

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

**for the Annual General Meeting of RIB Software AG
on 4 June 2013**

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 4 June 2013 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 members of the Executive Board for the 2012 financial year	<input type="checkbox"/>	<input type="checkbox"/>
TOP 4	Resolution on the formal approval for the actions of the members of the Supervisory Board for the 2012 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 2013 financial year	<input type="checkbox"/>	<input type="checkbox"/>
TOP 6	Resolutions on Supervisory Board elections		
	a) Ms Sandy Möser	<input type="checkbox"/>	<input type="checkbox"/>
	b) Dr Matthias Rumpelhardt	<input type="checkbox"/>	<input type="checkbox"/>
	c) Mr Klaus Hirschle	<input type="checkbox"/>	<input type="checkbox"/>
	d) Mr Hans-Peter Lützow	<input type="checkbox"/>	<input type="checkbox"/>
	e) Mr Martin Fischer	<input type="checkbox"/>	<input type="checkbox"/>
	f) Mr Hans-Joachim Sander	<input type="checkbox"/>	<input type="checkbox"/>
TOP 7	Resolution on the amendment to the resolution of the annual general meeting of 20 May 2011 concerning the authorisation to grant subscription rights to members of the management and employees of RIB Software AG or of an affiliated company (2011 stock option plan) and concerning the adjustment of the conditional capital created to service the 2011 stock option plan and a corresponding amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
TOP 8	Resolution on the amendment of Article 12 (1) of the company's Articles of Association (remuneration of the Supervisory Board)	<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):
