



# Invitation to the Annual General Meeting on 30 May 2017

RIB Software SE  
ISIN DE000A0Z2XN6 / WKN A0Z2XN

Convenience Translation





## Dear Shareholders,

We hereby invite our shareholders to the 2017 Annual General Meeting of RIB Software SE to take place on Tuesday, 30 May 2017 at 1 p.m. at the premises of the company at Vaihinger Str. 153, 70567 Stuttgart.

## RIB Software SE, Stuttgart

# CONSOLIDATED FIGURES - OVERVIEW

€ million unless otherwise indicated	2016	2015	2014	2013
Revenue	97.9	82.1	70.0	57.0
Software licences	28.9	20.1	23.1	16.2
Software as a Service / Cloud	12.5	12.0	8.7	6.7
Maintenance	27.1	23.8	21.7	19.1
Consulting	22.7	20.0	15.8	15.1
e-commerce	6.6	6.2	0.7	-
<b>Operating EBITDA*</b>	<b>33.0</b>	<b>20.9</b>	<b>25.7</b>	<b>18.5</b>
as % of revenue	33.7%	25.5%	36.7%	32.5%
<b>Operating EBT*</b>	<b>23.2</b>	<b>12.4</b>	<b>19.3</b>	<b>12.7</b>
as % of revenue	23.7%	15.1%	27.6%	22.3%
Consolidated net profit of the year	14.4	10.5	20.8	9.1
<b>Cash flow from operating activities</b>	<b>51.5</b>	<b>19.4</b>	<b>20.7</b>	<b>16.4</b>
Average number of employees	765	680	599	562
Liquid funds and available-for-sale securities	135.4	177.0	137.9	82.1
Equity ratio	82.1%	86.3%	85.0%	80.2%
Research and development expenses	18.8	17.0	14.6	12.5
R&D ratio - iTWO segment	20.6%	22.3%	21.0%	21.9%
Annual average number of R&D-employees	307	269	243	217

\* EBITDA and EBT adjusted by: Currency effects (2016: -0.4; 2015: +3.8; 2014: +3.7; 2013: -1.5) and one-off / special effects (2016: +0.1; 2015: +0.2; 2014: +5.9; 2013: +1.8).

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## Note:

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**”).

# AGENDA

## **1. Presentation of the approved annual financial statements and the approved consolidated financial statements of RIB Software AG for the 2016 financial year and the Group management report, the report of the Supervisory Board of RIB Software AG, the proposal by the Management Board of RIB Software AG for the appropriation of the profits and the explanatory report of the Management Board of RIB Software AG on the information pursuant to Sections 289 Para 4, 315 Para 4 of the German Commercial Code (HGB) for the 2016 financial year.**

In accordance with legal provisions, no resolution is to be passed under this agenda item, since the Supervisory Board of RIB Software AG has already approved the annual and consolidated financial statements and hence the annual financial statements have been approved. The shareholders will vote on the proposal of the Management Board of RIB Software AG on the appropriation of the net profit, which has been adopted by the Administrative Board of RIB Software SE, 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 on the appropriation of profits**

The Administrative Board proposes that the net profit of EUR 8,370,754.42 shall be utilised as follows:

Distribution of dividends to the shareholders in the amount of EUR 0.16 per share with dividend entitlement: EUR 7,195,739.36

Profit carried forward: EUR 1,175,015.06

This proposed resolution takes the fact into account that the Company holds 1,872,286 treasury shares at the date of this invitation, which are not entitled to dividends. If the number of shares entitled to dividends changes until the time of the resolution on the appropriation of profits, the Administrative Board will submit to the General Meeting an adjusted proposed resolution on the appropriation of profits, reflecting such change. However, this proposed resolution will provide for an unchanged dividend of EUR 0.16 per dividend-entitled share.

The proposed resolution of the Administrative Board is identical to the proposed resolution of the Management Board of RIB Software AG as presented under agenda item 1.

### **3. Resolution on the formal approval of the actions of the members of the Management Board of RIB Software AG for the 2016 financial year**

The Administrative Board proposes that the actions of the members of the Management Board of RIB Software AG in the 2016 financial year shall be formally approved for the 2016 financial year.

### **4. Resolution on the formal approval of the actions of the members of the Supervisory Board of RIB Software AG for the 2016 financial year**

The Administrative Board proposes that the actions of the members of the Supervisory Board of RIB Software AG in the 2016 financial year shall be formally approved for the 2016 financial year.

### **5. Resolution on the election of the auditor for the financial statements and the consolidated financial statements for the 2017 financial year**

The Administrative 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 2017 financial year.

### **6. Resolution on the authorization to acquire and dispose of own shares by the company and to exclude subscription and tender rights**

The Company requires a special authorization by the General Meeting to acquire treasury shares, unless expressly permitted by law. In the Annual General Meeting of 24 May 2012, the Company was authorized to acquire and use treasury shares pursuant to Section 71 Para 1 No. 8 of the German Stock Corporation Act (AktG). This authorization made use of the legally permissible option to granting the authorization for a period of up to five years, i.e., until 23 May 2017. In order to be in a position in the future and in the interest of the Company to be able to make use of such instrument, the authorization to acquire and use treasury shares and to use already acquired treasury shares shall be renewed. This authorization shall be granted for a term of up to five years, making use of this legally permissible option.

The Administrative Board proposes the following resolution:

### 6.1 Acquisition Authorization

The Company is authorized to acquire treasury shares until 29 May 2022, representing up to 10% of the share capital of the Company existing at the time of the resolution. The authorization may not be used by the Company for the purpose of trading in treasury shares.

The authorization can be exercised in whole or in part, once or multiple times by the Company; the exercise can also be conducted by its Group companies or for its or their account by third parties. At no time may more than 10% of the respective share capital of the Company fall to the acquired shares together with treasury shares that are already in the possession of the Company or that are to be apportioned to it according to Sections 71d and 71e AktG.

### 6.2 Types of Acquisition

The acquisition occurs at the choice of the Administrative Board via the stock exchange or by means of a public purchase offer to all shareholders.

If the acquisition occurs via the stock exchange, the consideration paid by the Company for each share (excluding acquisition costs) may not exceed or fall short by more than 10% of the stock exchange price determined by the opening auction in Xetra-trade (or a functionally comparable successor system) at the Frankfurt Stock Exchange, Frankfurt am Main ("**Frankfurt Stock Exchange**"), on the day on which the obligation for acquisition is accepted.

If the acquisition is made by means of a public purchase offer to all shareholders of the Company, the purchase price or the limits of the purchase price margin per share (excluding acquisition costs) may not exceed or fall short of the stock exchange price determined from the mean value of the closing prices in Xetra trading (or in a functionally comparable successor system) at the Frankfurt Stock Exchange at the Frankfurt Stock Exchange on the 4th to the 10th trading day prior to the publication of the purchase offer for shares of the Company by more than 10%. To the extent a purchase price range is set, the final price is determined from the notices of approval present and/or sales offers. If the relevant stock exchange price rate determined in this way changes significantly

after the publication of the purchase offer, the purchase offer can be adjusted. The date on which the final decision on the purchase price adjustment is published supersedes the publication of the purchase offer. The volume of the purchase can be limited. If the subscription of the purchase offer exceeds this volume, any rights of tender on the part of the shareholders are excluded to the extent the acquisition can be effected according to the ratio of the shares tendered or offered, and a low number of shares of up to 50 shares per shareholder can be preferentially taken into account.

### 6.3 Use of the Acquired Shares

The Administrative Board is authorized to use treasury shares of the Company acquired in accordance with the authorization granted above in addition to the sale via the stock exchange or by means of a purchase offer directed to all shareholders as follows:

- a) Treasury shares can be offered and sold under the exclusion of the shareholders' rights of subscription within the context of a merger with companies or within the context of an acquisition of companies, parts of companies, holdings in companies or other non-cash performance.
- b) Treasury shares can be sold to third parties under the exclusion of the shareholders' rights of subscription if the sales price does not materially fall short of the stock exchange price of the shares of the company at the time at which the obligation for the sale is accepted. This authorization only applies, however, subject to the proviso that the number of shares sold due to this authorization at the time it takes effect or – if this value is less – at the time this authorization is exercised may not exceed a total of 10 % of the share capital. Shares that are issued during the term of this authorization in accordance with other authorizations in direct, analogous or corresponding appropriation of Section 186 Para. 3 Clause 4 AktG under the exclusion of the right of subscription are to be counted toward the ceiling of 10 % of the share capital.
- c) Treasury shares can be used to issue treasury shares in order to serve subscription rights issued by the Company to its management, executives and employees, as well as the executives and employees of its affiliated companies on the basis of the Stock Option Program 2015 adopted by the Annual General Meeting under agenda item 8 on 10 June 2015. With regard to the terms and conditions of the Stock Option Program 2015, reference is made to agenda item 8 of the invitation to the Annual General Meeting on 10 June 2015.
- d) The Administrative Board is authorized to redeem (*einziehen*) treasury shares without any further resolution of the General Meeting.

e) Furthermore, the Administrative Board can exclude the shareholders' right of subscription for fractional amounts when treasury shares are being sold by an offer directed to all shareholders.

The above authorizations for the use of treasury shares can be used once or multiple times, individually or together, as well as in whole or in part. In addition, the above authorizations also apply to the treasury shares already held by the Company.

**6.4 In accordance with Sections 71 Para 1 No. 8 Clause 5, 186 Para 4 Clause 2 AktG, the Administrative Board has provided a written report on the reasons for the exclusion of subscription rights and possible tender rights. The content of the report is published in this invitation to the Annual General Meeting following the agenda.**

## **7. Resolution on the amendment of the authorization to grant subscription rights to the management and to employees of the Company or an affiliated company within the frame of the Stock Option Program 2015**

On 10 June 2015, the Annual General Meeting resolved with regard to agenda item 8 on an authorisation to grant subscription rights to the management and to employees of the Company or an affiliated company (Stock Option Program 2015), the creation of a Conditional Capital 2015/I as well as corresponding changes of the Company's articles of association. Lit. b) cc) of the authorisation stipulates specific performance targets and provides that "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." In light of the volatility of the stock markets, it does not appear appropriate, if a performance target is not accomplished in one year, that it can only be compensated in the immediately following year. Therefore, it should be possible to compensate the failure of a performance target in one year by achieving the relevant performance target of the second or third year following such year. With regard to a long-term and sustainable corporate development, the possibility of a compensation in subsequent periods is also appropriate and in the interest of the Company. The subscription rights should therefore only expire if the performance target is not achieved and cannot be compensated in the following and the two subsequent years. As a consequence of such change, performance targets within a period of up to three years after the end of the waiting period may become relevant. Consequently, it will be necessary to extend the exercise period from three to four years after the end of the waiting period, and also to determine performance targets for future periods which are not yet covered by the existing authorization.

The Supervisory Board proposes the following resolution:

**7.1 Lit. b) of the authorization to grant subscription rights to bearer shares resolved by the Annual General Meeting on 10 June 2015 at agenda item 8 (Stock Option Program 2015) shall be amended as follows:**

a) The performance targets in lit. cc) will be supplemented by the following periods:

“– in the period of 1 July 2024 until 30 June 2025 an amount of EUR 29.88

– in the period of 1 July 2025 until 30 June 2026 an amount of EUR 31.88

– in the period of 1 July 2026 until 30 June 2027 an amount of EUR 33.88”

b) The penultimate paragraph in lit. cc) will be amended and restated as follows:

“If the performance target is not accomplished in one year, it can be compensated in the following three years by accomplishing the relevant performance target of one of these periods. Subscription rights for which the performance target is neither accomplished nor compensated in the following three years, will expire.”

c) The first paragraph in lit. dd) will be amended and restated as follows:

“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 four years respectively three weeks after the publication of the report of the second quarter and the report or statement for the third quarter of the financial year.”

**7.2 The amendment in 7.1 applies to subscription rights already granted under the Stock Option Program 2015 provided that in case for the achievement of the performance targets the changes under 7.1 become relevant, the waiting period for the first-time exercise shall restart with the entry into force of the resolution under this agenda item.**

**7.3 In all other respects, the authorization as granted by the Annual General Meeting on 10 June 2016 at agenda item 8 regarding the granting of subscription rights to bearer shares (Stock Option Program 2015) applies unchanged.**

#### 7.4 Sec. 4 (5) of the Articles of Association will be amended and restated 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 Program 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 Program 2015 in accordance with the resolution of the Annual General Meeting on 10 June 2015 (as amended on 30 May 2017 by resolution of the company’s Annual General Meeting). 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 previous Management Board of RIB Software AG and the granting and execution of subscription rights in favour of Managing Directors, the Administrative 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.”

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#### **Report of the Administrative Board regarding Agenda Item 6 pursuant to Sections 71 Para 1 No. 8 Clause 5, 186 Para 4 Clause 2 of the German Stock Corporation Act (AktG)**

With agenda item 6, the Company shall be put in the position to acquire and to use treasury shares until 29 May 2022, representing up to 10% of the share capital of the Company. The authorization previously granted by the Annual General Meeting on 24 May 2012 has expired on 23 May 2017. The purchase via the stock exchange or by means of a public purchase offer takes into account the equal treatment of shareholders’ principle. If the Company acquires treasury shares by means of a public purchase offer, any shareholder willing to sell can decide on how many shares and – to the extent a purchase price range is set – at what price he/she would like to sell them to the Company. If the offered number of shares offered exceeds the number of shares demanded by the Company, it is to be possible, according to the proposed authorisation for the acquisition, that the acquisition is based on the ratio of shares tendered (tender quota). Only if the purchase is essentially based on tender quotas rather than shareholding quotas, the acquisition process can be technically concluded in an economically reasonable manner. Also, due to the authorization to preferentially take into account numbers of up to 50 pieces, the technical settlement can be facilitated, as this method avoids fractional amounts and small remainders when determining the quotas. The Administrative Board sees that such exclusion of any further offer right of the shareholders is factually justified and appropriately takes into account the interests of the shareholders.

The treasury shares acquired by the Company can be sold via the stock exchange or by means of an offer directed to all shareholders. In this way, the principle of equal treatment of shareholders is also respected at the time of the sale of shares. The Administrative Board should, however, have the option to exclude the subscription rights of shareholders to purchase treasury shares in certain cases.

It shall be possible to exclude the subscription rights of shareholders to treasury shares if treasury shares are offered or sold within the context of a merger with companies or within the context of an acquisition of companies, parts of companies, holdings in companies or other non-cash performance. International competition and the globalisation of the economy often demand a consideration in the form of shares in case of company mergers as well as acquisitions of companies, parts of companies, holdings in companies or other non-cash performance. The proposed authorization is intended to give the necessary flexibility to exploit opportunities quickly and flexibly. The authorization to exclude the subscription rights of the shareholders is to this extent appropriate and lies in the interests of the Company.

Furthermore, the Administrative Board shall be authorized to sell the acquired treasury shares to a third party under the exclusion of the subscription right of shareholders also outside the stock exchange and without an offer directed to all shareholders if the sales price does not materially fall short of the stock exchange price at the time when the obligation to sell is accepted. This authorization serves the interest of the Company to sell treasury shares for instance to institutional investors, domestically or abroad, and in this way to address certain groups of investors in a targeted manner. Furthermore, the Company is put in the position of being able to swiftly react to favourable stock exchange situations. With this authorization it shall be made use of the option of a simplified exclusion of the subscription right pursuant to Section 71 Para 1 No. 8 Clause 5 sub-clause 2 AktG in conjunction with Section 186 Para 3 Clause 4 AktG. The asset interests of the shareholders are preserved by the fact that the sales price may not materially fall short of the stock exchange price. The final setting of the sales price for the treasury shares occurs close to the time of the sale in order to keep any deduction from the stock exchange price as small as possible. The shareholding interests of the shareholders are preserved by the fact that the authorization based on Section 186 Para 3 Clause 4 AktG is limited to a maximum of 10 % of the respective share capital of the Company and the proportion of share capital that falls to shares that are issued during the term of this authorisation on the basis of another authorization under the simplified exclusion of the subscription right of shareholders, are counted towards this maximum. Furthermore, the shareholders can uphold their shareholding quota at essentially the same conditions through purchases via the stock exchange.

Furthermore, the Company shall have the option to issue treasury shares in order to serve subscription rights issued by the Company to its management, executives and employees, as well as the executives and employees of its affiliated companies on the basis of the Stock Option Program 2015 adopted by the Annual General Meeting under agenda item 8 on 10 June 2015. The authorization to use treasury shares to serve subscription rights under the Stock Option Program 2015 extends the flexibility of the Company. With regard to the terms and conditions of the Stock Option Program 2015, reference is made to agenda item 8 of the invitation to the Annual General Meeting on 10 June 2015.

Finally, the treasury shares acquired on the basis of this authorization can be redeemed (*einziehen*) in whole or in part without further resolution of the General Meeting. An exclusion of the subscription rights of the shareholders is not associated with this. If the shares are sold via an offer to all shareholders, the Administrative Board shall be authorized to exclude the subscription rights of shareholders to treasury shares for fractional amounts. This is required in order to be able to smoothly conduct the sale of treasury shares in the manner of an offer directed to all shareholders. The treasury shares exempted from the subscription right of shareholders as unallocated fractions are realized either by a sale via the stock exchange or in any other possible manner that is best for the Company. No material impairment of the rights of the shareholders is associated with this.

The Administrative Board will carefully examine in each case, whether the exclusion of subscription rights is in the interest of the Company, also taking into account the interests of the existing shareholders.

The authorizations to sell treasury shares described above shall also apply to the treasury shares already held by the Company.

The Administrative Board will report about each utilization of the authorization granted under agenda item 6 in the respectively following General Meeting.

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## Further convocation information

### **Total number of Shares and Voting Rights**

The share capital of the Company at the time of the convocation of this Annual General Meeting is divided into 46,845,657 bearer shares with a nominal value of EUR 1.00 per share. Each share grants one vote at the General Meeting. At the time of the convocation of this Annual General Meeting, therefore, 46,845,657 voting rights exist. This total amount includes 1,872,286 treasury shares

held by the Company at the time of the convocation to this Annual General Meeting, which shall not entitle it to any voting rights.

### **Requirements for participation at the General Meeting and exercise of voting rights**

Only those shareholders who are entered in the Company's share register on the day of the General Meeting and who have registered in good time are entitled to participate in the General Meeting and to exercise their voting right. The registration must reach the Company at least six days before the General Meeting, i.e., by 23 May 2017 (midnight), in text form in either German or English language at the following address:

**RIB Software SE**  
**c/o FAE Management GmbH**  
**Oskar-Then-Straße 7**  
**63773 Goldbach**  
**Telefax: +49 (0) 6021 589735**  
**E-mail: hvstelle@fae-gmbh.de**

The status of the entries in the share register on the day of the General Meeting is decisive for determining the right to participate as well as the number of votes the authorized 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 23 May 2017 (midnight), prior to the General Meeting.

The shares will not be barred or blocked by a registration for the General Meeting; shareholders can therefore freely dispose of their shares also after registration to the General Meeting.

### **Procedure for voting by 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 text form. If a credit institution, an equivalent institution or company according to Section 135 Para 10 AktG in conjunction with Section 125 Para 5 AktG, a shareholders' association or a person within the meaning of Section 135 Para 8 AktG is authorised, deviating regulations, that need to be enquired upon, may exist.

As a service, we offer our shareholders the opportunity to authorize a proxy appointed by the Company to exercise their voting rights at the General Meeting. The proxy appointed by the Company must be authorized and instructed in text form and has the right to grant sub-authorization. He/She is obliged to exercise the voting rights exclusively in accordance with the shareholder's instructions. 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 the issuance of proxies will be sent to the shareholders after registration for the General Meeting, together with the admission ticket. The authorization and instruction form for the proxy appointed by the Company is available on the Company's website at: <http://group.rib-software.com/de/investor-relations/annual-general-meeting/2017/>.

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

**RIB Software SE**  
**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, authorizations and instructions to the proxy appointed by the Company to exercise voting rights must be received by the Company no later than 26 May 2017.

Instructions to the proxy appointed by the Company under agenda item 2 (Resolution on the appropriation of profits) remain valid even in the case of the adaptation of the proposal for the appropriation of profits following a change in the number of shares entitled to dividend rights.

Shareholders exercising their voting rights through an authorized proxy nevertheless must register timely and in proper form in compliance with the above provisions. This does not exclude – subject to the mentioned restricted possibility to grant a proxy to the proxy appointed by the Company – the appointment of a proxy after registration.

**Shareholders' rights according to Art. 56 Clause 2 and Clause 3 SE Regulation, Section 50 Para 2 SEAG, Sections 122 Para 2, 126 Para 1, 127, 131 Para 1 German Stock Corporation Act (AktG).**

Supplements to the agenda at the request of a minority pursuant to Art. 56 Clause 2 and Clause 3 SE Regulation, Section 50 Para 2 SEAG, Section 122 Para 2 AktG

Shareholders whose 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 Para 2 SEAG, which are equivalent to Section 122 Para 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 April 29, 2017 (midnight). Any motions for supplementation received at a later date will not be considered.

A three-months period of pre-ownership of the shares prior to the day of the Annual General Meeting pursuant to Section 122 Para 2 Clause 1 German AktG in conjunction with Sections 122 Para 1 Clause 3, 142 Para 2 Clause 2 AktG is, pursuant to Section 50 Para 2 SEAG, not a prerequisite for a request to supplement the agenda for a General Meeting of an SE.

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

**RIB Software SE  
The Administrative Board  
Vaihinger Straße 151  
70567 Stuttgart**

Motions and election proposals by shareholders pursuant to Sections 126 Para. 1, 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](mailto:hauptversammlung@rib-software.com)**

Counter-motions and election proposals sent to a different address will not be considered.

#### Information right of shareholders pursuant to Section 131 Para 1 AktG

Pursuant to Section 131 Para 1 *AktG*, each shareholder is entitled to request information from the Administrative 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 in principle to be placed verbally within the context of the discussion.

Further explanations to the shareholder rights pursuant to Art. 56 Clause 2 and Clause 3 SE Regulation, Section 50 Para 2 SEAG, Sections 122 Para 2, 126 Para 1, 127, 131 Para 1 *AktG* are available on the Company's website at <http://group.rib-software.com/de/investor-relations/annual-general-meeting/2017/>.

## **Documentation for the General Meeting and information pursuant to Section 124a AktG**

The documentation to be made accessible to the General Meeting and further information pursuant to Section 124a AktG will be published on the Company's website at <http://group.rib-software.com/de/investor-relations/annual-general-meeting/2017/> shortly after the convocation of the General Meeting.

The documentation to be made accessible is also available for inspection by the shareholders at the premises of the RIB Software SE, Vaihinger Straße 151, 70567 Stuttgart and at the General Meeting itself. Upon request, each shareholder will be given free copies of the mentioned documentation without undue delay.

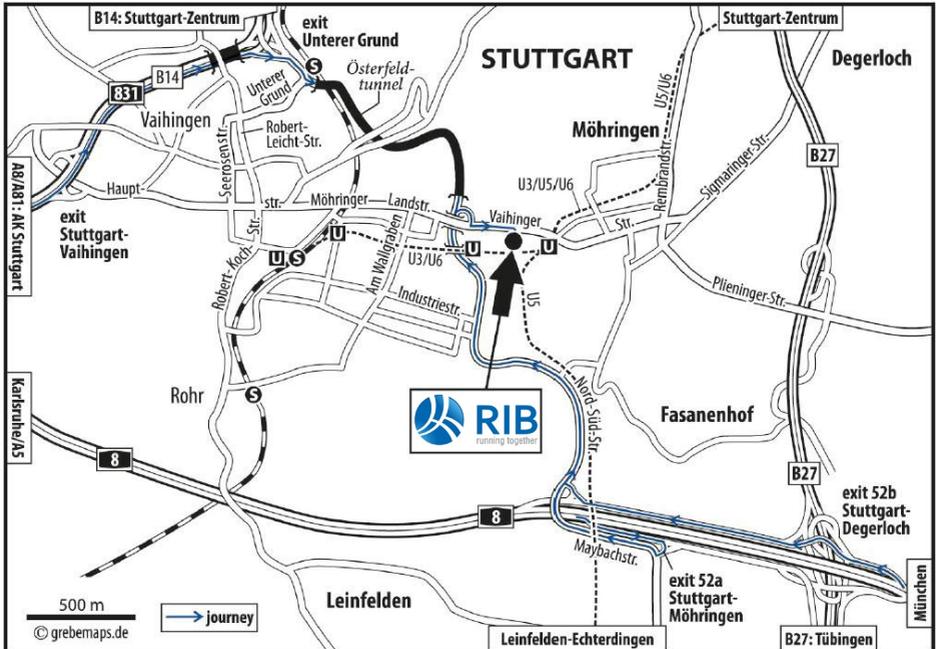
**Stuttgart, April 2017**

**RIB Software SE**

**The Administrative Board**

# DIRECTIONS

RIB Software SE // iTWO Lab  
Vaihinger Straße 153  
70567 Stuttgart



## Approach with public transportation from Stuttgart main station:

To buy a railway ticket, enter “2 Zonen” at the vending machine. Take the city railway U5 (direction Leinfelden), U6 (direction Fasanenhof) or U12 (direction Dürrelwang) until the “Vaihinger Strasse” stop. Go up the steps and turn left. After 400 meters, walk across the street at the pedestrian light. You will see the iTWO Lab on the left hand side.

## Approach with public transportation from Stuttgart airport:

To buy a railway ticket, enter “2 Zonen” at the vending machine. Take the suburban train S2 (direction Schorndorf) or S3 (direction Backnang) until the “Vaihingen Bahnhof” stop. Change here to the city railway U3 (direction Plieningen) or U8 (direction Nellingen) until the “Vaihinger Straße” stop. Go up the steps and turn left. After 400 meters, walk across the street at the pedestrian light. You will see the iTWO Lab on the left hand side.



**RIB Software SE**

Investor Relations  
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