

Invitation to the
Annual
General Meeting
04 June 2013

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 Tuesday, 4 June 2013, 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 2012 financial year and the management report, the approved consolidated annual financial statements for the 2012 financial year and group management report, the report by the Supervisory Board, the proposal by the Executive Board for the appropriation of the profit as well as the explanatory report of the Executive Board on the information pursuant to Sections 289 (4), 315 (4) German Commercial Code (Handelsgesetzbuch – HGB) for the 2012 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 Executive Board's proposal on the appropriation of the 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 Executive Board and the Supervisory Board propose that profits of EUR 5,605,042.07 be utilised as follows:

Distribution to the shareholders by way of payment of a dividend in the amount of EUR 0.14 per share with dividend entitlement:	EUR	5,365,618.58
Profit carried forward:	EUR	239,423.49

This resolution proposal takes into consideration the 389,573 treasury shares held by the company at the time of convocation, which are not entitled to dividends. Should the number of shares with dividend entitlement change by the date on which the resolution concerning the appropriation of profits is adopted, the Executive Board and the Supervisory Board will submit a duly amended resolution proposal for the appropriation of profits to the general meeting. However, this resolution proposal shall also provide for a payment of EUR 0.14 per share with dividend entitlement.

3. Resolution on the formal approval for the actions of the members of the Executive Board for the 2012 financial year

The Executive Board and the Supervisory Board propose that the actions of the members serving as the Executive Board in financial year 2012 be formally approved for the 2012 financial year.

4. Resolution on the formal approval for the actions of the members of the Supervisory Board for the 2012 financial year

The Executive Board and the Supervisory Board propose that the actions of the members serving as the Supervisory Board in financial year 2012 be formally approved for the 2012 financial year.

5. Resolution on the election of the auditor for the financial statements and the consolidated financial statements for the 2013 financial year

The Supervisory Board proposes, based on the recommendation of the Audit Committee, to appoint BW PARTNER Bauer Schätz Hasenclever Partnerschaft, Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft, Stuttgart, as the auditor for the financial statements and the consolidated financial statements for the 2013 financial year.

6. Resolutions on Supervisory Board elections

All members of the company's Supervisory Board have been elected for the period until the conclusion of the general meeting that decides on the formal approval for the financial year 2012. Against this background, new Supervisory Board elections are required.

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

- a) Ms Sandy Möser, Managing Director of Mühl 24 GmbH, resident in Riechheim, Germany,
- b) Dr Matthias Rumpelhardt, Managing Director of Dacapo 2 GmbH, resident in Berlin, Germany,
- c) Mr Klaus Hirschle, Head of Sales and Marketing Home & Garden, USA, Canada und Americas, Alfred-Kärcher GmbH & Co. KG, resident in Waldenbuch, Germany,
- d) Mr Hans-Peter Lützow, independent Attorney at Law, resident in Bräunlingen, Germany,
- e) Mr Martin Fischer, Professor of Civil and Environmental Engineering at Stanford University, California, USA, resident in Menlo Park, California, USA,
- f) Mr Hans-Joachim Sander, entrepreneur and financial investor, resident in Darmstadt, Germany,

as members of the company's Supervisory Board effective as of the conclusion of this general meeting and for the period until the conclusion of the general meeting that decides on the formal approval for the financial year 2015.

The Supervisory Board elections shall be conducted in the form of individual elections in accordance with section 5.4.3 of the German Corporate Governance Code.

If elected to the Supervisory Board, Ms Möser is to be proposed as candidate for the chairmanship of the Supervisory Board.

Of the proposed candidates, Dr Matthias Rumpelhardt in any case fulfils the requirements for an independent financial expert as defined in Section 100 (5) of the German Stock Corporation Act (AktG).

Information according to Section 125 (1) Sentence 5 German Stock Corporation Act (AktG):

Dr Matthias Rumpelhardt is a member of the Supervisory Board of MBB Industries AG, Berlin, Germany. Mr Martin Fischer is a member (chairman) of the Supervisory Board of sfirion AG, Munich, Germany. Mr Hans-Joachim Sander is a member of the Supervisory Board of Vapiano SE, Bonn, Germany, and of MFO Matratzen Factory Outlet, Elsdorf, Germany. Ms Sandy Möser, Mr Klaus Hirschle and Mr Hans-Peter Lützow are each not members in any other statutorily forming supervisory boards or in comparable domestic or foreign control bodies of business undertakings.

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

The company's annual general meeting of 20 May 2011 authorised the company's Executive Board to issue up to 1,548,616 subscription rights for up to 1,548,616 registered shares of the company with a par value of EUR 1.00 up to 19 May 2016; as far as members of the Executive Board are concerned, the company's Supervisory Board alone is authorised to do so (stock option plan 2011). The details of the authorisation and of the conditional capital created in this connection and of the corresponding amendment to the Articles of Association are specified in the resolution proposal of the Executive Board and Supervisory Board that was announced in the electronic Federal Gazette of 12 April 2011 under agenda item 8 of the invitation to the annual general meeting 2011 and that was adopted in this form by the general meeting.

So far, no subscription rights have been issued under the 2011 stock option plan. The performance target required for the exercising of the subscription rights, which is geared to the stock exchange price of the company's share, has proved to be unsuitable to provide the desired incentive to increase the enterprise value in the long run due to the market and financial market situation.

Therefore, the performance target is to be revised. At the same time, the distribution of the subscription rights to the entitled groups of individuals are to be modified to a small degree. Furthermore, the period for granting the subscription rights (day of issue) is to be expanded in order to enable the issue of subscription rights even in 2015. Apart from this, the resolution of the annual general meeting 2011 on the 2011 stock option plan is to remain in force unchanged.

The Executive Board and the Supervisory Board propose the following resolution:

a) Amendment to the 2011 stock option plan

The resolution of the company's annual general meeting of 20 May 2011 on agenda item 8 a) 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) is to be amended as follows:

- (aa) The total volume of subscription rights shall be distributed among the entitled groups as follows:
 - Members of the Executive Board shall receive a maximum total of up to 600,000 subscription rights;
 - Members of the managements of affiliated companies shall receive a maximum total of up to 248,616 subscription rights;
 - Employees of the company and of affiliated companies shall receive a maximum total of up to 700,000 subscription rights.
- (bb) The subscription rights shall be granted on the first Monday of July in 2013, 2014 and 2015. If the amendment to the Articles of Association that is to be decided under c) is not entered in the commercial register before 1 July 2013, the subscription rights shall first be granted on the first working day of the calendar month following this entry.
- (cc) The exercising of subscription rights shall be conditional upon the achievement of the respective annual performance target. The respective performance target for the entitled parties shall be determined as follows:

The performance target for the exercising of subscription rights will be deemed reached if the stock exchange price of the company's share on the Xetra platform of the Frankfurt stock exchange or a comparable successor system exceeds a particular amount on a total of 60 stock exchange trading days in the period of twelve months in which the granting of the respective subscription rights occurs, namely

- an amount of EUR 5.88 in the period from 1 July 2013 to 30 June 2014;
- an amount of EUR 7.88 in the period from 1 July 2014 to 30 June 2015;
- an amount of EUR 9.88 in the period from 1 July 2015 to 30 June 2016;
- an amount of EUR 11.88 in the period from 1 July 2016 to 30 June 2017.

If the performance target is not reached in any year, it can be compensated for in the subsequent year by reaching the performance target applicable to this period. Subscription rights for which the performance target is not reached and which are not compensated for in the subsequent year will expire.

All other provisions of the resolution of the company's annual general meeting of 20 May 2011 on agenda item 8 a) including the provisions on (aa) to (cc) of the said resolution that are not expressly amended by this resolution proposal remain unchanged. This applies especially to the strike price (issue amount) of a subscription right and the vesting period for the first exercising of the subscription rights.

b) Adjustment of the conditional capital created to service the 2011 stock option plan

Under consideration of the amendments to the 2011 stock option plan as proposed under a), the resolution of the company's annual general meeting of 20 May 2011 on agenda item 8 b) concerning the creation of conditional capital for servicing the subscription rights from the 2011 stock option plan is to be amended as follows:

"The share capital of the company is conditionally increased by up to EUR 1,548,616 by issue of up to 1,548,616 new registered shares of a par value of EUR 1.00 per share. The conditional capital increase shall only be carried out to the extent that the holders of the issued subscription rights exercise their right to subscribe to shares of the company and the company does not grant any treasury shares to satisfy the subscription rights; the Supervisory Board alone is responsible for the granting and handling of subscription rights to members of the Executive Board. The issue of the shares from the conditional capital shall take place at the strike price determined according to agenda item 8 a) (cc) of the general meeting of 20 May 2011 as issue price. The new shares shall participate in the profit from the beginning of the financial year in which they come into existence by exercising of subscription rights."

c) Amendment to Article 4 (5) sentence 2 of the Articles of Association

In accordance with the amendments under a) and b) above, Article 4 (5) sentence 2 of the Articles of Association is to be revised as follows:

“The conditional capital increase is only carried out to the extent that subscription rights have been issued according to the 2011 stock option plan in accordance with the resolution of the general meeting of 20 May 2011 and the resolution of the general meeting of 4 June 2013, the holders of the subscription rights make use of their exercise right and the company does not grant any treasury shares to satisfy the subscription rights; the Supervisory Board alone is responsible for the granting and handling of subscription rights to members of the Executive Board.”

Apart from this, Article 4 (5) of the company's Articles of Association remains unchanged.

8. Resolution on the amendment of Article 12 (1) of the company's Articles of Association (remuneration of the Supervisory Board)

The remuneration of the members of the Supervisory Board that is regulated in Article 12 (1) of the company's Articles of Association is to be reasonably adapted to the Supervisory Board's increased workload.

The Executive Board and the Supervisory Board propose the following resolution:

Article 12 (1) of the company's Articles of Association is to be revised as follows:

"(1) The members of the Supervisory Board shall receive annual remuneration amounting to EUR 12,000.00 (gross). The chairman of the Supervisory Board shall receive double the amount, and the vice-chairman shall receive one and a half times this remuneration. Additionally, the members of a committee shall receive annual remuneration amounting to EUR 2,000.00 (gross) provided that the committee has met at least once in the financial year. The chairman of one of the committees shall receive remuneration amounting to one and a half times the said amount. Members of the Supervisory Board who belong to the Supervisory Board or one of its committees for only part of the financial year shall receive the remuneration in proportion to the duration of their membership to the entire financial year. The company may take out appropriate directors' and officers' liability insurance for the members of the Supervisory Board."

Article 12 (2) of the company's Articles of Association remain unchanged.

Further convocation 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 registered 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. At the time of the convocation of this general meeting, the company holds 389,573 treasury shares without any voting rights.

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 28 May 2013 (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
Germany
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 28 May 2013 (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.

An authorisation form will be sent to the shareholders after registration to the general meeting together with the entrance card. The authorisation and instruction form for the proxy designated by the company is available on the company's website at www.rib-software.com/agm2013. 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
Fax: +49 (0) 711 7873-311]
E-mail: 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 2 June 2013.

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.

Requests for supplements shall be addressed in writing to the Executive Board and must reach the company at least 30 days prior to the meeting, not counting the date of receipt and the date of the general meeting. Thus the last admissible date of receipt is 4 May 2013 (midnight). Any requests for supplements that are received later will not be taken into consideration.

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).

Please send any requests for supplements to the following address:

RIB Software AG
Executive Board
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 Executive Board 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 20 May 2013 (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/agm2013 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
Germany
Fax: +49 (0) 711 7873-311
E-mail: 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 Executive Board 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/agm2013.

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/agm2013 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.

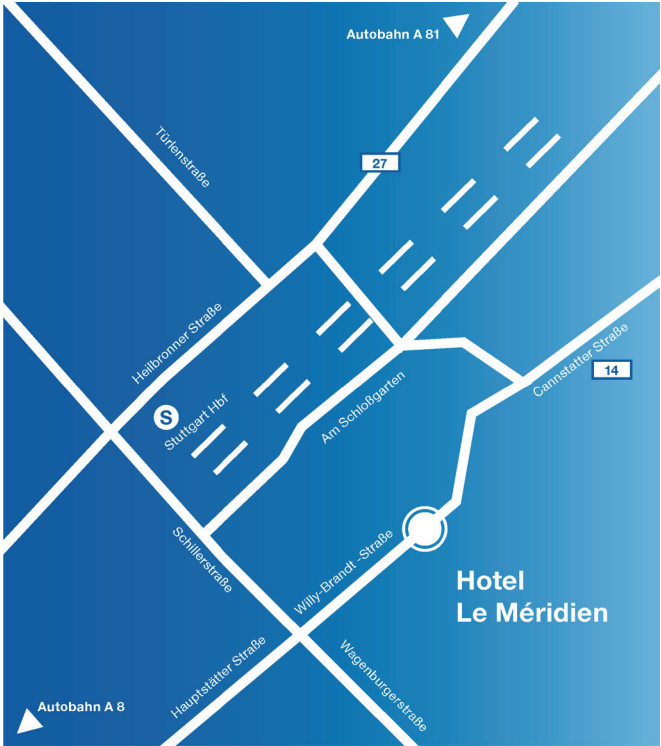
Stuttgart, April 2013

RIB Software AG

The Executive Board

Directions

Hotel Le Méridien, Willy-Brandt-Straße 30, 70173 Stuttgart, Germany
www.lemeridienstuttgart.com



RIB Software AG
Investor Relations
Vaihinger Straße 151
70567 Stuttgart
Germany
Telefon: +49 (0) 711 7873-191
Telefax: +49 (0) 711 7873-311
E-Mail: investor@rib-software.com
Internet: group.rib-software.com