



Convenience Translation

Annual General Meeting 2014

Explanations to the Rights of the Shareholders according to Sec. 121 (3) clause 3 No. 3 German Stock Corporation Act (Aktiengesetz – AktG)

The invitation to the general meeting already contains data on the rights of the shareholders mentioned in Sec. 121 (3) clause 3 no. 3 AktG according to Sec. 122 (2), Sec. 126 (1), Secs. 127, 131 (1) AktG. The following data serve as a further explanation of these provisions.

1. 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 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 5 May 2014 (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

Extracts from the provisions of the AktG on which these shareholder rights are based are as follows:

Sec. 122 (1) and (2) AktG:

- (1) The general meeting is to be called if shareholders, whose total shares equal or exceed the twentieth part of the share capital, so request in writing, stating the purpose of and the grounds; the request is to be addressed to the management board. The articles of association may provide that the right to request that a general meeting be called is linked to another form and the holding of a lower share in the share capital. Sec. 142 (2) clause 2 applies accordingly.
- (2) Likewise, shareholders whose total shares amount to the twentieth part of the share capital or to the proportionate amount of 500,000 euros, may request that items are placed on the agenda and published. Each new item must be accompanied by an explanatory statement or a draft resolution. The request in the sense of clause 1 must be received by the company at least 24 days, in the case of listed companies at least 30 days, prior to the meeting; the day of receipt is not to be included in this calculation.

Sec. 142 (2) clause 2 AktG:

The applicants must provide evidence that they have been the holders of the shares for at least three months prior to the day of the general meeting and that they hold the shares until a decision on the request is made.

Supplements to the agenda which must be published will be published without undue delay after receipt of the request in the Federal Gazette and passed for publication to such media of which it can be assumed that they distribute the information throughout the entire European Union. They will also be published on the Internet site www.rib-software.com/hv2014 and notified to the shareholders under Sec. 125 (1) clause 3 AktG.

2. 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.

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 21 May 2014 (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/hv2014 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.

Counter-motions and election proposals 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

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

A counter-motion and its explanatory statement do not need to be made accessible under the conditions of Sec. 126 (2) clause 1 AktG. The explanatory statement of a counter-

motion does not need to be made accessible according to Sec. 126 (2) clause 2 AktG if it contains more than 5,000 characters.

Sec. 126 AktG applies accordingly to the proposal of a shareholder for the election of auditors. Proposals for the election of auditors will, in addition, only be made accessible if they contain the name, the exercised profession and the residence of the proposed natural person or the company name and the seat of the proposed legal person.

The right of each shareholder to make counter-motions during the general meeting on the individual points of the agenda proposals for the election of auditors remains unaffected. We hereby give notice that counter-motions and proposals for election transmitted timely in advance will only be considered at the general meeting if they are made orally there.

Extracts from the provisions of the AktG on which these shareholder rights are based and which also provide under which conditions counter-motions and proposals for election do not need to be made accessible are as follows:

Sec. 126 AktG:

- (1) Motions by shareholders including the name of the shareholder, the explanatory statement and any comments of the management are to be made available to the entitled persons according to Sec. 125 (1) to (3) under the conditions stated there if, at least 14 days before the meeting, the shareholder has sent to the company at the address indicated in the calling a counter-motion to a proposal of the management board and supervisory board on a specific item on the agenda. The date of receipt is not to be taken into account in the calculation. In the case of listed companies, access shall be provided via the company's Internet site. Sec. 125 (3) applies accordingly.
- (2) A counter-motion and its explanatory statement do not need to be made accessible
 1. to the extent the management board would by making such access commit a criminal offence,
 2. if the counter-motion would result in a resolution of the general meeting which would be in breach of the law or of the articles of association,

3. if the explanatory statement contains obviously false or misleading data on significant points or insults,
4. if a counter-motion of the shareholder based on the same facts has already been made accessible to a general meeting of the company according to Sec. 125,
5. if the same counter-motion of the shareholder with a significantly similar explanatory statement has already been made accessible according to Sec. 125 to at least two general meetings of the company in the past five years and less than the twentieth part of the share capital represented voted in its favour at the general meeting,
6. if the shareholder gives notice that he will neither participate in nor be represented at the general meeting, or
7. if in the past two years at two general meetings the shareholder has failed to propose a counter-motion of which he had given notice or failed to have such counter-motion proposed.

The explanatory statement does not need to be made accessible if it contains more than 5,000 characters.

- (3) If several shareholders make counter-motions for resolution on the same item, the management board may consolidate such counter-motions and their explanatory statements.

Sec. 127 AktG:

Sec. 126 applies accordingly to the proposal of a shareholder for the election of members of the supervisory board or auditors. The election proposal does not need to be justified. The management board does not need to make the election proposal accessible if it does not contain the data according to Sec. 124 (3) clause 3 and Sec. 125 (1) clause 5.

3. 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.

Extracts from the provisions of AktG on which these shareholder rights are based and which also provide under which conditions no information needs to be provided are as follows:

Sec. 131 AktG:

- (1) Each shareholder shall on request be provided with information at the general meeting by the management board regarding the company's affairs, to the extent such information is necessary for the proper evaluation of the item of the agenda. The duty to provide information also extends to the company's legal and business relationships to any affiliate. If a company avails of the alleviations in Sec. 266 (1) clause 2, Sec. 276 or Sec. 288 of the Commercial Code, any shareholder can request that the annual financial statements be presented to him at the general meeting on the annual financial statements in the form which it would have been if such alleviations had not been availed of. The obligation of the management board of a parent company to provide information (Sec. 290 (1) and (2) of the Commercial Code) at the general meeting at which the consolidated financial statements and group management report are presented extends to the position of the group and of the companies included in the consolidated financial statements.
- (2) The information provided has to comply with the principles of conscientious and accurate accounting. The articles of association or the rules of procedure according to Sec. 129 may authorise the chairman of the meeting to reasonably limit the time of the shareholders' rights to ask questions and to speak and may make more detailed provisions.

- (3) The management board may refuse to provide information
1. to the extent providing the information is, according to reasonable business judgement, likely to cause not insignificant disadvantages to the company or an affiliate;
 2. to the extent such information relates to tax valuations or the amount of certain taxes;
 3. with regard to the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the general meeting adopts the annual financial statements;
 4. with regard to the methods of accountancy and valuation, to the extent disclosure of such methods in the notes suffices to provide a picture of the company's assets, financial position and profitability within the meaning of Sec. 264 (2) of the Commercial Code which corresponds to the facts; this does not apply if the general meeting adopts the annual financial statements;
 5. to the extent the management board would, by provision of the information, commit a criminal offence;
 6. to the extent in the case of a credit institution or financial services institution data on the methods applied to the accountancy and valuation and set-offs in the annual financial statements, the management report, the consolidated annual financial statements or the group management report do not need to be provided;
 7. to the extent the information is continuously available on the company's Internet site for at least seven days prior to the beginning of the general meeting as well as during the meeting.

Information may not be refused on other grounds.

- (4) If a shareholder has been given information in his capacity as shareholder outside the general meeting, it must also be given to every other shareholder on request at the general meeting even if it is not necessary for the proper assessment of the item of the agenda. The management board may not refuse to give the information according to (3) clause 1 nos. 1 to 4, clauses 1 and 2 do not apply if a subsidiary (Sec. 290 (1), (2) Commercial Code), a joint venture company (Sec. 310 (1) Commercial Code) or an associated company (Sec. 311 (1) Commercial Code) provides the information to a parent company (Sec. 290 (1), (2) Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for that purpose.
- (5) If a shareholder is refused information, he can request that his question and the grounds for refusing to give the information be included in the minutes.

In addition, the chairman of the meeting is entitled to take various leading and procedural measures at the general meeting. This includes the restriction of the right to speak and ask questions.