

**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 31 May 2016**

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 31 May 2016 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 2015 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 2015 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 2016 financial year	<input type="checkbox"/>	<input type="checkbox"/>
TOP 6	Resolution on the election to the Supervisory Board		
	a) Ms. Sandy Möser	<input type="checkbox"/>	<input type="checkbox"/>
	b) Dr. Matthias Rumpelhardt	<input type="checkbox"/>	<input type="checkbox"/>
	c) Mr. Klaus Hirschle	<input type="checkbox"/>	<input type="checkbox"/>
	d) Prof. Martin Fischer	<input type="checkbox"/>	<input type="checkbox"/>
	e) Mr. Herrn Steve Swant	<input type="checkbox"/>	<input type="checkbox"/>
TOP 7	Resolution on the conversion of RIB Software AG into a European company (Societas Europaea, SE)	<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.**