



INVITATION TO THE  
ANNUAL  
GENERAL MEETING  
24 MAY 2012

RIB SOFTWARE AG, STUTTGART

ISIN DE000A0Z2XN6 / WKN A0Z2XN

CONVENIENCE TRANSLATION



# DEAR SHAREHOLDERS,

we hereby invite you to the annual general meeting of RIB Software AG, to take place on Thursday, 24 May 2012, at 1:00 p.m. at the Hotel Le Méridien Stuttgart, Willy-Brandt-Straße 30, 70173 Stuttgart, Germany.

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## AGENDA

- 1. Presentation of the approved annual financial statements of RIB Software AG for the 2011 financial year and the management report, the approved consolidated annual financial statements for the 2011 financial year and group management report, the report by the Supervisory Board, the proposal by the Board of Directors for the appropriation of the 2011 profit as well as the explanatory report of the Board of Directors on the information pursuant to Sections 289 (4), 315 (4) German Commercial Code (Handelsgesetzbuch – HGB) for the 2011 financial year.**

In line with legal stipulations, no resolution is to be passed under this agenda item since the Supervisory Board already approved the annual and consolidated financial statements and hence the annual financial statements have been approved. The shareholders will vote on the Board of Directors' proposal on the appropriation of the 2011 profit under Agenda Item 2. 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 financial year 2011 be appropriated as follows:

Distribution to the shareholders:	EUR	3,097,233.60
Profit carried forward:	EUR	312,465.11
Balance sheet profit:	EUR	3,409,698.71

The above proposal for the appropriation of a part of the balance sheet profit to the shareholders equals a dividend of EUR 0.08 per share of the company.

- 3. Resolution on the formal approval for the actions of the members of the Board of Directors for the 2011 financial year**

The Board of Directors and the Supervisory Board propose that the actions of the members serving as the Board of Directors in financial year 2011 be formally approved for the 2011 financial year.

#### **4. Resolution on the formal approval for the actions of the members of the Supervisory Board for the 2011 financial year**

The Board of Directors and the Supervisory Board propose that the actions of the members serving as the Supervisory Board in financial year 2011 be formally approved for the 2011 financial year.

#### **5. Resolution on the election of the auditor for the financial statements and the consolidated financial statements for the 2012 financial year**

The Supervisory Board proposes, based on the recommendation of the Audit Committee, 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 2012 financial year.

#### **6. Resolution on an election to the Supervisory Board**

By resolution of the Local Court of Stuttgart dated 9 May 2011, Mr Klaus Hirschle was appointed as a member of the Supervisory Board of the company. He shall now be elected by the 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, based on the proposal of the Nomination and Remuneration Committee, to elect

Mr Klaus Hirschle, Head of Country Management USA, Canada, Americas Home and Garden at Alfred Kärcher GmbH & Co. KG, resident in Waldenbuch,

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 Klaus Hirschle is not a member of any other statutory Supervisory Boards or any comparable national and international corporate control committees.

The finance expert in the meaning of Section 100 (5) AktG (German Stock Corporation Act) on the Supervisory Board of the company is Mr Keith Chau Kwok Keung.

**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.**

The company is to be authorised to acquire and to use treasury shares in compliance with Section 71 (1) No. 8 AktG (German Stock Corporation Act). Use is to be made here of the legally allowed option of granting the authorisation for a term of up to five years.

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

1. The company is authorised to acquire treasury shares up to 23 May 2017 totalling 10% of the share capital of the company existing at the time of the resolution. The authorisation may not be used by the company for the purpose of trading in treasury shares.

The authorisation can be exercised in whole or in part, once or multiple times by the company; the exercise can also be conducted by its Group companies or for its own or their account by third parties. At no time may more than 10% of the respective share capital of the company fall to the acquired shares together with treasury shares that are already in the possession of the company or are to be apportioned to it according to Sections 71d and 71e AktG (German Stock Corporation Act).

2. The acquisition occurs at the choice of the Board of Directors via the stock exchange or within the context of a public acquisition tender to all shareholders.

If the acquisition occurs via the stock exchange, the equivalent paid by the company for each share (without extra acquisition costs) may not exceed nor fall short of the stock exchange price determined by the opening auction in Xetra trade (or a functionally comparable successor system) at the Frankfurt Stock Exchange, Frankfurt am Main ("Frankfurt Stock Exchange"), on the day on which the obligation for acquisition is accepted, by more than 10 %.

If the acquisition occurs in the manner of a public acquisition tender to all shareholders of the company, the purchase price or the limits of the purchase price range per share (without extra acquisition costs) may not exceed or fall short of the stock exchange price determined from the mean value of the closing prices in Xetra trading (or in a functionally comparable successor system) at the Frankfurt Stock Exchange on the 4<sup>th</sup> to the 10<sup>th</sup> exchange day before the publication of the tender for shares of the



company, by more than 10 %. To the extent a purchase price range is set, the final price is determined from the notices of approval present and/or sale tenders. If the stock exchange price so determined changes considerably after the publication of the acquisition tender, the tender can be adjusted. Then the day when the final decision about the purchase price adjustment is published supersedes the publication of the tender. The volume of the tender can be limited. To the extent the subscription of the tender exceeds this volume, any right of tender on the part of the shareholders is excluded to the extent the acquisition can occur according to the ratio of surrendered or tendered shares and low numbers up to 50 pieces per shareholder can be preferentially taken into account.

3. The Board of Directors of the company is authorised to use treasury shares of the company acquired due to the authorisation granted above with approval of the Supervisory Board in addition to the sale via the stock exchange or by a tender directed to all shareholders as follows:
  - a) Treasury shares can be offered and sold under the exclusion of the shareholders' rights of subscription within the context of a merger with companies or within the context of an acquisition of companies, parts of companies, holdings in companies or other non-cash performance.
  - b) Treasury shares can be sold to third parties under the exclusion of the shareholders' rights of subscription if the sales price does not materially undercut the stock exchange price of the shares of the company at the time at which the obligation for the sale is accepted. This authorisation only applies however subject to the proviso that the number of shares sold due to this authorisation at the time it takes effect or – if this value is less – at the time this authorisation is exercised may not exceed a total of 10 % of the share capital. Shares that during the term of this authorisation are issued due to other authorisations in direct, analogous or corresponding appropriation of Section 186 (3) Clause 4 AktG (German Stock Corporation Act) under the exclusion of the right of subscription are to be counted toward the ceiling of 10 % of the share capital. Furthermore, the proportionate amount of the share capital is to be counted toward the limiting of 10 % of the share capital that is allotted to shares that are to be issued to fulfil obligations from convertible and/or option bonds that during the term of this authorisation are issued under the exclusion of the shareholders' right of subscription pursuant to Sections 221 (4), 186 (3) clause 4 AktG (German Stock Corporation Act).

- c) Treasury shares can also be used under the exclusion of the shareholders' right of subscription to fulfil obligations from or in connection with convertible and/or option bonds issued by the company or one of its Group companies. This authorisation only applies however subject to the proviso that the number of shares issued due to this authorisation at the time it takes effect or – if this value is less – at the time this authorisation is exercised may not exceed a total of 10 % of the share capital. Shares that during the term of this authorisation are issued due to other authorisations in direct, analogous or corresponding appropriation of Section 186 (3) clause 4 AktG (German Stock Corporation Act) under the exclusion of the right of subscription are to be counted toward the ceiling of 10 % of the share capital.
- d) The Board of Directors is authorised to call in treasury shares without further resolution by the Annual Shareholders' Meeting. Furthermore, the Board of Directors can exclude the shareholders' right of subscription for fractional amounts when treasury shares are being sold by a tender directed to all shareholders, with the agreement of the Supervisory Board.

The above authorisations for the appropriation of treasury shares can be exploited once or multiple times, individually or together as well as in whole or in parts.

The Board of Directors has, pursuant to Sections 71 (1) No. 8 clause 5, 186 (4) clause 2 AktG, provided a written report on the reasons for excluding the right of subscription and any right of tender. The content of the report will be made known following the agenda items in this invitation to the ordinary shareholders' meeting.

## REPORT OF THE BOARD OF DIRECTORS ON AGENDA ITEM 7 PURSUANT TO SECTIONS 71 (1) NO. 8 CLAUSE 5, 186 (4) CLAUSE 2 AktG

The company is to be put in the position of acquiring treasury shares in the scope of 10% of the company share capital up to 23 May 2017 through the authorisation proposed under Agenda Item 7. The acquisition via the stock exchange or through a public acquisition tender takes into account the equal treatment of shareholders' principle. If the company acquires treasury shares via a public acquisition tender, every shareholder willing to sell can decide how many shares and – to the extent a purchase price range is set – at what price he would like to sell them to the company. If the number of shares offered exceeds the number of shares demanded by the company, it is to be possible according to the proposed authorisation for the acquisition to occur according to the ratio of tendered shares (tender quota). Only if on principle an acquisition according to tender quotas instead of according to shareholding quotas occurs, can the acquisition procedure be technically settled in an economically reasonable context. Also due to the authorisation to preferentially take into account numbers up to 50 pieces, the technical settlement is to be made easier because in so doing broken amounts for the setting of the quotas and small remaining stocks are avoided. The Board of Directors sees an exclusion of any ongoing shareholders' right of tender as factually justified and also the taking into account of the interests of the shareholders as appropriate.

The treasury shares acquired by the company can be sold again via the stock exchange or through a tender directed to all shareholders. In this way, the principle of equal treatment of shareholders is also complied with through the sale of shares. The Board of Directors should however, with the approval of the Supervisory Board, have the option of excluding the subscription right of shareholders to treasury shares in certain cases.

It is to be possible to exclude the subscription right of shareholders to treasury shares if treasury shares are offered or sold within the context of a merger with companies or within the context of an acquisition of companies, parts of companies, holdings in companies or other non-cash performance. International competition and the globalisation of the economy often demand a counter-performance in the form of shares for company mergers as well as for the acquisition of companies, parts of companies, holdings in companies or other non-cash performance. The authorisation proposed here is to give the company the necessary flexibility to be able to exploit op-

opportunities at hand quickly and flexibly. The authorisation to exclude the subscription right of shareholders is to this extent appropriate and lies in the interest of the company.

Furthermore, the Board of Directors is to be authorised, with approval of the Supervisory Board, to sell the acquired treasury shares to a third party under the exclusion of the subscription right of shareholders also outside the stock exchange and without a tender directed to all shareholders if the sales price does not materially undercut the stock exchange price at the time when the obligation to sell is accepted. This authorisation serves the interest of the company to sell treasury shares for instance to institutional investors domestically or abroad and in this way to address certain groups of investors in a targeted manner. Furthermore, the company is put in the position of being able to react in the short term to favourable stock exchange situations. With this authorisation use is made of the option of the simplified exclusion of the subscription right pursuant to Section 71 (1) No. 8 clause 5 sub-clause 2 AktG (German Stock Corporation Act) in combination with Section 186 (3) clause 4 AktG. The asset interests of the shareholders are preserved by the fact that the sales price may not materially undercut the stock exchange price. The final setting of the sales price for the treasury shares occurs close to the time of the sale in order to keep any deduction from the stock exchange price as small as possible. The shareholding interests of the shareholders are preserved by the fact that the authorisation based on Section 186 (3) clause 4 AktG is limited to at most 10 % of the respective share capital of the company and the proportion of share capital that falls to shares that are issued during the term of this authorisation on the basis of another authorisation under the simplified exclusion of the subscription right of shareholders, as well as shares that are issued to fulfil obligations from convertible and/or option bonds, which during the term of this authorisation under the exclusion of the subscription right of shareholders pursuant to Sections 221 (4), 186 (3) clause 4 AktG, are counted towards this. Furthermore, the shareholders can uphold their shareholding quota at essentially the same conditions through purchases via the stock exchange.

Furthermore the option should exist for treasury shares to be used under the exclusion of the shareholders' right of subscription to fulfil obligations from or in connection with convertible and/or option bonds issued by the company or one of its Group companies. This authorisation creates the opportunity for the company to fulfil obligations from convertible and/or option bonds in appropriate cases without having to make use of contingent capital. Furthermore, convertible and option bond conditions usually contain rulings according to which in the case of a subscription tender to shareholders of the

company for new shares, the conversion or option price is to be decreased in accordance with a dilution protection clause if no subscription right to shares is allowed for the bearers of the conversion or option rights in the scope that would be allotted them after the exercising of their conversion or option rights or the fulfilment of the corresponding obligations. The opportunity proposed here for the subscription right exclusion puts the Board of Directors in such situations in the position of granting any required dilution protection through the appropriation of treasury shares.

Further, the treasury shares acquired on the basis of this authorisation without further resolution of the general meeting can be called in in part or in whole. An exclusion of the shareholders' subscription right is not connected with this.

To the extent the shares are sold through a tender to all shareholders, the Board of Directors is to be authorised, with the approval of the Supervisory Board, to exclude the subscription right of shareholders to treasury shares for fractional amounts. This is required in order to be able to smoothly conduct the sale of treasury shares in the manner of a tender directed to all shareholders. The treasury shares exempted from the subscription right of shareholders as unallocated fractions are valued either through sale via the stock exchange or in some other best possible manner for the company. No material impairment of the rights of the shareholders is connected with this.

The Board of Directors will carefully check in the individual case whether the exclusion of the subscription right also lies in the interest of the company taking into account the interests of the present shareholders.

The Board of Directors will report about each utilisation of the authorisations granted in Agenda Item 7 in the respectively following general meeting.

## FURTHER CONVOCAION INFORMATION

### **Total number of shares and voting rights**

The share capital of the company at the time of the convocation of this general meeting is divided into 38,715,420 bearer shares with a par value of EUR 1.00 per share. Each share awards one vote in the general meeting. At the time of the convocation of this general meeting, therefore, 38,715,420 voting rights exist. The company holds no treasury shares.

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

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 right. The registration must reach the company at least six days before the general meeting, meaning by 17 May 2012 (midnight), in written form in either German or English at the following address:

RIB Software AG

c/o FAE Management GmbH

Oskar-Then-Straße 7

63773 Goldbach

Fax: +49 (0) 6021 589735

E-mail: hvstelle@fae-gmbh.de

The shareholding recorded in the company's share registry on the day of the general meeting is decisive for the participation right as well as for the number of voting rights attributed to a shareholder in the general meeting. Please note that, for technical 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 17 May 2012 (midnight) with the company.

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 right 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 written form. If a credit institution, an equivalent institution or company according to Section 135 (10) AktG (German 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 written form, and has the right to grant sub-authorisation. He/She is obligated to exercise the voting right 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/hv2012](http://www.rib-software.com/hv2012).

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  
Fax: +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 22 May 2012.

Also in the event a proxy is appointed, timely registration must be received 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.

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

### Supplement 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 23 April 2012 (midnight). 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



## 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 9 May 2012 (midnight), will be made accessible to the other shareholders, including the name of the shareholder and the justification, on the internet at [www.rib-software.com/agm2012](http://www.rib-software.com/agm2012) without undue delay. Any statements by the management will also be published there.

Counter-motions, in contrast to election proposals, will only be made accessible 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  
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 right 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 to the extent it is required for the proper evaluation of an item of the agenda. The information obligation also reaches to legal and commercial relationships of the company to affiliated companies and to the general situation of the group and the companies included in the consolidated financial statements. Requests for information in the general meeting are on principle to be placed verbally within the context of discussion.

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/agm2012](http://www.rib-software.com/agm2012).

## **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/agm2012](http://www.rib-software.com/agm2012) shortly after the convocation of the general meeting.

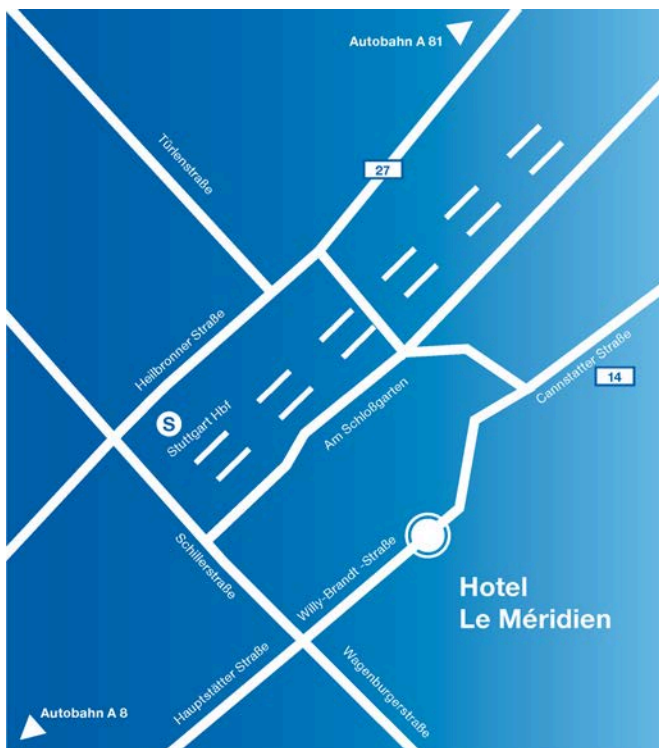
This documentation to be made accessible is also available for inspection by the shareholders on the company premises of RIB Software AG, Vaihinger Straße 151, 70567 Stuttgart, and at the general meeting itself. On request, each shareholder will be given free copies of said documentation without undue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

**Stuttgart, April 2012**

**RIB Software AG  
The Board of Directors**

## DIRECTIONS

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



RIB Software AG  
Investor Relations  
Vaihinger Straße 151  
70567 Stuttgart  
Telefon: +49 711 7873-191  
Telefax: +49 711 7873-311  
E-Mail: [investor@rib-software.com](mailto:investor@rib-software.com)  
Internet: [ir.rib-software.com](http://ir.rib-software.com)