

**Form for the authorisation and instructions
of the voting representative appointed by RIB Software SE**

**for the Annual General Meeting of RIB Software SE
on 30 May 2017**

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 SE,

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 SE on 30 May 2017 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 of RIB Software AG for the 2016 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 of RIB Software AG for the 2016 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 2017 financial year	<input type="checkbox"/>	<input type="checkbox"/>
TOP 6	Resolution on the authorization to acquire and dispose of own shares by the company and to exclude subscription and tender rights	<input type="checkbox"/>	<input type="checkbox"/>
TOP 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	<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.**