

Invitation to the  
Annual  
General Meeting  
05 June 2014

RIB Software AG, Stuttgart

ISIN DE000A0Z2XN6 / WKN A0Z2XN

CONVENIENCE TRANSLATION



## Dear Shareholders,

we hereby invite you to the 2014 annual general meeting of RIB Software AG, to take place on Thursday, 5 June 2014, at 11:00 a.m. on the premises of RIB Software AG, Vaihinger Straße 151, 70567 Stuttgart, Germany.

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## Agenda

- 1. Presentation of the approved annual financial statements of RIB Software AG and the approved consolidated annual financial statements for the 2013 financial year and summarised 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 2013 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 2,629,785.40 be utilised as follows:

Distribution to the shareholders by way of payment of a dividend in the amount of EUR 0.06 per share with dividend entitlement: EUR 2,237,919.30

Profit carried forward: EUR 391,866.10

Treasury shares held by the company are not entitled to dividends.

**3. Resolution on the formal approval for the actions of the members of the Executive Board for the 2013 financial year**

The Executive Board and the Supervisory Board propose that the actions of the members serving as the Executive Board in financial year 2013 be formally approved for the 2013 financial year.

**4. Resolution on the formal approval for the actions of the members of the Supervisory Board for the 2013 financial year**

The Executive Board and the Supervisory Board propose that the actions of the members serving as the Supervisory Board in financial year 2013 be formally approved for the 2013 financial year.

**5. Resolution on the election of the auditor for the financial statements and the consolidated financial statements for the 2014 financial year**

The Supervisory Board proposes, based on the recommendation of the Audit Committee, to appoint BW PARTNER Bauer Schätz Hasenclever Partnerschaft mbB Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft, Stuttgart, as the auditor for the financial statements and the consolidated financial statements for the 2014 financial year.

**6. Resolution on the amendment of Section 3 (1) of the Articles of Association of the company (disclosure in the Federal Gazette)**

Pursuant to Section 3 (1) of the Articles of Association of the company, company notices required pursuant to German law or the Articles of Association are to be published in the (German) electronic Federal Gazette. This provision should be editorially adapted to the corresponding statutory provision in Section 25 German Stock Corporation Act (Aktiengesetz – AktG).

The Executive Board and Supervisory Board propose the following resolution:

Section 3 of the Articles of Association of the company is to be revised as follows:

“Publications of the company are made in the Federal Gazette.”

In all other respects, Section 3 of the Articles of Association of the company shall remain unchanged.



**7. Resolution on the amendment of Section 13 (1) sentence 2 of the Articles of Association of the company (Venue of the general meeting)**

Pursuant to Section 13 (1) sentence 2 of the Articles of Association, the general meeting of the company is to take place at the registered office of the company or at a German stock exchange centre. This provision should be adjusted to afford the company the opportunity to hold the general meeting in a borough adjoining the domicile of the Company.

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

Section 13 (1) sentence 2 of the Articles of Association of the company is to be revised as follows:

“The general meeting of the company is to take place at the seat of the company, in a borough adjoining the seat of the Company or at a German stock exchange centre.”

In all other respects, Section 13 (1) of the Articles of Association of the company shall 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. Treasury shares held by the company shall not entitle it to 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 29 May 2014 (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 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. The shareholding recorded in the company's share register 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. This shall correspond to the number of shares held as of the registration deadline on 29 May 2014 (midnight), since for administrative reasons no changes will be made in the share register during the period from the end of 29 May 2014 until the end of the general meeting (registration stop). The technically significant inventory date (so-called Technical Record Date) is therefore the end of the 29 May 2014.

Credit institutions, shareholders' associations or equivalent institutions, companies and persons pursuant to Section 135 (8) AktG or Section 135 (10) AktG in conjunction with Section 125 (5) AktG, may only exercise voting right for registered shares that do not belong to them, yet for which they are entered as holders in the share register, if authorised to do so.

## 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 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 appointed by the company to exercise their voting rights at the general meeting. The proxy appointed 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 appointed by the company will abstain from voting for the respective agenda item. The proxy appointed by the company shall not accept any requests to speak, oppose resolutions of the general meeting or ask questions or table motions either before or during the general meeting.

A form for issuing proxies and the authorisation and instruction form for the proxy appointed by the company will be sent to the shareholders together with the entrance card. Corresponding forms are available on the company's website at [www.rib-software.com/agm2014](http://www.rib-software.com/agm2014).

The issuance of a proxy, its revocation and the proof of authorisation towards the company as well as the authorisation and instruction form for the proxy appointed by the company, may be sent to the company at the following address:

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)

The issuance of a proxy, its revocation and the proof of authorisation towards the company may also take place on the day of the general meeting on entering the premises. If not issued in the general meeting, authorisation and instructions to the proxy appointed by the company to exercise voting rights must be received by the company no later than 3 June 2014.

Also in the event a proxy is appointed, timely registration in proper form 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 appointed by the company – the appointment of a proxy after registration.

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

### 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

## 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/agm2014](http://www.rib-software.com/agm2014) 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](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 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/agm2014](http://www.rib-software.com/agm2014).

## **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/agm2014](http://www.rib-software.com/agm2014) 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.

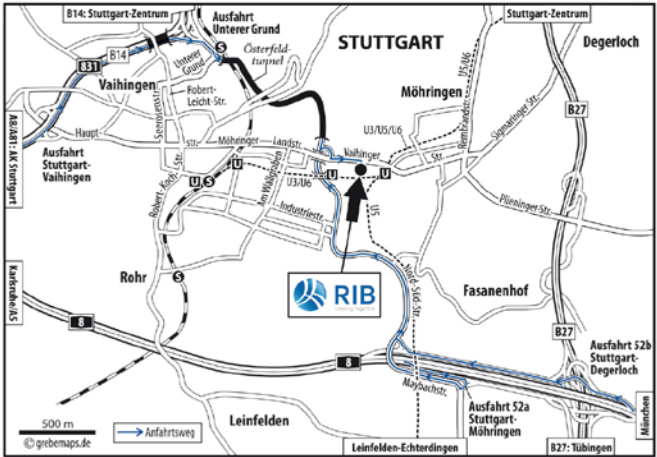
**Stuttgart, April 2014**

**RIB Software AG**

**The Executive Board**

## Directions

RIB Software AG, Vaihinger Straße 151, 70567 Stuttgart



### RIB Software AG

Investor Relations

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