

**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 10 June 2015**

I/We

[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 10 June 2015 my/our voting rights attached to the shares with the entrance or voting card numbers

in accordance with the following instructions: *

	Yes	No
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 Management Board for the 2014 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 2014 financial year	<input type="checkbox"/>	<input type="checkbox"/>

* Tick as desired.

		Yes	No
TOP 5	Resolution on the election of the auditor for the financial statements and the consolidated financial statements for the 2015 financial year	<input type="checkbox"/>	<input type="checkbox"/>
TOP 6	Resolution on the election to the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>
TOP 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	<input type="checkbox"/>	<input type="checkbox"/>
TOP 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	<input type="checkbox"/>	<input type="checkbox"/>
TOP 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	<input type="checkbox"/>	<input type="checkbox"/>
TOP 10	Resolution on the amendment of Sec. 2 of the Articles of Association (business purpose)	<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: _____

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

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.**