



Annual General Meeting 2017

Additional explanations to the Rights of the Shareholders pursuant to Art. 56 SE Regulation, Section 50 (2) German SE Implementation Act, Sec. 121 (3) clause 3 No. 3 German Stock Corporation Act

The invitation to the general meeting already contains explanations to the rights of the shareholders mentioned in Sec. 121 (3) clause 3 no. 3 AktG according to Sec. 122 (2), Sec. 126 (1), Secs. 127, 131 (1) AktG. The following information serve as a further explanation of these provisions.

If references are made to provisions of the German SE Implementation Act ("**SEAG**"), the citation omits for reasons of clarity the reference to the relevant referral provisions (Art. 9, Art. 53) of the Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) ("**SE Regulation**").

1. Supplements to the agenda by a minority pursuant to Art. 56 Clause 2 and Clause 3 SE Regulation, Section 50 (2) German SE Implementation Act, Sec. 122 (2) AktG

Shareholders jointly representing a proportionate ownership of at least EUR 500,000 (equivalent to 500,000 shares) may, pursuant to Art. 56 Clause 2 and Clause 3 SE Regulation, Section 50 (2) SEAG, which are equivalent to Section 122 (2) Clause 1 AktG, request that items are placed on the agenda and disclosed. Each request must be accompanied by supporting information or a formal resolution proposal.

Requests to supplement the agenda have to be submitted to the Administrative Board in writing and must be received by the Company no later than 30 days prior to the meeting; the day of receipt and the day of the meeting are not counted. Hence, the latest possible date of receipt is 29 April 2017 (midnight). Any motions for supplementation received at a later date will not be considered.

A three-months pre-ownership period of shares in the meaning of Section 122 (2) sentence 1 in conjunction with (1) sentence 3, 142 (2) Clause 2 AktG is not a prerequisite for a request to amend the agenda of an SE in accordance with Section 50 (2) SEAG.

Any motions for supplementation may only be sent to the following address:

RIB Software SE
The Administrative Board
Vaihinger Straße 151
70567 Stuttgart

Extracts from the provisions of the AktG on which these shareholder rights are based are as follows:

Art. 56 SE Regulation:

One or more shareholders who together hold at least 10% of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

Section 50 (2) SEAG:

- (2) The supplementing of the agenda of a general meeting with one or several items can be requested by one or several shareholders, provided that his/her or their participation amounts to 5 percent of the subscribed capital or the proportionate amount of EUR 500,000.

Sec. 122 (1) and (2) AktG:

- (1) The general meeting is to be called if shareholders, whose total shares equal or exceed the twentieth part of the share capital, so request in writing, stating the purpose of and the grounds; the request is to be addressed to the management board. The articles of association may provide that the right to request that a general meeting be called is linked to another form and the holding of a lower share in the share capital. [...]

- (2) Likewise, shareholders whose total shares amount to the twentieth part of the share capital or to the proportionate amount of EUR 500,000, may request that items are placed on the agenda and published. Each new item must be accompanied by an explanatory statement or a draft resolution. The request in the sense of clause 1 must be received by the company at least 24 days, in the case of listed companies at least 30 days, prior to the meeting; the day of receipt is not to be included in this calculation.

Supplements to the agenda which must be published will be published without undue delay after receipt of the request in the Federal Gazette and passed for publication to such media of which it can be assumed that they distribute the information throughout the entire European Union. They will also be published on the Internet site <http://group.rib-software.com/de/investor-relations/annual-general-meeting/2017/> and notified to the shareholders under Sec. 125 (1) clause 3 AktG.

2. Motions and election proposals by shareholders pursuant to Secs. 126 (1) and 127 AktG

Shareholders may submit counter-motions to the proposals of the Administrative Board on a specific agenda item and submit 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 prior to 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 15 May 2017 (midnight), will be made accessible to the other shareholders, including the name of the shareholder and the justification, on the internet at <http://group.rib-software.com/de/investor-relations/annual-general-meeting/2017/> without undue delay. Any statements by the Administrative Board will also be published there.

Other than election proposals, counter-motions will only be made accessible if they include a justification.

Any counter-motions and election proposals to be made accessible are to be submitted exclusively to the following address:

RIB Software SE
Attn. Dina Schmid
Vaihinger Straße 151

70567 Stuttgart

Fax: +49 (0) 711 7873-311

E-mail: hauptversammlung@rib-software.com

Counter-motions and election proposals sent elsewhere will not be considered.

A counter-motion and its explanatory statement do not need to be made accessible under the conditions of Sec. 126 (2) clause 1 AktG. The explanatory statement of a counter-motion does not need to be made accessible according to Sec. 126 (2) clause 2 AktG if it contains more than 5,000 characters.

Sec. 126 AktG applies accordingly to the proposal of a shareholder for the election of auditors. Proposals for the election of auditors will, in addition, only be made accessible if they contain the name, the exercised profession and the residence of the proposed natural person or the company name and the seat of the proposed legal person.

The right of each shareholder to make counter-motions during the general meeting on the individual points of the agenda proposals for the election of auditors remains unaffected. We hereby give notice that counter-motions and proposals for election transmitted timely in advance will only be considered at the general meeting if they are made orally there.

Extracts from the provisions of the AktG on which these shareholder rights are based and which also provide under which conditions counter-motions and proposals for election do not need to be made accessible are as follows:

Sec. 126 AktG:

- (1) Motions by shareholders including the name of the shareholder, the explanatory statement and any comments of the management are to be made available to the entitled persons according to Sec. 125 (1) to (3) under the conditions stated there if, at least 14 days before the meeting, the shareholder has sent to the company at the address indicated in the calling a counter-motion to a proposal of the management board and supervisory board on a specific item on the agenda. The date of receipt is not to be taken into account in the calculation. In the case of listed companies, access shall be provided via the company's Internet site. Sec. 125 (3) applies accordingly.
- (2) A counter-motion and its explanatory statement do not need to be made accessible

1. to the extent the management board would by making such access commit a criminal offence,
2. if the counter-motion would result in a resolution of the general meeting which would be in breach of the law or of the articles of association,
3. if the explanatory statement contains obviously false or misleading data on significant points or insults,
4. if a counter-motion of the shareholder based on the same facts has already been made accessible to a general meeting of the company according to Sec. 125,
5. if the same counter-motion of the shareholder with a significantly similar explanatory statement has already been made accessible according to Sec. 125 to at least two general meetings of the company in the past five years and less than the twentieth part of the share capital represented voted in its favour at the general meeting,
6. if the shareholder gives notice that he will neither participate in nor be represented at the general meeting, or
7. if in the past two years at two general meetings the shareholder has failed to propose a counter-motion of which he had given notice or failed to have such counter-motion proposed.

The explanatory statement does not need to be made accessible if it contains more than 5,000 characters.

- (3) If several shareholders make counter-motions for resolution on the same item, the management board may consolidate such counter-motions and their explanatory statements.

Sec. 127 AktG:

Sec. 126 applies accordingly to the proposal of a shareholder for the election of members of the supervisory board or auditors. The election proposal does not need to be justified. The management board does not need to make the election proposal accessible if it does not contain the data according to Sec. 124 (3) clause 4 and Sec. 125 (1) clause 5.

Section 124 (3) AktG:

- (3) In the announcement, the management board and the supervisory board, or in the case of the election of supervisory board members and auditors of the annual financial statements, only the supervisory board, shall make proposals for a resolution in respect of each item on the agenda which is to be decided by the general meeting. In the case of companies, that are capital markets oriented within the meaning of Section 264d of the German Commercial Code (*Handelsgesetzbuch*), that are CRR-Credit Institutions in the meaning of Section 1 para. 3d, sent. 1 of the German Banking Act (*Kreditwesengesetz, KWG*), with the exception of institutions named in Section 2 para. 1, no. 1 and 2 KWG, or that are Insurance Undertakings in the meaning of Section Article 2, para. 1 of Directive 91/674/EWG, the proposal of the supervisory board for the election of the auditor of financial statements shall be based on the recommendation of the audit committee. Sentence 1 shall not apply if the general meeting is bound to nominations for the election of supervisory board members pursuant to Section 6 of the Coal, Iron and Steel Codetermination Act (*Montan-Mitbestimmungsgesetz*) or if the item on which a resolution is to be adopted was placed on the agenda at the request of a minority. The proposal for the election of supervisory board members or auditors of the annual financial statements shall state their name, practiced profession and place of residence. If employee representatives are also to be included on the supervisory board, resolutions adopted by the supervisory board concerning nominations of supervisory board members shall only require the majority of votes cast by the shareholder members of the supervisory board; this shall not affect Section 8 of the Coal, Iron and Steel Codetermination Act (*Montan-Mitbestimmungsgesetz*).

Section 125 (1) AktG:

- (1) [...] In the case of listed companies, any nomination for the election of supervisory board members shall be accompanied by information concerning membership of such nominees in other supervisory boards required by law; information concerning their membership in comparable domestic and foreign supervisory bodies of commercial enterprises shall also be attached.

3. Information right of the shareholder pursuant to Sec. 131 (1) AktG

Pursuant to Sec. 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.

Extracts from the provisions of AktG on which these shareholder rights are based and which also provide under which conditions no information needs to be provided are as follows:

Sec. 131 AktG:

- (1) Each shareholder shall on request be provided with information at the general meeting by the management board regarding the company's affairs, to the extent such information is necessary for the proper evaluation of the item of the agenda. The duty to provide information also extends to the company's legal and business relationships to any affiliate. If a company avails of the alleviations in Sec. 266 (1) clause 3, Sec. 276 or Sec. 288 of the Commercial Code, any shareholder can request that the annual financial statements be presented to him at the general meeting on the annual financial statements in the form which it would have been if such alleviations had not been availed of. The obligation of the management board of a parent company to provide information (Sec. 290 (1) and (2) of the Commercial Code) at the general meeting at which the consolidated financial statements and group management report are presented extends to the position of the group and of the companies included in the consolidated financial statements.
- (2) The information provided has to comply with the principles of conscientious and accurate accounting. The articles of association or the rules of procedure according to Sec. 129 may authorise the chairman of the meeting to reasonably limit the time of the shareholders' rights to ask questions and to speak and may make more detailed provisions.
- (3) The management board may refuse to provide information

1. to the extent providing the information is, according to reasonable business judgement, likely to cause not insignificant disadvantages to the company or an affiliate;
2. to the extent such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the general meeting adopts the annual financial statements;
4. with regard to the methods of accountancy and valuation, to the extent disclosure of such methods in the notes suffices to provide a picture of the company's assets, financial position and profitability within the meaning of Sec. 264 (2) of the Commercial Code which corresponds to the facts; this does not apply if the general meeting adopts the annual financial statements;
5. to the extent the management board would, by provision of the information, commit a criminal offence;
6. to the extent in the case of a credit institution or financial services institution data on the methods applied to the accountancy and valuation and set-offs in the annual financial statements, the management report, the consolidated annual financial statements or the group management report do not need to be provided;
7. to the extent the information is continuously available on the company's Internet site for at least seven days prior to the beginning of the general meeting as well as during the meeting.

Information may not be refused on other grounds.

- (4) If a shareholder has been given information in his capacity as shareholder outside the general meeting, it must also be given to every other shareholder on request at the general meeting even if it is not necessary for the proper assessment of the item of the agenda. The management board may not refuse to give the information according to (3) clause 1 nos. 1 to 4, clauses 1 and 2 do not apply if a subsidiary (Sec. 290 (1), (2) Commercial Code), a joint venture company (Sec. 310 (1) Commercial Code) or an associated company (Sec. 311 (1)

Commercial Code) provides the information to a parent company (Sec. 290 (1), (2) Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for that purpose.

- (5) If a shareholder is refused information, he can request that his question and the grounds for refusing to give the information be included in the minutes.

In addition, the chairman of the meeting is entitled to take various leading and procedural measures at the general meeting. This includes the restriction of the right to speak and ask questions.