

Invitation to the  
Annual  
General Meeting  
10 June 2015

RIB Software AG, Stuttgart  
ISIN DE000A0Z2XN6 / WKN A0Z2XN

CONVENIENCE TRANSLATION



Dear Shareholders,

we hereby invite you to the 2015 Annual General Meeting of RIB Software AG, to take place on Wednesday, 10 June 2015, at 11:00 a.m. at FILharmonie Filderstadt, Tübinger Straße 40, 70794 Filderstadt, 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 2014 financial year and summarised management report, the report by the Supervisory Board, the proposal by the Management Board for the appropriation of the profit as well as the explanatory report of the Management Board on the information pursuant to Sections 289 (4), 315 (4) German Commercial Code (Handelsgesetzbuch – HGB) for the 2014 financial year.**

In line with legal provisions, 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 Management Board's proposal on the appropriation of the net profit under agenda item 2. In the case of other documents mentioned in this agenda item, the law generally provides that shareholders shall only be informed by being given access to those documents with no resolution passed by the general meeting.

- 2. Resolution regarding the appropriation of the profit**

The Management Board and the Supervisory Board propose that profits of EUR 10,460,937.18 shall be utilised as follows:

Distribution of dividends to the shareholders  
in the amount of EUR 0.16 per share

with dividend entitlement: EUR 6,753,521.28

Profit carried forward: EUR 3,707,415.90

The proposal for the appropriation of net earnings stated above takes into account the fact that the company holds 1,257,453 treasury shares which are not entitled to dividends. If the numbers of shares entitled to dividends change until the day of the Annual General Meeting, a respectively modified proposal will be submitted to the general meeting, providing for an unchanged payout of EUR 0.16 per share entitled to dividends.

**3. Resolution on the formal approval for the actions of the members of the Management Board for the 2014 financial year**

The Management Board and the Supervisory Board propose that the actions of the current members of the Management Board in the 2014 financial year shall be formally approved for the 2014 financial year.

**4. Resolution on the formal approval for the actions of the members of the Supervisory Board for the 2014 financial year**

The Management Board and the Supervisory Board propose that the actions of current members of the Supervisory Board in financial year 2014 shall be formally approved for the 2014 financial year.

**5. Resolution on the election of the auditor for the financial statements and the consolidated financial statements for the 2015 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 2015 financial year.

**6. Resolution on the election to the Supervisory Board**

Mr. Hans-Peter Lützow has resigned from the Supervisory Board with effect as of 7 April 2015. Therefore, a new member of the Supervisory Board shall be elected.

Pursuant to Sec. 96 (1), 101 (1) German Stock Corporation Act (Aktiengesetz – AktG) and Sec. 7 (1) of the Articles of Association, the Supervisory Board consists of six members which are elected by the Annual General Meeting. The Annual General Meeting is not bound by any proposals.

The Supervisory Board, based on the recommendation of the Nomination and Compensation Committee, proposes to elect

Mr. Steve Swant

by profession: Executive Vice President, Administration and Finance at Georgia Institute of Technology

resident in: Marietta, Georgia, USA,

with effect as of the end of the Annual General Meeting for the period until the end of the Annual General Meeting which resolves on the formal approval of the actions of the Supervi-

sory Board members in the financial year 2015.

Information according to Sec. 125 (1) sentence 5 German Stock Corporation Act (Aktengesetz – AktG):

Mr. Swant is member of the following mandatory supervisory boards and comparable national and international corporate supervisory bodies:

- Midtown Alliance – Atlanta, Georgia.

## **7. Resolution on the cancellation of the existing authorised capital, on the creation of a new authorised capital, on the authorisation to exclude subscription rights and on a respective amendment of the articles of association**

Pursuant to Sec. 4 (4) of the Articles of Association, the company has an authorised capital which was resolved by the Annual General Meeting on 20 May 2015 (the “**Authorised Capital 2011**”). In the 2014 financial year the Management Board, with the consent of the Supervisory Board, issued shares from the Authorised Capital 2011 twice. Therefore, the Authorised Capital 2011 now amounts to merely EUR 14,606,169.00.

Furthermore, the Authorised Capital 2011 does not allow the issuance of new shares by way of a simplified exclusion of subscription rights pursuant to Sec. 203 (1), 186 (3) sentence 4 German Stock Corporation Act (Aktengesetz – AktG) at all and with respect to an issuance of new shares against contribution in kind to a small extent.

In order that the Management Board continues to have the possibility in the future to increase the share capital at short notice without any further resolution of the Annual General Meeting, the Authorised Capital 2011 shall be repealed and a new authorised capital shall be created by amending the Articles of Association.

The Management Board and the Supervisory Board propose to pass the following resolution:

- a) The authorisation of the Management Board granted by the Annual General Meeting on 20 May 2011 under agenda item 7 to increase the share capital until 19 May 2016 (Authorised Capital 2011) will be repealed – subject to the condition precedent (aufschiebende Bedingung) of the registration in the commercial register (Handelsregister) of the amendment of the Articles of Association proposed under letter b) – to the extent that it had not yet been utilised.
- b) Sec. 4 (4) of the Articles of Association shall be amended



and revised as follows:

“(4) The Management Board, with the consent of the Supervisory Board, shall be authorised until 9 June 2020 to increase the share capital of the company once or several times by up to EUR 21,733,480.00 by issuing up to 21,733,490 new registered shares with a nominal amount of EUR 1.00 per share against contribution in cash and/or in kind (Authorised Capital 2015).

Basically, the new shares shall be offered to the shareholders for subscription; the new shares can also be subscribed by a financial institution or a company operating pursuant to Sec. 53 (1) sentence 1 or Sec. 53b (1) sentence 1 or sentence 7 German Banking Act (Gesetz über das Kreditwesen) under the obligation to offer the shares to the shareholders for subscription. However, the Management Board is authorised to exclude the shareholders’ subscription rights with the consent of the Supervisory Board in the following events:

- (a) to compensate fractional amounts if necessary;
- (b) to acquire companies, parts thereof or interests in companies or other assets, including claims, against disposal of shares in appropriate cases;
- (c) to the extent that in the event of a capital increase in cash the proportion of the share capital of the new shares for which subscription rights are excluded – either at the time of this authorisation taking effect or at the time of this authorisation being exercised – does not exceed ten percent of the share capital and the issue price is not significantly below the market price of the shares of the company of the same class and features within the meaning of Sec. 203 (1) sentence 1 and 2, Sec. 186 (3) sentence 4 German Stock Corporation Act (Aktiengesetz – AktG); to this ten percent limit are to be credited (i) the proportion of the share capital relating to treasury shares which at the time of this authorisation taking effect will be sold in direct or analogous application of Sec. 186 (3) sentence 4 German Stock Corporation Act (Aktiengesetz – AktG), and (ii) the proportion of the share capital relating to shares to which conversion and/or option rights or conversion obligations from bonds and other instruments mentioned in Sec. 221 German Stock Corporation Act (Aktiengesetz – AktG) relate to, as far as there has been an exclusion of subscription

rights pursuant to Sec. 186 (3) sentence 4 German Stock Corporation Act (Aktiengesetz – AktG).

The nominal value of the issued shares for which the subscription right has been excluded in accordance with letter (a)–(c), must not exceed 20% of the nominal share value of the Company's share capital neither at the time the authorisation becomes effective nor at the time the granted authorisation is exercised.

To this twenty percent limit – with respect to all possibilities to exclude subscription rights in accordance with the aforementioned letters (a) till (c) – are all shares to be credited which are used from 10 June 2015 and which are a result of the authorisation to use treasury shares pursuant to Sec. 71 (1) no. 8 sentence 5, 181 (2) sentence 4 German Stock Corporation Act (Aktiengesetz – AktG) by way of an exclusion of subscription rights, meaning other than through a sale on the stock exchange or via an offer made to all shareholders.

The Management Board, with the consent of the Supervisory Board, decides on the issuance of the new shares, on the rights vested in the shares as well as on the terms and conditions of the issuance.

The Supervisory Board is authorised to adapt the wording of the Articles of Association to reflect the amount of any capital increase from the authorised capital."

The Management Board has submitted a written report pursuant to Sec. 203 (2) sentence 2 and Sec. 186 (4) sentence 2 German Stock Corporation Act (Aktiengesetz – AktG) regarding the reasons for the exclusion of the subscription rights. The content of the report will be disclosed appended to the agenda.

**8. Resolution on the cancellation of the resolution regarding the stock option programme 2011, on a new authorisation to grant subscription rights to members of the management or to employees of RIB Software AG or an affiliated company (Stock Option Programme 2015) and on the amendment of the contingent capital, which was created to cover the stock option programme 2011, as contingent capital 2015/I as well as on a respective amendment of the Articles of Association.**

On 20 May 2011, the Annual General Meeting authorised the Management Board to issue up to 1,548,616 subscription rights relating to up to 1,548,616 registered shares in the nominal amount of EUR 1.00 per share (Stock Option Programme 2011) and to create a conditional capital respectively. Due to the resolution with respect to agenda item 7 lit. a) of the company's Annual General Meeting of 19 April 2013, the Stock Option Programme 2011 has been adjusted, especially with respect to the performance targets and with respect to the proportioning of the subscription rights to the entitled persons. Since the Stock Option Programme permits a grant of subscription rights only until 6 July 2015, the Stock Option Programme 2011 shall be cancelled and a new similar stock option programme shall be agreed.

The Management Board and the Supervisory Board propose that the following be resolved:

**a) Cancellation of the Stock Option Programme 2011**

The Annual General Meeting's resolution of 20 May 2011 regarding agenda item 8 lit. a) on the Stock Option Programme 2011 (as amended on 19 April 2013 by resolution of the company's Annual General Meeting under agenda item 7 lit. a)) will be cancelled with effect from the Effective Date (Wirksamkeitszeitpunkt) (as defined below).

The aforementioned cancellation will become effective on the date of the registration of the amendment of Sec. 4 (5) of the Articles of Association regarding the contingent capital 2015/I in the commercial register (Handelsregister) ("**Effective Date**" ("**Wirksamkeitszeitpunkt**"). Until the Effective Date (Wirksamkeitszeitpunkt), the Management Board and the Supervisory Board are entitled to issue subscription rights under the Stock Option Programme 2011. All subscription rights based on the Stock Option Programme 2011 which were issued within this period will be credited to the new stock option programme under the following lit. b).

## **b) Authorisation to grant subscription rights for registered shares (Stock Option Programme 2015)**

Until 9 June 2020, the Management Board is authorised to issue up to 1,548,616 subscription rights on up to 1,548,616 registered shares in the company with a nominal amount of EUR 1.00 per share in accordance with the following provisions. To the extent that members of the Management Board are concerned, the Supervisory Board alone is authorised accordingly.

The basic conditions for the issuance of subscription rights are as follows:

### *(aa) Groups of beneficiaries/distribution of subscription rights*

Subscription rights may only be issued to members of the company's Management Board, to members of the management of associated companies and employees of the company and affiliated companies. The precise group of eligible persons as well as the number of subscription rights which they are to be offered, are determined by the Management Board with consent of the Supervisory Board. If members of the company's Management Board are to receive subscription rights, the respective determination and the issuance of subscription rights will be in the sole responsibility of the Supervisory Board.

The entire volume of subscription rights is distributed among the beneficiaries as follows:

- Members of the company's Management Board will receive a maximum of 600,000 subscription rights;
- Members of the management of affiliated companies will receive a maximum of 248,616 subscription rights;
- employees of the company and affiliated companies will receive a maximum of 700,000 subscription rights.

The entitled persons shall, in any case, only receive subscription rights as members of one group of persons; multiple issues shall not be permissible. At the time of the granting of the subscription rights, the entitled persons have to be in an employment or service relationship with the company or with one of its affiliated companies.

### *(bb) Granting of the subscription rights (acquisition period), issue date and content of the subscription rights*

The granting of subscription rights occurs on the first Monday in July in the years 2015, 2016, 2017, 2018 and 2019. In the event that the amendment of the Articles of

Association to be resolved under lit. b) is not registered with the commercial register (Handelsregister) before 6 July 2015, subscription rights shall be granted for the first time on the first bank working day of the calendar month following the registration.

Every single subscription right authorises to subscribe for a registered share in the company with a nominal value of EUR 1.00 per share for payment of the Exercise Price determined in lit. (cc) and has a term of seven years.

The subscription conditions may provide that the company can optionally grant the beneficiaries treasury shares to service the subscription rights in place of new shares from contingent capital; if this involves members of the Management Board, this must be decided by the Supervisory Board. The acquisition of treasury shares for the alternative fulfilment of the subscription rights has to be in compliance with statutory requirements; this resolution does not constitute an authorisation for the acquisition of treasury shares.

*(cc) Exercise price (issue price) and performance target as well as the additional exercise conditions*

The exercise price (issue price) of a subscription right amounts to EUR 1.00; Sec. 9 (1) German Stock Corporation Act (Aktiengesetz – AktG) shall remain unaffected.

The condition for the exercise of the subscription rights is in each case to achieve the annual performance target within the four years' waiting period determined according to lit. (dd). The performance target for the beneficiary is determined as follows:

The performance target for the exercise of subscription rights is met, if the closing price of the company's share in Xetra trading on the Frankfurt Stock Exchange (or a comparable successor system) exceeds a specified amount on at least 60 trading days in the period of twelve months after the granting of the respective subscription rights, as set forth below

- in the period of 1 July 2015 until 30 June 2016 an amount of EUR 11.88
- in the period of 1 July 2016 until 30 June 2017 an amount of EUR 13.88
- in the period of 1 July 2017 until 30 June 2018 an amount of EUR 15.88

- in the period of 1 July 2018 until 30 June 2019 an amount of EUR 17.88
- in the period of 1 July 2019 until 30 June 2020 an amount of EUR 19.88
- in the period of 1 July 2020 until 30 June 2021 an amount of EUR 21.88
- in the period of 1 July 2021 until 30 June 2022 an amount of EUR 23.88
- in the period of 1 July 2022 until 30 June 2023 an amount of EUR 25.88
- in the period of 1 July 2023 until 30 June 2024 an amount of EUR 27.88

If the performance target is not accomplished in one year, it can be compensated in the following year by accomplishing the performance target of this period. Subscription rights, for which the performance target is neither accomplished nor compensated in the following year, will expire.

In case of merging of shares or a stock split, the performance targets have to be adapted relating to the merging or the stock split.

*(dd) Waiting period for the first-time exercise, exercise periods and blocking periods*

The waiting period for the first-time exercise is four years from the date of granting subscription rights. After the expiry of the waiting period, all subscription rights in respect of which the performance target pursuant to lit. (cc) has been achieved may be exercised within the following three years respectively three weeks after the publication of the report of the second quarter and the report of the third quarter of the financial year.

If the Management Board is involved, the Supervisory Board, and if other beneficiaries are involved, the Management Board, may in legitimate exceptional cases, determine blocking periods. The beneficiaries will be informed about the beginning of this blocking periods in due time.

*(ee) No transferability and expiration of subscription rights*

The subscription rights are granted as non-transferable subscription rights. With the exception of inheritance, the subscription rights are neither transferable

nor alienable, pledgeable or otherwise chargeable. All unexercised subscription rights expire without compensation after seven years but not before the end of the second exercise period within the last year of the term. If the employment ends as a result of death, reduced earning capacity, pensioning, termination or otherwise not related to termination, special regulations for the expiration of subscription rights can be provided for in the subscription conditions.

*(ff) Provisions of further details*

The Management Board is authorised to determine the further details regarding the issuance of shares from contingent capital and the further conditions of the Stock Option Programme 2015, especially the subscription conditions for the beneficiaries. If members of the Management Board are involved, the Supervisory Board decides alone. The further details include especially provisions on the distribution of subscription rights within the beneficiary groups, provisions on taxes and costs, the procedure for the allotment to individual beneficiaries and the exercise of subscription rights, regulations regarding the expiration of subscription rights in the event of termination of the employment or service contract and provisions which provide a possibility of limitation of earnings from the exercise of subscription rights in case of extraordinary developments as well as additional procedural regulations.

**c) Amendment of the conditional capital as conditional capital 2015/I created to cover the Stock Option Programme 2011**

The resolution of the Annual General Meeting of the Company on 20 May 2011 regarding agenda item 8 lit. b) about the creation of a conditional capital to cover subscription rights of the Stock Option Programme 2011 (as amended on 19 May 2013 by resolution of the company's Annual General Meeting under agenda item 7 lit. b)) shall, in context of the proposed cancellation of Stock Option Programme 2011 and the creation of a Stock Option Programme 2015 in lit. a) and b), be newly amended as follows:

"The company's share capital will be conditionally increased by up to EUR 1,548,616 by issuing up to 1,548,616 new registered shares in the nominal amount of EUR 1.00 per share. The conditional capital increase is only effected if the bearers of subscription rights issued by the company pursuant to

the authorisations of the Annual General Meeting 20 May 2011 regarding agenda item 8 lit. b) (as amended on 19 May 2013 by resolution of the company's Annual General Meeting under agenda item 8 lit. b) (each a "**SOP-Authorisation**") exercise their right to obtain shares in the company. The company does not grant any of its treasury shares to cover the subscription rights, whereas for the granting and execution of the subscription rights in favour of the Management Board the Supervisory Board is exclusively competent. The issue of the shares from contingent capital occurs at the exercise price as issue amount in accordance with the SOP-Authorisation. The new shares carry full dividend rights from the beginning of the financial year in which they are created through the exercise of the subscription rights."

#### **d) Amendment of Sec. 4 (5) of the Articles of Association**

In accordance with the aforementioned amendments under lit b) and c), Sec. 4 (5) of the Articles of Association will be amended as follows:

"(5) The company's share capital is conditionally increased by up to EUR 1,548,616 by issuing up to 1,548,616 new registered shares in the nominal amount of EUR 1.00 per share ("**Conditional Capital 2015/I**"). The conditional capital increase is implemented only to the extent that subscription rights are issued according to the Stock Option Programme 2011 in accordance with the resolution of the Annual General Meeting on 20 May 2011 (as amended on 4 June 2013 by resolution of the company's Annual General Meeting) or of the Stock Option Programme 2015 in accordance with the resolution of the Annual General Meeting on 10 June 2015. Furthermore, that the holders of such rights make use of their subscription rights and that the company does not grant any treasury shares to cover the subscription rights. For the granting and execution of the subscription rights in favour of the Management Board the Supervisory Board is exclusively competent. The new shares carry full dividend rights from the beginning of the financial year in which they are created through the exercise of the subscription rights."



## 9. Resolution on granting an authorisation to issue convertible bonds and option bonds with the authorisation to exclude subscription rights, on the creation of a contingent capital 2015/II as well as on a respective amendment of the Articles of Association

In order to give the Company the possibility of capital endowment by issuing convertible and warrant-linked bonds, it shall be proposed to the Annual General Meeting to determine the granting of an authorisation to issue convertible and warrant-linked bonds. A new conditional capital shall be created in a separate resolution to secure the option rights or conversion rights or obligations which are issued on the basis of the authorisation.

The Management Board and the Supervisory Board propose the following resolution to be adopted:

### a) Granting of an authorisation

The Management Board shall be authorised to issue, through 9 June 2020 and subject to the consent of the Supervisory Board, bearer or registered conversion, warrant and profit participation rights and/or income bonds (or combinations of these instruments) (collectively the "**Bonds**"), with or without limitation of maturities, in single or multiple issues up to a total nominal value of EUR 350,000,000.00 and to grant the holders or creditors of the Bonds conversion rights or warrants to subscribe to up to 20,184,864 registered shares in the company, accounting for a proportionate amount of the share capital up to a total of EUR 20,184,864.00 in accordance with the more specific terms of the Bonds and/or to originate, in the Bond terms, obligations to convert the respective Bond into such shares.

#### aa) Currency, issuing company

The Bonds may be issued in Euros or in another legal currency – such as that of an OECD state – in the euro-equivalent value. They may also be issued by a German or foreign company in which RIB Software AG owns a majority interest ("**Group Company**"), in such case the Management Board is authorised – subject to consent of the Supervisory Board – to provide the guarantee for the bonds and to grant the bearers conversion rights or warrants for new registered shares in the company or to originate corresponding conversion obligations and to provide such additional declarations and undertake such acts as are required for a successful issue.

*bb) Subscription rights, exclusion of subscription rights*

The shareholders are, in principle, entitled to a subscription right to the Bonds. The subscription right may also be granted indirectly through acquisition of the bonds by one or more financial institutions or companies of equivalent status as per Sec. 186 (5) sentence 1 German Stock Corporation Act (Aktiengesetz – AktG), with said acquires having the obligation to offer said Bonds to the shareholders for subscription. If Bonds are issued by a Group Company, the company shall ensure that the statutory subscription rights are granted to the shareholders of the company in accordance with the foregoing.

The Management Board shall, however, be authorised to exclude – subject to the consent of the Supervisory Board – shareholders' subscription rights to the Bonds

(1) for fractional amounts;

(2) to the necessary extent to grant subscription rights to the holders of conversion rights or warrants for the company's shares or to grant the creditors of convertible bonds with conversion obligations a subscription right on the scale to which they would be entitled as a shareholder upon exercise of such conversion rights or warrants or upon satisfaction of the conversion obligations;

(3) if bonds with conversion rights and/or warrants or conversion obligations are intended to be issued against payment of cash and the issue price is not significantly below the theoretical market value of the bonds with conversion rights and/or warrants or conversion obligations determined in accordance with recognised actuarial methods. However, this authorisation to exclude subscription rights shall apply only to the extent that the shares that are to be issued to service the conversion rights and warrant or to meet the conversion obligation represent in a total nominal amount of no more than 10% of the share capital ("**Maximum Amount**") neither at the time the authorisation enters into effect nor at the time the authorisation is exercised. To be deducted from the Maximum Amount are the total nominal amount of the share capital accounted for by newly issued shares or previously acquired treasury shares which are issued or disposed of during the term of this authorisation under simplified subscription right exclusion pursuant to or in application of Sec. 186 (3) sentence 4 German Stock

Corporation Act (Aktiengesetz – AktG) as well as the nominal amount of the share capital accounted for by shares that can or must be acquired on the basis of warrant and/or conversion rights or conversion obligations granted or issued during the term of this authorisation and under exclusion of subscription rights in application of Sec. 186 (3) sentence 4 German Stock Corporation Act (Aktiengesetz – AktG).

If profit participation rights or income bonds are issued without conversion rights, warrants or conversion obligations, the Management Board shall be authorised to exclude – subject to consent of the Supervisory Board – the shareholders' subscription rights altogether if these profit participation rights or income bonds have merely obligatory features, i.e. if they do not establish any membership rights in the Company or grant participation in liquidation proceeds, and the amount of interest is not calculated based on the amount of annual net profits, net income or dividends. In this case, the interest and the issue price of the profit participation rights or income bonds must, moreover, be corresponded to the current market conditions for comparable borrowing at the time of issuance.

#### *cc) Features of partial debentures*

Bonds may be issued in single or multiple issues, in one total amount or divided into separate amounts as well as concurrently in different tranches. The individual amounts issued can be divided up into partial debentures (individual bonds) of equal rank. Sec. 9 (1) and 199 German Stock Corporation Act (Aktiengesetz – AktG) remain unaffected.

#### **(1) Warrant-linked bonds**

If warrant-linked bonds are issued, each partial debenture shall be accompanied by one or more warrants which entitle the bearer to acquire registered shares in the company in accordance with the warrant conditions set by the Management Board. However, the total nominal amount of the share capital accounted for by registered shares in the company to be acquired per partial debenture may not exceed the nominal amount of the partial debenture. Moreover, the term of the warrant may not exceed the term of the warrant-linked bond. Apart from that, it is possible to stipulate that any fractional amounts shall be consolidated and/or paid for in cash. The same applies when warrants are attached to a profit-participation right or an income bond.

## (2) Convertible bonds

If convertible bonds are issued, the holders of the partial debentures receive the right to exchange them for registered shares in the company according to the detailed conditions for convertible bonds to be set by the Management Board. The conversion ratio results from dividing the nominal amount of a bond by the determined conversion price for a registered share in the company. The conversion ratio can also be obtained by dividing the issue price of a bond which is below the nominal amount by the determined conversion price for new no-par bearer share in the company. The conversion ratio may be rounded up or down to a whole number. It is possible to stipulate that any fractional amounts shall be consolidated and/or paid for in cash. The proportionate amount of the share capital accounted for by the registered shares to be issued on conversion may not exceed the nominal amount of the bond. The conditions for convertible bonds may also provide for a conversion obligation at maturity or at an earlier date. The bond conditions can authorise the company to provide cash compensation for all or part of any difference between the nominal amount of the convertible bond and the product of the conversion price and conversion ratio. The foregoing provisions apply accordingly when the conversion right or conversion obligation refers to a profit participation right or an income bond.

## (3) Fulfilment options

The conditions for convertible bonds or bonds with warrants can vest the company with the right to grant the bond creditors new shares or the company's treasury shares in lieu of payment of all or part of the sum of money due to them. In each case, the shares shall be assigned a value in accordance with the detailed bond conditions, equal to the volume-weighted average stock market prices of the company's shares of the same class in Xetra trading (or in a functionally comparable successor system that has replaced the Xetra system) on the Frankfurt Stock Exchange, rounded up to whole cents, on the last ten trading days prior to the declaration of conversion or exercise of warrants.

The conditions for convertible bonds or bonds with warrants may in each case further specify that the company's treasury shares may also be granted in the case of conversion or exercise of warrants. It is also possible to stipulate that the company does not grant company shares to the conversion or warrant beneficiary but pays the equivalent of the otherwise deliverable shares in cash. The equivalent per share, in

accordance with the detailed bond conditions, equals the volume-weighted average stock market prices of the company's shares of the same class in Xetra trading (or in a functionally comparable successor system that has replaced the Xetra system) on the Frankfurt Stock Exchange, rounded up to whole cents, on the last ten trading days prior to the declaration of conversion or exercise of warrants.

*(dd) Warrant or conversion price*

In the event that bonds are issued that grant or specify a conversion right, a conversion obligation and/or a warrant, the warrant or conversion price to be set in each case – even with a variable conversion ratio or conversion price – must either (i) amount to at least 80% of the volume-weighted average stock market prices of the company's shares of the same class in Xetra trading (or in a functionally comparable successor system that has replaced the Xetra system) on the Frankfurt Stock Exchange on the last ten trading days prior to the day of the resolutions by the Management Board on issuing the warrant-linked or convertible bonds or (ii), in the event that a subscription right is granted, amount to at least 80% of the volume-weighted average stock market prices of the company's shares of the same class in Xetra trading (or in a comparable successor system) on the Frankfurt Stock Exchange in the period from the start of the subscription through the third day prior to the announcement of the final conditions pursuant to Sec. 186 (2) sentence 2 German Stock Corporation Act (Aktengesetz – AktG) (inclusive).

Sec. 9 (1) and 199 German Stock Corporation Act (Aktengesetz - AktG) remain unaffected.

*(ee) Protection against dilution*

The authorisation also allows to grant protection against dilution or to make adjustments in certain cases according to the details of the respective bond conditions. This can be provided expressly if the company increases its share capital during the conversion or warrant period and grants subscription rights to its shareholders or issues additional convertible or warrant-linked bonds or grants or guarantees conversion rights or warrants and denies holders of already existing conversion rights or warrants, the subscription right they would be entitled to as shareholders upon exercise of the conversion right or warrant or upon satisfaction of their conversion obligations, or in the event that the share capital is increased through a capital increase from the company's own resources. In cases of this nature – and in the event

that no such adjustment is already mandated by law – the conditions for convertible bonds or bonds with warrants can allow for a value-preserving adjustment of the conversion rights or warrants to ensure that the economic value of the existing conversion rights or warrants remains unaffected. The value-preserving adjustment may be made expressly by granting subscription rights, by modifying or granting cash components or by modifying the conversion or warrant price. The foregoing shall apply accordingly in case of a capital reduction or other capital measures, share splits, restructurings, a third-party takeover, payment of dividends, or other comparable measures that may result in a dilution of the value of the shares. Sec. 9 (1) and 199 German Stock Corporation Act (Aktengesetz – AktG) remain unaffected. In each case, the proportionate amount of the share capital accounted for by the shares to be acquired for each bond may not exceed the nominal amount per bond or a lower issue price.

*(ff) Authorisation to determine further details*

The Management Board shall be authorised to determine – subject to the consent of the Supervisory Board – the further details of the issue and features of the bonds, particularly the interest rate, type of interest, issue price, maturity, denomination, provisions for protection against dilution, restructuring options, warrant or conversion price and warranty or conversion period as well as currency and currency conversion modalities. In the event that the issue is to be made through group companies, the Management Board shall also obtain the consent of the executive bodies of the group companies that issue the bonds. Sec. 9 (1) and 199 German Stock Corporation Act (Aktengesetz – AktG) remain unaffected in each case.

## **b) Conditional Capital 2015/II**

The share capital is conditionally increased by up to EUR 20,184,864 through issuance of up to 20,184,864 new registered shares in the nominal amount of EUR 1.00 per share ("**Conditional Capital 2015/II**"). The conditional capital increase serves to grant new registered shares to the bearer or creditor of convertible and/or warrant-linked bonds, profit participation rights and/or income bonds (or combinations of such instruments) that are issued by the company, or by a German or foreign company in which the Company directly or indirectly owns a majority interest, on the basis of the authorisation adopted under agenda item 9 of the Annual General Meeting of 10 June 2015, and that grant a conversion right or warrant to the company's registered shares or that specify a conversion obligation.

New registered shares from Conditional Capital 2015 may only be issued at a conversion or warrant price conforming to the provisions of the authorisation agreed under agenda item 9 of the Annual General Meeting of 10 June 2015.

The conditional capital increase shall be executed only to the extent that warrant or conversion rights are utilised, that the holder or creditor with a conversion obligation satisfies his conversion obligation, or that shares are delivered based on the company's rights of substitution, unless own shares or new shares arising from utilisation of Authorised Capital are used. The new registered shares participate in profit from the beginning of the fiscal year in which they originate through exercise of the warrant or conversion rights or through fulfilment of conversion obligations or the exercise of rights to sell. The Management Board shall be authorised to determine the additional details for implementing the conditional capital increase.

### **c) Amendment of the Articles of Association**

The following new paragraph (6) shall be added to Article 4 of the Articles of Association:

“(6) The share capital is conditionally increased by up to EUR 20,184,864 through issuance of up to 20,184,864 new registered shares in the nominal amount of EUR 1.00 per share (“**Conditional Capital 2015/II**”). The conditional capital increase serves to grant new registered shares to the bearer or creditor of convertible and/or warrant-linked bonds, profit participation rights and/or income bonds (or combinations of such instruments) that are issued by the company or by a German or foreign company in which the company directly or indirectly owns a majority interest, on the basis of the authorisation adopted under agenda item 9 of the Annual General Meeting of 10 June 2015, and that grant a conversion right or warrant to or conversion obligation in registered shares in the company. The conditional capital increase shall only be executed to the extent that warrant or conversion rights are utilised, that the holder or creditor with a conversion obligation satisfies his conversion obligation, or that shares are delivered based on the company's rights of substitution, unless treasury shares or new shares arising from utilisation of Authorised Capital are used. The new registered shares participate in profit from the beginning of the fiscal year in which they originate through exercise of the warrant or conversion rights or through fulfilment of conversion obligations or the exercise of rights to sell. The Management Board is authorised to determine additional details for implementing the

conditional capital increase.”

Pursuant to Sec. 203 (4) sentence 2 and 186 (4) sentence 2 German Stock Corporation Act (Aktiengesetz – AktG), the Management Board has submitted a written report on explaining the reasons for the proposed authorisation to exclude shareholders’ subscription rights. The content of the report of the Management Board is appended to the Agenda.

#### **10. Resolution on the amendment of Sec. 2 of the Articles of Association (business purpose)**

The company operates in a market environment which is characterised by a dynamic technical development and considerable business opportunities for the company. In order to give the company the opportunity to extensively implement and to market the technologies developed by the company, an extension of the business purpose within the articles of association is necessary. Pursuant to Sec. 2 Para. 2 of the company’s articles of association, the business purpose so far is basically limited to the development, the creation and marketing of software as well as the corresponding hardware including maintenance. With the extension of the business purpose, an integrated implementation of technology developed by the company shall be allowed.

The Management Board and the Supervisory Board propose the following resolution to be adopted:

Sec. 2 Para. 1 of the company’s articles of association (business purpose) will be amended as follows:

“(1) Business purpose is:

- a) the development, the creation and marketing of software as well as the corresponding hardware including maintenance as well as the management of enterprises which operate in this areas;
- b) the development, the creation and marketing of technology and trading platforms, especially in the construction industry and related industries as well as the management of enterprises which operate in this areas;
- c) the acquiring and holding of participations of all kinds, especially for the purpose of financial investment and for the purpose of the central management of holding companies (in the form of a holding) as well as for the purpose of investments in projects which make use or support the technologies developed by the company.”



## Management Board reports to the Annual General Meeting on agenda item 7 pursuant to Sec. 186 (3) sentence 4, Sec. 203 (2) sentence 2 German Stock Corporation Act (Aktiengesetz – AktG)

It is proposed under agenda item 7 with the consent of the Supervisory Board, to increase the company's share capital until 9 June 2020, once or several times by up to EUR 21,733,480.00 by issuing up to 21,733,480 new registered shares in the nominal amount of EUR 1.00 per share against contribution in cash or in kind (Authorised Capital 2015).

With the requested authorisation of the creation of new authorised capital, the Management Board will have a flexible instrument for structuring corporate policy. The purpose of the proposed authorised capital is to enable the Management Board to continue to raise at short notice the capital on the capital markets required for developing the company by issuing new shares against contribution in kind or to take rapid advantage of any more favourable market conditions for covering future financing requirements. In addition, the proposed authorisation would enable the Management Board to readily exploit opportunities for acquisitions for the purposes of the non-cash capital increase.

The requested authorisation envisages the possibility to exclude the shareholders' subscription rights. The Management Board hereby submits its written report regarding the reasons of the exclusion of the subscription rights.

The Management Board is to be authorised to exclude the shareholders' subscription rights for any fractional amounts. Such an authorisation to exclude subscription rights opens up the possibility of fixing simple and practicable subscription ratios in the capital increase. Fractional amounts arise when it is not possible to distribute all new shares evenly to shareholders, according to their share in the previous share capital, on account of the subscription ratio or the amount of the equity issue. The fractional amounts are of subordinate importance in relation to the whole capital increase. Accordingly, the disadvantages for the shareholders as

a result of the exclusion of subscription rights for fractional rights are negligible in the light of the procedural advantages for the company. Therefore, a possible dilution effect with respect to the avoidance of fractional amounts is very small.

The Management Board shall be entitled to acquire companies, parts thereof or interests in companies or other assets (including claims) from third parties against disposal of shares. The possibility of issuing shares considerably increases the room for maneuver of the Management Board in competition, since, particularly in the case of company mergers or the acquisition of companies or parts of companies, the consideration is increasingly being met in the form of the acquirer's shares. Particularly with large corporate units, the considerations can frequently not be met with money without putting undue strain on the company's liquidity. To pursue this growth strategy with respect to such transactions in the future, which is in the company's interest, it is necessary to be able to use an authorised capital with the possibility of an exclusion of subscription rights. If any new shares are issued as consideration for the acquisition of companies, parts thereof or interests in companies or other assets (including claims), this is only possible if the current shareholders' subscription rights are excluded. Since such acquisitions must be made on short notice in most cases, they cannot be resolved by the Annual General Meeting which convenes just once a year; not to mention that there in general is no time to convene an extraordinary General Meeting in such situations owing to statutory deadlines. The Management Board is therefore to be authorised to exclude the subscription right in these cases to create new shares quickly and without large effort for this purpose. The requested authorisation is only a precautionary measure. There are currently no concrete plans to make use of this authorisation. Finally, Secs. 203 (2), 186 (3) Sentence 4 German Stock Corporation Act permit the exclusion of subscription rights, neither at the time the authorisation enters into effect nor at the time the authorisation is exercised, if the new shares for which the subscription rights are to be excluded do not account for more than ten percent of the company's share capital and the issue price of the new shares is not materially less than the price at which the company's shares are trading in the stock market. This puts the Management Board in a position to use favourable stock exchange situations on short notice to achieve that the company's own equity capital is strengthened to a maximum extent. Due to an increased flexibility, an exclusion of subscription rights, based

on past experience, will result in a stronger cash-flow than a comparable capital increase combined with a subscription right. In addition, such a placement with an exclusion of subscription rights may serve to attract new groups of investors. Due to the limitation to ten percent, the dilution effect for shareholder whose subscription rights have been excluded can be kept to a minimum. Due to the limitation of the capital increase, the shareholders have the opportunity of maintaining the percentage of their equity ownership interest in the company's share capital by purchasing the necessary shares on the stock exchange under essentially the same terms and conditions. The asset interests of the shareholders are given due consideration in that the sale price may not significantly undercut the stock exchange price of shares already listed and carrying the same rights. In addition, the Management Board will determine the value of the shares solely in the light of the interests of the company and its shareholders. To this ten percent limit are to be credited (i) the proportion of the share capital relating to treasury shares which at the time of this authorisation taking effect will be sold in direct or analogous application of Sec. 186 (3) sentence 4 German Stock Corporation Act (Aktiengesetz – AktG), and (ii) the proportion of the share capital relating to shares to which conversion and/or option rights or conversion obligations from bonds and other instruments mentioned in Sec. 221 German Stock Corporation Act (Aktiengesetz – AktG) relate to, as far as there has been an exclusion of subscription rights pursuant to Sec. 186 (3) sentence 4 German Stock Corporation Act (Aktiengesetz – AktG). The content of this rule will ensure that the legislator's assessment of Sec. 186 (3) sentence 4 German Stock Corporation Act (Aktiengesetz – AktG) is even considered, if measures have been taken which economically correspond to a cash capital increase by utilisation of an authorised capital.

Furthermore, it is intended with respect to all possibilities of an exclusion of subscription rights that the proportion of the share capital allotted to the new shares is not allowed to exceed a total of twenty percent of the share capital, neither at the time the authorisation enters into effect nor at the time the authorisation is exercised. This ensures that existing shareholders are protected against inappropriate dilution of the shares they hold. To this general twenty percent limit – with respect to all possibilities to exclude subscription rights – are all shares to be credited which are used from 10 June 2015 and which are a result of the authorisation to use treasury shares pursuant to Sec. 71 (1) no. 8 sentence 5, 181 (2) sentence 4 German Stock Corporation Act (Aktiengesetz – AktG) by way of an exclusion of subscription rights, meaning other than through a sale on the stock exchange or via an offer made to all shareholders. This is to prevent shareholders from a possible dilution because of a cumulation of a parallel utilisation of an authorised capital with an exclusion of subscription rights and treasury shares. This is appropriate since the use of treasury shares has a similar effect as a capital increase.

The Management Board will carefully examine in each specific case whether it should make use of the authorisation. It will only do so, if, according to its consideration, it is in the best interest of the company and therefore its shareholders and if it is reasonable. Should the authorisation to exclude subscription rights be exercised, the Management Board will inform the next Annual General Meeting about the main reasons of the exclusion of subscription rights.

## Management Board report to the Annual General Meeting on agenda item 9 concerning exclusion of the subscription right pursuant to Sec. 186 (3) sentence 4, Sec. 221 (4) sentence 2 in conjunction with Sec. 186 (4) sentence 2 German Stock Corporation Act (Aktiengesetz – AktG)

The proposed resolution provides that through 9 June 2020 the Management Board be authorised to issue – subject to the consent of the Supervisory Board – bearer or registered convertible and/or warrant-linked bonds and profit participation rights and/or income bonds (or combination of these instruments) (collectively also “Bonds”), with or without limitation of maturities, in single or multiple issues, up to a total nominal value of EUR 350,000,000.00. The holders or creditors of bonds may be granted conversion rights or warrants to subscribe to registered shares with a nominal amount of EUR 1.00 per share accounting for appropriate amount of the share capital up to EUR 20,184,864.00 in accordance with the more specific terms of the conversion or warrant conditions and to agree on corresponding conversion obligations with the bond holders or creditors.

In addition to the miscellaneous possibilities of soliciting borrowed money or acquiring equity capital, each according to the market situation, the issuance of bonds of the above-described type offers the company a further possibility of availing itself attractive financing alternatives in the capital market. The authorisation to issue profit-dependent or profit-oriented instruments such as profit participation rights and income bonds, in particular, makes it possible to strengthen the company’s funding through the issue of so-called financing instruments and by this means contributes to assuring future business development.

The issue of bonds facilitates the assimilation of borrowed capital, which, depending on the configuration of the bond conditions, can be categorised as equity or equity-like capital both for rating purposes and for financial purposes. The realised conversion or warrant premiums as well as the inclusion in equity are beneficiary to the company’s capital basis. The additional possibility of also originating conversion obligations along with the grant of conversion rights and/or warrants or the combination of convertible bonds, warrant-linked bonds, profit participation rights and/or

income bonds expand the range of options for configuring these financing instruments. Moreover, the authorisation makes it possible for the company to place bonds itself or through German or foreign companies in which it directly or indirectly owns a majority interest. In addition to Euros, bonds may also be issued in other currencies – in the legal currency of an OECD state, for example – and with and without limitation of maturity.

In the case of bonds that grant a conversion right or warrant, the terms of the bonds may, for increased flexibility, provide that the company settle its obligation in cash in lieu of granting registered shares to a conversion or warrant beneficiary.

For bonds that grant a conversion right or warrant or specify a conversion obligation, an amount of 80% of the share price is proposed in the authorisation as a minimum conversion or warrant price. The reference is always the stock market price of the company's shares at the time of bond placement. Unless an adjustment is already mandated by law, the conversion rights or warrants may, notwithstanding Sec. 9 (1) German Stock Corporation Act (Aktengesetz – AktG); be adjusted to preserve their value if dilutions of the economic value of the existing conversion rights or warrants occur (e.g. through a capital increase) during the term of the bond and no subscription rights are granted in return as compensation.

The shareholders are, in principle, to be granted subscription rights. However an exclusion of subscription rights should be possible under the following conditions:

The Management Board shall be authorised to exclude, subject to the consent of the Supervisory Board, fractional amounts from the subscription rights. Such fractional amounts can result from the amount of the respective issue volume and the necessity to determine a workable subscription ratio. In such cases, exclusion of subscription rights facilitates the processing of the issue. The fractional amounts excluded from the shareholder's subscription rights will be turned to account through sale on the stock exchange or in another manner that is optimal for the company.

Furthermore, the Management Board is proposed to be authorised to exclude, subject to consent of the Supervisory Board, the shareholder's subscription rights in order to grant the holders or creditors of conversion rights and/or warrants, or of convertible bonds with conversion obligations, a subscription right on the scale to which they would be entitled upon exercise of the conversion rights or warrants or upon satisfaction of the conversion obligations. The warrant and conversion terms usually include

provisions that serve to protect the holder or creditor of warrants or conversion rights from dilution. In this way, these financing instruments are easier to place on the market. A subscription right by holders of already existing warrants or conversion rights offers the possibility to avert the need of reducing the warrant or conversion price for the holders of already existing warrants or conversion rights in case the authorisation is utilised. This facilitates a higher issue price for the registered shares that are to be issued upon exercise of the warrant or performance of the conversion. Because the placement of the issue is facilitated thereby, the exclusion of subscription rights serves the interest of the shareholders in an optimal financial structure for their company.

To the extent that bonds with conversion rights or warrants or conversion obligations are intended to be issued, the Management Board shall be authorised to exclude, with the consent of the Supervisory Board, subscription rights in application of Sec. 186 (3) sentence 4 German Stock Corporation Act (Aktiengesetz – AktG), provided that the bonds are issued against payment of cash and the shares to be issued upon exercise of the issued conversion rights or warrants or satisfaction of the conversion obligations do in aggregate not account for more than 10% of the company's share capital, neither at the time the authorisation enters into effect nor at the time the authorisation is exercised. This maximum limit for the simplified subscription right exclusion is reduced by the total nominal amount of the share capital for shares that have been issued or disposed of during the period of the authorisation, with exclusion of the subscription right in direct or corresponding application of Sec. 186 (3) sentence 4 German Stock Corporation Act (Aktiengesetz – AktG), or that are to be issued based on convertible or warrant-linked bonds issued during the period of the authorisation for which subscription rights were excluded in accordance with Sec. 186 (3) sentence 4 German Stock Corporation Act (Aktiengesetz – AktG) upon their issuance. Through such offset provision, this authorisation ensures that during the authorisation period no bonds will be issued against cash with exclusion of subscription rights if, in consideration of capital increases or specific placements of own shares in direct or corresponding application of Sec. 186 (3) sentence 4 German Stock Corporation Act (Aktiengesetz – AktG), this would result in excluding a subscription right of the shareholders to new or own shares in the company of more than 10% of the presently outstanding shares.

In the case of a subscription right exclusion, the issue price of the bond in application of Sec. 186 (3) sentence 4 German Stock Corporation Act (Aktiengesetz – AktG) must not be set substantially below its market value. With this, the shareholders' need for

protection of their share ownership against dilution is accommodated. In order to ensure compliance with this requirement for the issuance of bonds, the theoretical market value of the bond with conversion rights or warrants or conversion obligations is calculated according to recognised actuarial methods. The issue price to be set must not be substantially below this market value. This guarantees that the shareholders are protected from a dilution of their share ownership, and the shareholders incur no economic disadvantage through a subscription right exclusion because the value of a subscription right would sink practically to zero.

If profit participation rights or income bonds are to be issued without conversion rights, warrants or conversion obligations, the Management Board is authorised to exclude the shareholders' subscription rights altogether with the consent of the Supervisory Board if these profit participation rights or income bonds have merely obligatory features, i.e. if they do not grant any membership rights in the company or participation in liquidation proceeds, and the amount of interest is not calculated based on the amount of the annual net profits, the net income or the dividends. In addition, the interest and the issue price of the profit participation rights or income bonds must be corresponding to current market conditions at the time of issuance. If these requirements are met, no disadvantages result for the shareholders from the exclusion of subscription rights because the profit participation rights or income bonds do not establish any membership rights and also do not grant any participation in liquidation proceeds or profit of the company. While, it is possible to stipulate that interest shall depend on the existence of annual net profits, net income or a dividend, it would not, on the other hand, be permissible to stipulate that higher annual net profits, higher net income or a higher dividend result in higher interest. Consequently, through the issuance of profit participation rights or income bonds, neither voting rights nor the shareholders' stake in the company and its profit are changed or diluted. Ultimately, no appreciable value results for the subscription right given the fair market terms of issue prescribed as binding for this case of the subscription right exclusion.

The foregoing options to exclude the subscription right give the company the flexibility to take advantage of favourable situations in the capital market swiftly; it enables the company to flexibly and promptly avail itself of a low interest level or a favourable demand situation. This is primarily due to the fact that, as contrasted with an issue of bonds with subscription rights, the issue price can be determined immediately before placement. This makes it possible to avoid a significant risk of market fluctuations during the period of a subscription right, and thus the proceeds of the issue can be



maximised in the interest of all shareholders. Moreover, additional advantages result through omission of the lead time associated with the subscription right, both with respect of the cost of borrowing and with respect to the placement risk. With a placement without subscription rights, the safety margin otherwise required can be reduced, as can the placement risk, and the cost of borrowing will be reduced to a correspond extent, to the benefit of the company and its shareholders.

In the event that the proposed authorisation is utilised, the Management Board will report thereon at the Annual Shareholders' Meeting following utilisation.

The Conditional Capital proposed for resolution under agenda item 9 lit. c) and the corresponding amendment of the Articles of Association proposed under agenda item 9 lit. c) are designed to enable the company to issue the number of registered shares owed to the holders or creditors of the bonds that are issued based on the authority proposed under agenda item 9 lit. a), upon exercise of the conversion right or warrant and upon satisfaction of the conversion obligation. Alternatively, own shares may also be used within legal limits to service these rights.

## 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 43,466,961 registered shares with a nominal amount of EUR 1.00 per share. Each share awards one vote in the Annual General Meeting. At the time of the convocation of this Annual General Meeting, therefore, 43,466,961 voting rights exist. This total amount includes 1,257,453 treasury shares held by the company which 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 Annual General Meeting and who have registered in time are entitled to participate in the Annual General Meeting and to exercise their voting right. The registration must reach the company at least six days before the Annual General Meeting, meaning by 3 June 2015 (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](mailto:hvstelle@fae-gmbh.de)

The status of the entries in the share register on the day of the Annual General Meeting is decisive for determining the right to participate as well as the number of votes the authorised participant is entitled to. Please note that amendments in the share register can, for technical reasons, only take place if the company has been notified six days, which means until 3 June (midnight), prior to the Annual General Meeting.

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) German Stock Corporation Act (Aktengesetz – AktG) in conjunction with Section 125 (5) German Stock Corporation Act (Aktengesetz – AktG), a shareholders' association or a person within the meaning of Section 135 (8) German Stock Corporation Act (Aktengesetz – 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 text 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.

A form for issuing proxies will be sent to the shareholders together with the entrance card. The authorisation and instruction form for the proxy appointed by the company is available on the company's website at [www.rib-software.com/agm2015](http://www.rib-software.com/agm2015).

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)

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 5 June 2015.

Proxy and instructions for the company-nominated proxy with res-

pect to agenda item 2 (Resolution regarding the appropriation of the profit) remain valid even in case of an adaption of the proposal for the appropriation of profit due to a change in the number of the shares which carry dividend rights

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) German Stock Corporation Act (Aktiengesetz – 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) German Stock Corporation Act (Aktiengesetz – 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 Management 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 10 May 2015 (mid-night). 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) sentence 2 in conjunction with Section 122 (1) sentence 3 and (2) sentence 1 German Stock Corporation Act (Aktiengesetz – AktG)).

Please send any requests for supplements to the following address:

RIB Software AG  
Management Board  
Vaihinger Straße 151  
70567 Stuttgart

#### **Motions and election proposals by shareholders pursuant to**

## Sections 126 (1) and 127 German Stock Corporation Act (Aktien-gesetz – AktG)

Shareholders may propose counter-motions to the proposals of the Management 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 26 May 2015 (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/agm2015](http://www.rib-software.com/agm2015) 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.

Possible 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) German Stock Corporation Act (Aktiengesetz – AktG)

Pursuant to Section 131 (1) German Stock Corporation Act (Aktiengesetz – AktG), each shareholder is entitled to request information from the Management 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) German Stock Corporation Act (Aktiengesetz – AktG) are available on the company's website at [www.rib-software.com/agm2015](http://www.rib-software.com/agm2015).

### **Documentation for the general meeting and information pursuant to Section 124a German Stock Corporation Act (Aktiengesetz – AktG)**

The documentation to be made accessible to the general meeting and further information pursuant to Section 124a German Stock Corporation Act (Aktiengesetz – AktG) will be published on the company's website at [www.rib-software.com/agm2015](http://www.rib-software.com/agm2015) 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 2015**

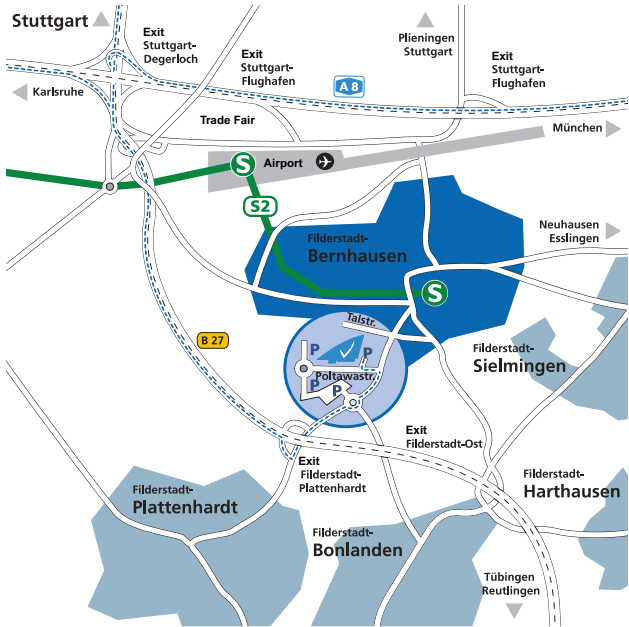
**RIB Software AG**

**The Management Board**

## Directions

FILharmonie Filderstadt, Tübinger Straße 40, 70794 Filderstadt

[www.filharmoniefilderstadt.de](http://www.filharmoniefilderstadt.de)



Approach with public transportation from Stuttgart main station + airport:

Starting from Stuttgart main station: Take the suburban train S2 (direction Filderstadt) and get off the S2 at the stop „Bernhausen / Bahnhof“. Departing from Stuttgart airport please also take the S2 (direction Filderstadt) to „Bernhausen / Bahnhof“.

From here you can have a short walk South West via Tübinger Straße until you reach FILharmonie Filderstadt or go by bus (Line 37) via Terminal 4 (direction Plattenhardt) until you reach „Bernhausen Filharmonie“.

**RIB Software AG**

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