

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

**for the Annual General Meeting of RIB Software AG
on 24 May 2012**

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 24 May 2012 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 2011 financial year	<input type="checkbox"/>	<input type="checkbox"/>
TOP 4	Resolution on the formal approval for the actions of the Supervisory Board for the 2011 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 2012 financial year	<input type="checkbox"/>	<input type="checkbox"/>
TOP 6	Resolution on an election to the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>
TOP 7	Resolution on the authorisation for the acquisition and for the use of treasury shares pursuant to Section 71 (1) No. 8 AktG (German Stock Corporation Act) as well as on the exclusion of subscription rights.	<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):
