with the aid of a performance-based remuneration system, to bind qualified experts and managers to the company in the long term. The Stock Option Programme 2011 is intended to reinforce the position of the company in the international competition for the best experts and managers.

To underscore the incentive to increase the company's goodwill in the long term in the interest of all shareholders, the Stock Option Programme 2011 provides for a four-year waiting period for the first exercise of the subscription rights. In the shareholders' interest in a sustainable increase in the value of the company, exercise of the subscription rights is to be dependent on the achievement of ambitious performance goals. In this regard, the performance goals are oriented to the stock market price of the company's shares. To secure the rights of the participants in the Stock Option Programme 2011, the proposed resolution provides for the creation of a contingent capital.

The Board of Directors and the Supervisory Board propose to resolve as follows:

**a) Authorisation to grant subscription rights to registered shares**

The Board of Directors is hereby authorised up to 19 May 2016 to issue up to 1,548,616 subscription rights to up to 1,548,616 registered shares in the company with a par value of EUR 1.00 each according to the following provisions. Insofar as members of the Board of Directors are affected, the Supervisory Board of the company alone is correspondingly authorised.

The key points for the issue of the subscription rights are as follows:

**(aa) Group of participants/Distribution of subscription rights**

Subscription rights may only be issued to members of the Board of Directors of the company, to members of the management of companies affiliated with the company and to employees of the company and companies affiliated with it. The precise group of those entitled and the scope of the subscription rights to be granted to them in each case are determined by the Board of Directors with the approval of the Supervisory Board. To the extent members of the Board of the Directors are to receive subscription rights, these determinations and the issue of the subscription rights are the exclusive responsibility of the Supervisory Board.

The total volume of subscription rights is distributed among the entitled groups of persons as follows:

- members of the Board of Directors of the company receive a maximum of up to 600,000 subscription rights in total;
- members of the management of affiliated companies receive a maximum of up to 250,000 subscription rights in total;
- employees of the company and of companies affiliated with it receive a maximum of up to 698,616 subscription rights in total;

Those entitled always receive subscription rights only as members of one group; double remuneration is not permitted. Those entitled must be employed by or in a contractual service relationship with the company or one of the companies affiliated with it at the time of the grant of subscription rights.

**(bb) Grant of subscription rights, date of issue and content of subscription rights**

The grant of subscription rights occurs for each first Monday in July in the years 2011, 2012, 2013, and 2014. If the amendment of the Articles of Association to be resolved under lit. c) is not entered in the commercial register before 27 June 2011, the first grant of subscription rights occurs on the first working day of the calendar month following this entry.

Each subscription right carries the right to purchase one registered share of the company with a par value of EUR 1.00 per share against payment of the strike price determined under lit. (cc) and has a term of seven years.

The subscription conditions may provide that the company can optionally grant the entitled participants treasury shares to service the subscription rights instead of new shares from contingent capital. If the entitled participants are members of the Board of Directors, the decision must be taken by the Supervisory Board. Acquisition of treasury shares for alternative fulfilment of subscription rights must correspond with the legal requirements; authorisation to acquire the company's treasury shares is not issued by this resolution.

**(cc) Strike price (issue price) and performance target as well as other exercise conditions**

The strike price (issue price) of a subscription right is EUR 1.00; Section 9 (1) AktG (German Stock Corporation Act) remains unaffected.

The condition for the exercise of subscription rights is in each case achievement of the annual performance target within the four-year waiting period according to lit. (dd). The performance target is determined in each case for the participants entitled as follows:

the performance target for exercising subscription rights has been reached respectively if the average price of the share of the company determined in detail below

- on one or several occasions exceeds an amount of at least EUR 11.00 in 2011;
- on one or several occasions exceeds an amount of at least EUR 14.00 in 2012;
- on one or several occasions exceeds an amount of at least EUR 18.00 in 2013;
- on one or several occasions exceeds an amount of at least EUR 22.00 in 2014;
- on one or several occasions exceeds an amount of at least EUR 25.00 in 2015;
- on one or several occasions exceeds an amount of at least EUR 29.00 in 2016;
- on one or several occasions exceeds an amount of at least EUR 33.00 in 2017.

The average price equals the volume weighted average price of the share of the company on "Xetra" (or a corresponding successor system of the Frankfurt Stock Exchange) during a rolling survey period of three months that is to be calculated with the function AQR of Bloomberg (Standard VWAP not customized) or a corresponding successor function of Bloomberg. In 2011, a survey period of 30 days instead of three months is applicable.

If the performance target is not achieved in one year, it can be compensated by achieving a performance target in a later year up to the end of the waiting period. If the performance target for a year has not been achieved within the waiting period and cannot be compensated in the later years by a performance target either, the subscription rights issued in each case lapse pro rata to the extent the performance target has not been achieved within the waiting period, i.e. by a quarter, two-quarters, three-quarters or in full.

**(dd) Waiting period for first exercise, exercise periods and exercise blocking periods**

The waiting period for the first exercise is four years from the time of the grant of subscription rights. After expiry of the waiting period, all subscription rights for which the performance target according to lit. (cc) has been achieved can be exercised within the succeeding three years; in each case within three weeks of publication of the report for the second quarter of the financial year and the report for the third quarter of the financial year.

If the Board of Directors is affected, the Supervisory Board and if other entitled persons are affected, the Board of Directors, may in justified exceptional cases determine exercise blocking periods, of whose commencement the entitled parties are in each case informed in advance in good time.

**(ee) No transferability and lapse of subscription rights**

The subscription rights are granted as non-transferable subscription rights. With the exception of inheritance, the subscription rights can neither be transferred, nor be disposed of, nor be pledged nor otherwise be encumbered. All unexercised subscription rights lapse without compensation upon expiry of seven years after their date of issue, however, not before the end of the second exercise period in the last year of the term. If the employment or contractual service relationship ends as a result of death, reduced ability to work, retirement, termination or otherwise not due to termination, special regulations can be provided for in the subscription conditions for the lapse of the subscription rights.

**(ff) Regulation of additional details**

The Board of Directors is authorised to determine the additional details on the issue of shares from the contingent capital and the additional conditions of the Stock Option Programme 2011, especially the subscription conditions for the entitled persons. To the extent members of the Board of Directors are affected, the Supervisory Board alone decides. Additional details in particular include provisions on the distribution of the subscription rights within the entitled groups of persons, provisions on taxes and costs, the

procedure for the allocation to individual entitled persons and the exercise of the subscription rights, regulations regarding the lapse of subscription rights in the event of termination of the employment or contractual service relationship and regulations that provide for restriction possibilities for extraordinary developments for earnings from the exercise of subscription rights, and further procedural regulations.

## **b) Contingent capital**

The share capital of the company is contingently increased by up to EUR 1,548,616 by the issue of up to 1,548,616 new registered shares with a par value of EUR 1.00 per share. The contingent capital increase is only carried out to the extent that the holders of the issued subscription rights make use of their right to subscribe to shares of the company and the company does not grant any treasury shares to meet the subscription rights; the Supervisory Board is exclusively responsible for the granting and handling of subscription rights to members of the Board of Directors. The issue of shares from the contingent capital occurs at the strike price as issue price according to lit. a) (cc). The new shares participate in profit from the beginning of the financial year in which they are created by exercise of subscription rights.

## **c) Amendment of the Articles of Association**

Section 4 of the Articles of Association receives a paragraph 5. Section 4 (5) of the Articles of Association of the company is drafted as follows:

“(5) The share capital of the company is contingently increased by up to EUR 1,548,616 by the issue of up to 1,548,616 new registered shares with a par value of EUR 1.00 per share. The contingent capital increase is only carried out to the extent that subscription rights were issued according to the Stock Option Programme 2011 in accordance with the resolution of the general meeting of 20 May 2011, the holders of the subscription rights make use of their exercise rights and the company does not grant any treasury shares to meet the subscription rights; the Supervisory Board is exclusively responsible for the granting and handling of subscription rights to members of the Board of Directors. The new shares participate in profit from the beginning of the financial year in which the issue occurs.”

## **9. Resolution on the amendment to Section 12 of the Articles of Association of the company (Supervisory Board remuneration)**

Section 12 (1) of the Articles of Association of the company currently reads:

“(1) Supervisory Board members receive annual remuneration of EUR 10,300.00 gross (“fixed remuneration”). The Chairman receives one and a half times the fixed remuneration. Supervisory Board members who are on the Supervisory Board for only part of the financial year receive proportionate remuneration in accordance with the period of their membership in relation to the entire financial year. The company may conclude appropriate directors’ and officers’ liability insurance for the members of the Supervisory Board.”

In view of the company’s IPO, the company’s Supervisory Board has decided, with effect from 31 May 2011, to form a nomination and remuneration committee as well as an audit committee. It is usual and appropriate to provide separate remuneration for the activities of committee members. For this purpose, Section 12 (1) of the Articles of Association is to be revised and supplemented accordingly.

The Board of Directors and the Supervisory Board propose to resolve as follows:

Section 12 (1) of the Articles of Association of the company is amended and newly drafted as follows:

“(1) Supervisory Board members receive annual remuneration of EUR 10,300.00 gross. In addition, the members of a committee of the Supervisory Board receive annual remuneration of EUR 2,000.00 gross, provided that the committee has met at least once in the financial year. The Chairman of the Supervisory Board or of one of its committees will be awarded one and a half times the respective amount mentioned above. Supervisory Board members who are on the Supervisory Board or one of its committees for only part of the financial year receive proportionate remuneration in accordance with the period of their membership in relation to the entire financial year. The company may conclude appropriate directors’ and officers’ liability insurance for the members of the Supervisory Board.”

## 10. Resolution on the amendment to Section 14 of the Articles of Association of the company (Participation in the general meeting)

- a) Section 14 (1) of the Articles of Association of the company determines the conditions on which shareholders are entitled to take part in the general meeting and to exercise their voting rights. Section 14 (1) of the Articles of Association currently reads:

“(1) Only those shareholders who have registered in text form (Section 126b German Civil Code) in either German or English with the office named in the invitation to the general meeting at least six days before the day of the general meeting and who are entered in the company’s share register are entitled to participate in the general meeting and to exercise their voting rights. This office must receive the registration at least six days before the general meeting, whereby the day of the general meeting and the day of receipt are not included.”

The provision shall be revised and edited, though without any changes to the content being made. In the interests of shareholders, this shall, however, also be used as an opportunity to provide for the possibility of scheduling a shorter deadline for registration for the general meeting in the convocation. To the extent use is made of the requested authorisation in future, shareholders can register at a later point in time before the general meeting than has previously been the case.

The Board of Directors and the Supervisory Board propose to resolve as follows:

Section 14 (1) of the Articles of Association of the company is amended and newly drafted as follows:

“(1) Only those shareholders who are entered in the company’s share register on the day of the general meeting and who have registered in time are entitled to participate in the general meeting and to exercise their voting rights. The registration must reach the company at least six days before the general meeting in written form in either German or English at the address provided for this purpose in the convocation, whereby the day of the general meeting and the day on which the registration is received are not included. A shorter deadline calculated in days may be scheduled in the convocation.”

- b) Section 14 (4) of the Articles of Association of the company states, in accordance with legal provisions, that the deadline for registration for the general meeting may end on a Saturday, Sunday or a public holiday. Section 14 (4) of the Articles of Association currently reads: “(4) For the calculation of deadlines in accordance with Section 17,



the alteration of a deadline from a Saturday, a Sunday or a public holiday to a previous or following working day shall not be considered.”

The reference to Section 17 of the Articles of Association goes astray and is due to an editorial error that shall be corrected via the proposed amendment.

The Board of Directors and the Supervisory Board propose to resolve as follows:

Section 14 (4) of the Articles of Association of the company is amended and newly drafted as follows:

“(4) For the calculation of deadlines in accordance with Section 14, the alteration of a deadline from a Saturday, a Sunday or a public holiday to a previous or following working day shall not be considered.”

## REPORT BY THE BOARD OF DIRECTORS ON AGENDA ITEM 7 IN ACCORDANCE WITH SECTIONS 203 (2) CLAUSE 2, 186 (4) CLAUSE 2 AKTG

Agenda Item 7 proposes that the Board of Directors be authorised to increase the company’s share capital by 19 May 2016 with approval of the Supervisory Board either once or on multiple occasions by a total of up to EUR 19,357,710.00 through the issuing of up to 19,357,710 new registered shares with a nominal value of EUR 1.00 per share against cash or non-cash contributions (Authorised Capital 2011).

With the requested authorisation for the creation of new authorised capital, the Board of Directors will be granted a flexible instrument with which to structure company financing. The proposed authorised capital shall enable the Board of Directors in the short term to raise the capital required for the company’s further development on the capital markets through the issuing of new shares in return for cash contributions and thereby to make use of any favourable market conditions to cover a future financing requirement without delays. In addition, the Board of Directors shall be able to seize any acquisition opportunities arising on the market for a capital increase against contribution in kind. The requested authorisation provides for the opportunity to exclude

the subscription right of shareholders. The Board of Directors herewith provides its written report on the reasons for the exclusion of the subscription right.

The Board of Directors shall be authorised to exclude the subscription right of shareholders for any fractional amounts. The authorisation for the exclusion of the subscription right for fractional amounts provides the opportunity to set simple and practicable purchase ratios in the event of a capital increase. Fractional amounts arise when, as a result of the purchase ratio or the amount of the capital increase, not all new shares can be distributed to shareholders evenly. In relation to the total capital increase, the fractional amounts are of little significance. Thus, the impairment for shareholders caused by the exclusion of the subscription right for fractional amounts is to be discounted in relation to the process-related benefits.

Furthermore, the Board of Directors shall be placed in a position which allows it to acquire companies, parts of companies or participations in companies or other economic goods, including receivables, in appropriate cases in return for the transfer of shares. This option of issuing shares significantly raises the Board of Directors' leeway in competition as, in particular in the acquisition of companies and participations in companies, the consideration to be provided is increasingly being made in the form of shares of the acquirer. Particularly for larger business units, the company would often not be in the position of providing a monetary consideration without utilising large amounts of the liquid resources of a company. In order to make such transactions which are in the interests of the growth strategy of the company possible in the future as well, the use of authorised capital with the option of excluding subscription rights is necessary. Should new shares be issued as consideration in the context of acquiring companies, company divisions, shareholdings in companies or other assets (including receivables), the share issue can be made from a capital increase only by excluding the subscription rights of the existing shareholders. The Board of Directors shall in these cases be authorised to exclude the subscription right. The requested authorisation is purely a precautionary measure. There are currently no concrete plans for utilising this authorisation.

After all, pursuant to Sections 203 (1) and (2), and 186 (3) clause 4 AktG (German Stock Corporation Act) the exclusion of the subscription right shall also be permitted if the proportionate amount of the share capital, which is attributable to the new shares for which the subscription right is excluded, both at the time of effectiveness and at the time of exercising the authorisation, does not exceed ten per cent of the share capital and the issue amount of the new shares does not fall significantly below the stock price. By these means, the Board of Directors shall be placed in a position which will allow it to utilise favourable market prices in the short term and thereby achieve the

best possible strengthening of the company's equity capital. Experience has shown that an exclusion of the subscription right leads to greater cash inflows due to the ability to act far more rapidly than a comparable capital increase with a subscription right. In addition, new investor groups could be gained through placements excluding subscription rights. By limiting the amount to ten per cent of the share capital, the dilution effect for the existing shareholders excluded from the subscription right will be kept as low as possible. Due to the limited scope of the capital increase the affected shareholders have the additional option of maintaining their proportionate share in the company by making additional purchases via the stock exchange under market-related conditions. The shareholders' financial interests are protected in that the shares, under this authorisation, may only be issued at a price that does not significantly fall below the market price of the company's shares of the same class already listed on the stock exchange. The Board of Directors will, in each case, additionally determine the consideration for the shares exclusively in the interests of the company and its shareholders.

Regarding all possibilities connected with the exclusion of subscription rights, there is an additional provision that the proportionate – amount of share capital relating to the new shares, for which the subscription right is excluded, both at the effective date and at the exercise date of the authorisation, may not exceed twenty per cent of the share capital. Excessive dilution of the shareholdings of the previous shareholders is thus counteracted.

The Board of Directors, in each individual case, will carefully review whether it will need to avail itself of the authorisation, and only do this if, according to its assessment, it lies in the best interests of the company and, therefore, its shareholders and is appropriate.

## FURTHER CONVOCATION INFORMATION

### **Requirements for participation at the general meeting and the exercise of voting rights**

Only shareholders that have registered in German or English in text form (Section 126b German Civil Code) at

RIB Software AG  
c/o FAE Management GmbH  
Oskar-Then-Straße 7  
63773 Goldbach  
Germany  
Fax: +49 (0) 6021 589735  
E-mail: hvstelle@fae-gmbh.de

and are registered in the company's share registry at least six days before the day of the general meeting, i.e. by 13 May 2011 (12:00 p.m. CEST) may participate in the general meeting and exercise voting rights. The registration must be received at the above-mentioned address at least six days before the general meeting, whereby the day of the general meeting and the day of receipt are not included, i.e. by 13 May 2011 (12:00 p.m. CEST).

The shareholding recorded in the company's share registry on the day of the general meeting is decisive for the exercise of participation and voting rights. Please note that, for processing reasons, transcriptions in the share registry can only take place if they are filed at least six days before the general meeting, i.e. by 13 May 2011 (12:00 p.m. CEST).

The shares will not be barred or blocked through registration for the general meeting; shareholders can therefore freely dispose of their shares also after registration to the general meeting has taken place.

### **Procedure for voting through a proxy**

Shareholders may have their voting rights exercised by a proxy, for example a credit institution or a shareholders' association. If a shareholder has more than one proxy, the company may reject one or more of these. The issuance of a proxy, its revocation and the proof of authorisation towards the company require the text form. If a credit institution, an equivalent institution or company according to Section 135 (10) Stock Corporation Act in conjunction with Section 125 (5) AktG, a shareholders' association or a person within the meaning of Section 135 (8) AktG is authorised, deviating regulations, that need to be enquired upon, may exist.

As a service, we offer our shareholders to authorise a proxy named by the company to exercise their voting rights at the general meeting. The proxy named by the company must be authorised and instructed in text form, and has the right to grant sub-authorisation. He/She is obligated to exercise the voting rights exclusively in accordance with the instructions provided by the shareholder. To the extent no express or a contrary or unclear instruction is issued, the proxy named by the company will abstain from voting for the respective agenda item. The proxy named by the company cannot accept instructions on procedural motions prior to or during the general meeting.

An authorisation form will be sent to the shareholders after registration to the general meeting together with the entrance card. The form for the authorisation and instructions of the proxy named by the company is available on the company's website at [www.rib-software.com/hv2011](http://www.rib-software.com/hv2011).

Proof of appointment of a proxy with powers to exercise voting rights, including instructions for said proxy named by the company, may be communicated to one of the following addresses:

RIB Software AG  
Vaihinger Straße 151  
70567 Stuttgart  
Germany  
Telefax: +49 (0) 711 7873-311  
E-Mail: [hauptversammlung@rib-software.com](mailto:hauptversammlung@rib-software.com)

If not granted during the general meeting, proxies to the proxy named by the company to exercise voting rights including the instructions must be received by the company no later than 18 May 2011.

Also in the event a proxy is appointed, registration and proof of shareholding must be received timely in compliance with the above provisions. This does not exclude – subject to the said restricted possibility to grant a proxy to the proxy named by the company – the appointment of a proxy after registration and proof of shareholding.

### **Shareholder rights in accordance with Sections 122 (2), 126 (1), 127 and 131 (1) AktG (German Stock Corporation Act)**

#### Supplemental requests to the agenda by a minority pursuant to Section 122 (2) AktG

Shareholders whose total shareholding is equivalent to the twentieth part of the share capital (i.e. equal to 1,935,771 shares) or exceeds a pro rata amount of EUR 500,000 to the share capital (i.e. equal to 500,000 shares), may, pursuant to Section 122 (2) AktG, demand that matters are placed on the agenda and published. Each new matter must be justified or include a draft resolution.

Such request must be received in writing by the company at least 30 days before the general meeting; the day of receipt and the day of the general meeting are not counted. The last possible date of receipt is therefore 19 April 2011 (12:00 p.m.). Any motions for supplementation received at a later date will not be considered.

Requesters must prove that they have held the stipulated minimum shareholding for at least three months prior to the day of the general meeting (Section 142 (2) clause 2 in conjunction with Section 122 (1) clause 3 and (2) clause 1 AktG).

Any motions for supplementation may only be sent to the following address:

RIB Software AG  
Board of Directors  
Vaihinger Straße 151  
70567 Stuttgart  
Germany

### Motions and election proposals by shareholders pursuant to Sections 126 (1) and 127 AktG

Shareholders may propose counter-motions to the proposals of the Board of Directors and the Supervisory Board to a specific item of the agenda, and make proposals for the election of auditors and Supervisory Board members.

Counter-motions and election proposals that have to be made accessible and are received by the company at least 14 days before the general meeting, whereby the day of receipt and the day of the general meeting will not be counted, i.e. at the latest by 5 May 2011 (12:00 p.m. CEST), will be made accessible to the other shareholders, including the name of the shareholder and the justification, in the internet at [www.rib-software.com/hv2011](http://www.rib-software.com/hv2011) without undue delay. Any statements by the management will also be published there.

Counter-motions, in contrast to election proposals, will only be published if they include a justification.

Any counter-motions and election proposals to be made accessible are to be submitted exclusively to the following address:

RIB Software AG  
FAO Ms Dina Schmid  
Vaihinger Straße 151  
70567 Stuttgart  
Germany  
Fax: +49 (0) 711 7873-311  
e-mail: [hauptversammlung@rib-software.com](mailto:hauptversammlung@rib-software.com)

Counter-motions and election proposals sent elsewhere will not be considered.

### Information rights of the shareholder pursuant to Section 131 (1) AktG

Pursuant to Section 131 (1) AktG, each shareholder is entitled to request information from the Board of Directors during the general meeting concerning the company's affairs, including legal and commercial relationships to affiliated companies and the general situation of the group and the companies included in the consolidated financial statements, to the extent necessary for the proper evaluation of the item on the agenda.

Further explanations of the shareholder rights pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG are available on the company's website at [www.rib-software.com/hv2011](http://www.rib-software.com/hv2011).

### 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 [www.rib-software.com/hv2011](http://www.rib-software.com/hv2011) shortly after the convocation of the general meeting.

This documentation to be made accessible is also available for inspection by the shareholders on the company premises of RIB Software AG, Vaihinger Straße 151, 70567 Stuttgart, Germany, and at the general meeting itself. On request, each shareholder will be given free copies of said documentation without undue delay.

### Total number of shares and voting rights

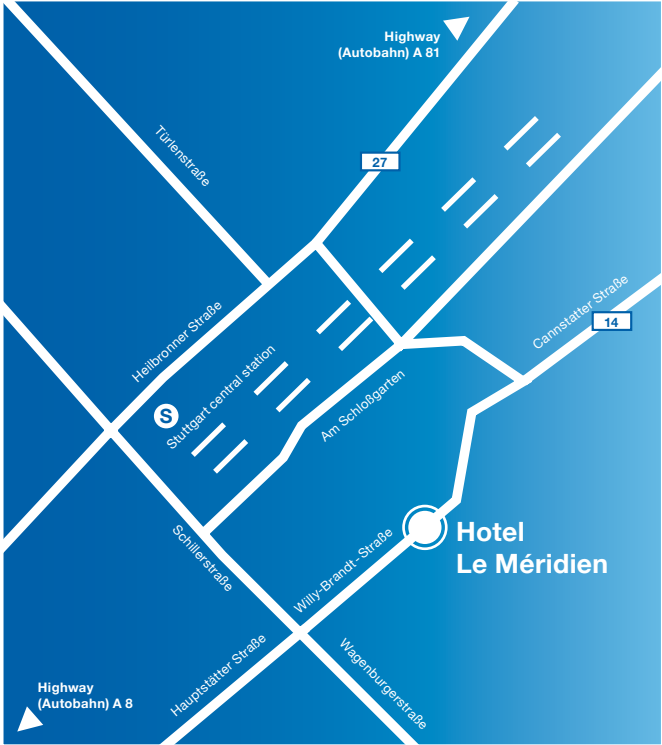
At the time this general meeting is called, the company's share capital is divided into 38,715,420 registered shares with a nominal value of EUR 1.00 per share. Each share carries one vote in the general meeting. Therefore, at the time this general meeting is called, there are 38,715,420 voting rights. The company holds no treasury shares.

Stuttgart, April 2011

RIB Software AG  
The Board of Directors

# LOCATION

Hotel Le Méridien, Willy-Brandt-Straße 30, 70173 Stuttgart, Germany  
[www.lemeridienstuttgart.com](http://www.lemeridienstuttgart.com)



## **RIB Software AG**

Investor Relations  
Vaihinger Straße 151  
70567 Stuttgart  
Germany  
Phone: +49 (0) 711 7873-0  
Fax: +49 (0) 711 7873-311  
e-mail: [investor@rib-software.com](mailto:investor@rib-software.com)  
Internet: [rib-software.com](http://rib-software.com)