

**Form for the authorisation and instructions  
of the voting representative appointed by RIB Software AG  
for the Annual General Meeting of RIB Software AG  
on 5 June 2014**

I/We

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[first name, family name and place of residence  
resp. company name and seat of shareholder]

hereby authorise the voting representative appointed by RIB Software AG,

Ms Dina Schmid, business address Vaihinger Straße 151, 70567 Stuttgart,

with the right to grant sub-authorisation, to exercise at the general meeting of RIB Software AG on 5 June 2014 my/our voting rights attached to the shares with the entrance or voting card numbers

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in accordance with the following instructions: \*

	<b>Yes</b>	<b>No</b>
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 2013 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 2013 financial year	<input type="checkbox"/>	<input type="checkbox"/>

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\* Tick as desired.

		<b>Yes</b>	<b>No</b>
TOP 5	Resolution on the election of the auditor for the financial statements and the consolidated financial statements for the 2014 financial year	<input type="checkbox"/>	<input type="checkbox"/>
TOP 6	Resolution on the amendment of Article 3(1) of the Articles of Association of the Company (Announcements in the Federal Gazette)	<input type="checkbox"/>	<input type="checkbox"/>
TOP 7	Resolution on the amendment of Article 13(1) sentence 2 of the Articles of Association of the Company (Place of the annual general meeting)	<input type="checkbox"/>	<input type="checkbox"/>

To the extent no express or a contradictory or unclear instruction is given, the voting representative appointed by the company will abstain from voting.

Place and Date:

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Signature(s) or other  
finalisation of the  
declaration according to  
Sec. 126b BGB (German Civil Code):

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**Important Note:**

**The authorisation and the instructions can be taken into account only if the registration for the general meeting has been effected in due time.**