

Invitation to the Annual General Meeting on 15 May 2019

RIB Software SE
ISIN DE000A0Z2XN6 / WKN A0Z2XN



RIB
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Convenience Translation

Dear Shareholders,

We hereby invite our shareholders to the 2019 Annual General Meeting of RIB Software SE to take place on Wednesday, 15 May 2019 at 12.00 (noon) at FILharmonie Filderstadt, Tübinger Straße 40, 70794 Filderstadt, Germany.

RIB Software SE, Stuttgart

CONSOLIDATED FIGURES - OVERVIEW

€ million unless otherwise indicated	2018	2017	2016	2015
Revenue	136.9	108.3	97.9	82.1
Software licences	37.2	33.6	28.9	20.1
Software as a Service / Cloud	17.3	13.0	12.5	12.0
Maintenance	40.1	34.3	27.1	23.8
Consulting	32.9	19.9	22.7	20.0
E-commerce	9.3	7.5	6.6	6.2
Operating EBITDA*	38.8	39.9	33.0	20.9
as % of revenue	28.3 %	36.8 %	33.7 %	25.5 %
Operatives EBITDA* and adjusted for Y TWO**	36.7	32.1	25.3	20.9
in % vom Umsatz	26.8 %	29.6 %	25.8 %	25.5 %
Operating EBT*	30.5	29.2	23.2	12.4
as % of revenue	22.3 %	27.0 %	23.7 %	15.1 %
Consolidated net profit of the year	21.9	18.4	14.4	10.5
Cash flow from operating activities	30.6	22.8	51.5	19.4
Average number of employees	1,038	832	765	680
Group liquidity***	238.2	134.8	135.4	177.0
Equity ratio	83.6 %	80.5 %	82.1 %	86.3 %
Research and development expenses	26.0	21.4	18.8	17.0
R&D ratio - iTWO segment	20.7 %	21.2 %	20.6 %	22.3 %
Annual average number of R&D-employees	395	336	307	269

* EBITDA and EBT adjusted by: Currency effects (2018: +0.3; 2017: -0.1; 2016: -0.4; 2015: +3.8) and one-off / special effects (2018: -1.2; 2017: +0.5; 2016: +0.1; 2015: +0.2).

** Operating EBITDA additionally adjusted for income in 2018 from the reversal of deferred revenue from software delivery to Y TWO (+2.0) and income from software delivery to Y TWO: 2017 (+7.8); 2016 (+7.7).

*** Cash and cash equivalents, time deposits and available-for-sale securities.

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Note:

If references are made to provisions of the German Stock Corporation Act (AktG) or 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 adopted annual financial statements and the approved consolidated financial statements of RIB Software SE for the 2018 financial year, the combined group management report and the management report for the 2018 financial year, the report of the Administrative Board of RIB Software SE and the explanatory report of the Administrative Board of RIB Software SE on the information pursuant to Sections 289a (1), 315a (1) of the German Commercial Code (HGB) for the 2018 financial year

In accordance with legal provisions, no resolution is to be passed under this agenda item, since the Administrative Board of RIB Software SE has already approved the annual financial statements and consolidated financial statements and hence the annual financial statements have been adopted. For the other documents mentioned in this agenda item, the law generally only provides that shareholders shall be informed by being given access to those documents with no resolution to be passed by the Annual General Meeting.

2. Resolution on the appropriation of profits

The Administrative Board proposes that the profits of EUR 10.031.944,57 shall be utilised as follows:

Distribution to the shareholders of a dividend in the amount of EUR 0.18 per share with dividend entitlement: EUR 8,624,899.98

Profit carried forward: EUR 1,407,044.59

This proposed resolution takes into account the 3,825,299 treasury shares held by the Company at the date of this invitation, which are not entitled to dividends. If the number of shares entitled to dividends should change before the time of the resolution on the appropriation of profits, the Administrative Board will submit to the Annual 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 0.18 per share with dividend entitlement.

In accordance with Section 58 (4) sentence 2 of the German Stock Corporation Act (*Aktiengesetz – AktG*), the claim to the dividend is due on the third business day following the resolution of the Annual General Meeting, i.e. on 20 May 2019.

3. Resolution on the formal approval of the actions of the members of the Administrative Board of RIB Software SE for the 2018 financial year

The Administrative Board proposes that the actions of the members of the Administrative Board of RIB Software SE in the 2018 financial year shall be formally approved for the 2018 financial year.

4. Resolution on the formal approval of the actions of the Managing Directors of RIB Software SE for the 2018 financial year

The Administrative Board proposes that the actions of the Managing Directors of RIB Software SE in the 2018 financial year shall be formally approved for the 2018 financial year.

5. Resolution on the election of the auditor for the annual financial statements and the consolidated financial statements for the 2019 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 annual financial statements and the consolidated financial statements for the 2019 financial year.

6. Election of an Administrative Board member

The composition of the Administrative Board is governed by Art. 43 (2) to (4) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (*SE-Verordnung, SE-VO*) in conjunction with Sections 23, 24 SE Implementation Act (*SE-Ausführungsgesetz, SEAG*), Section 21 (3) SE Employees Participation Act (*SE-Beteiligungsgesetz, SEBG*) and Article 6 (1) and (3) of the Articles of Association.

Pursuant to Article 6 (1) and (3) of the Articles of Association of RIB Software SE the Administrative Board consists of eight members who are elected by the General Meeting. Mr. Steven Swant has resigned from his position as a member of the Administrative Board with effect from 13 August 2018. By order of 23 November 2018 the District Court Stuttgart has appointed Prof. Dr. Rüdiger Grube as member of the Administrative Board with a term expiring on 15 May 2019. To make sure

that the Administrative Board has the required number of members as per Article 6 /1) of the Articles of Association also after expiry of this time limit, the election of a new member of Administrative Board is necessary.

The General Meeting is not bound by any election proposals. The Administrative Board proposes to elect, based on the recommendation of its Nomination- and Remuneration Committee,

Prof. Dr. Rüdiger Grube,
born on: 02 August 1951 in Hamburg, Germany
resident in Hamburg, Germany,

as a member of the Administrative Board.

The appointment of Prof. Dr. Rüdiger Grube becomes effective from the end of this Annual General Meeting for the period up to the end of the Annual General Meeting which resolves on the formal approval of the actions of the members of the Administrative Board for the 2020 financial year.

With regard to the member of the Administrative Board proposed for election, the following information is provided in accordance with Section 125 (1) sentence 5 of the German Stock Corporation Act (*Aktiengesetz – AktG*):

- Membership in any other statutory Supervisory Board/Administrative Board of German companies:

Hamburger Hafen- und Logistik Aktiengesellschaft, Hamburg (Chairman of the Supervisory Board)

Herrenknecht AG, Schwanau (Member of the Supervisory Board)

Deufol SE, Hofheim am Taunus (Member of the Supervisory Board)

- Membership in comparable domestic and foreign supervisory bodies of business enterprises:

None

Curriculum vitae and information on the candidate's relevant knowledge, skills and experience pursuant to Section 5.4.1 (5) of the German Corporate Governance Codex as amended on 7 February 2017:

Education	1986	Conferral of a doctorate in work- and polytechnique at the University of Hamburg and the University of Kassel
	1982	Instructor, Hamburg vocational school for production and aircraft engineering
	1978	Degree studies in vocational and business education, University of Hamburg
	1978	Diplom degree in engineering
	1972	Degree studies in automotive manufacturing and aircraft engineering, Hamburg University of Applied Sciences
	1969	Vocational training in aircraft construction, Messerschmitt-Bölkow-Blohm
Professional Career	2017 - today	Chairman, Lazard Germany, Frankfurt Professor at the University of Technology Hamburg, chair for Management Sciences as well as Mobility and Logistics
	2017 - today	Chairman of the Managing Board of the Deutsche Bahn AG
	2009 - 2017	Member of the Managing Board of the Daimler AG
	2007 - 2009	Member of the Managing Board of the Daimler-Chrysler AG
	2001 - 2007	Senior Vice President group development division of the Daimler-Chrysler AG
	2000 - 2001	Chairman of the Managing Board of the Häussler-Group
	1999 - 2000	Senior Vice President and head of the group strategy of the Daimler-Chrysler AG
	1998 - 1999	Senior Vice President and head of the group strategy of the Daimler-Benz AG
	1996 - 1998	Various management positions at Messerschmitt-Bölkow-Blohm GmbH, Deutsche Airbus GmbH and Daimler-Benz Aerospace AG
	1989 - 1995	Independent Consultant at Messerschmitt-Bölkow-Blohm
	1986 - 1989	

7. Resolution on an increase of the Administrative Board's remuneration

The Administrative Board proposes an adjustment of the amount of compensation paid to the members of the Administrative Board. Since the change of legal form, the activities on the Administrative Board of RIB Software SE have become more demanding and complex. In order to take into account these increased demands on the activities on the Administrative Board as well as the general developments in the remuneration of the members of supervisory boards and the administrative boards and in order to be able to continue to attract qualified candidates for the Administrative Board, the adjustment is to be made. In the opinion of the Administrative Board, the amount of the proposed remuneration components is in line with market conditions and appropriate with regards to comparable companies.

The Administrative Board proposes to pass the following resolution:

Article 11 (1) of the Articles of Association shall be amended and revised as follows:

“Each member of the Administrative Board receives an annual remuneration of EUR 22,000.00. The Chairman of the Administrative Board receives four times and the Deputy one and a half times this remuneration. The members of the committee in addition receive an annual remuneration amounting to EUR 6,000.00 provided the committee met at least once in the financial year; the member receives an annual remuneration for each committee provided it is a member of several committees. The chairperson of a committee shall be remunerated with two times the aforementioned amount. Members of the Administrative Board who belong to the Administrative Board or one of its committees for only part of the financial year receive the remuneration in proportion to the duration of their membership to the entire financial year. The Company may take out appropriate Directors' and Officers' liability insurance for the members of the Administrative Board.”

Further convocation information

Total number of Shares and Voting Rights

At the time of the convocation of this Annual General Meeting, the share capital of the Company is divided into 51,741,410 registered shares with a nominal value of EUR 1.00 per share. Each share generally grants one vote at the Annual General Meeting. At the time of the convocation of this Annual General Meeting, therefore, 51,741,410 voting rights exist in principle. This total amount also includes 3,825,299 treasury shares held by the Company at the time of the convocation to this Annual General Meeting, which do not grant any voting rights.

Requirements for the participation in the Annual General Meeting and the exercise of voting rights

Only those shareholders who are entered in the Company's share register on the day of the Annual General Meeting and who have registered in good time are entitled to participate in the Annual General Meeting and to exercise their voting rights. The registration must reach the Company at least six days prior to the Annual General Meeting, i.e. by 8 May 2019 (midnight), in text form in either the German or the 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 registration status of the share register on the day of the Annual General Meeting is decisive for the right to participate and for the number of voting rights to which a shareholder is entitled at the Annual General Meeting. Please note that, for technical processing reasons, reclassifications in the

share register will only be made if they have been registered with the Company at least six days prior to the Annual General Meeting, i.e. by 8 May 2019 (midnight).

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

Procedure for voting by proxy

Shareholders may have their voting rights exercised by a proxy, for example a credit institution or a shareholders' association. If a shareholder authorises more than one person, the Company may reject one or more of them. The granting 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 (10) of the German Stock Corporation Act (*Aktiengesetz – AktG*) in conjunction with Section 125 (5) AktG, a shareholders' association or a person within the meaning of Section 135 (8) AktG is authorised, there may be differing provisions which must be requested from the same.

As a service, we offer our shareholders the opportunity to authorise a proxy nominated by the Company to exercise their voting rights at the Annual General Meeting. The proxy nominated by the Company must be authorised and instructed in text form and has the right to grant sub-authorisation. He/She is obliged to exercise the voting rights exclusively in accordance with the shareholder's instructions. To the extent that no express or a contradictory or unclear instruction has been issued, the proxy nominated by the Company will abstain from voting on the respective agenda item.

A proxy form will be sent to shareholders with the admission ticket after registration for the Annual General Meeting. The power of attorney and instructions form for the proxy nominated by the Company is available on the Company's website at:

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting/>

Evidence of the appointment of a proxy and the power of attorney to exercise voting rights, together with instructions for the proxy nominated by the Company, may be submitted by one of the following methods:

RIB Software SE
Vaihinger Straße 151
70567 Stuttgart
Fax: +49 (0) 711 7873-311
E-mail: hauptversammlung@rib-software.com

If not issued in the Annual General Meeting, authorisations and instructions to the proxy nominated by the Company to exercise voting rights must be received by the Company no later than 14 May 2019 (noon).

Instructions to the proxy nominated by the Company under agenda item 2 (Resolution on the appropriation of profits) shall remain valid even if the proposed appropriation of profits is amended as a result of a change in the number of shares entitled to dividends.

In the event that a power of attorney is granted, timely registration in accordance with the above provisions is also required. Subject to the aforementioned time-limited option of granting a power of attorney to the proxy nominated by the Company, this does not preclude the granting of power of attorney after registration.

Shareholders' rights according to Art. 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) SEAG, Sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (Aktiengesetz – AktG)

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

In accordance with Art. 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) SEAG, which corresponds in substance to Section 122 (2) sentence 1 AktG, shareholders whose shares together reach a nominal amount of EUR 500,000 (corresponds to 500,000 shares) may request that items be placed on the agenda and announced. Each new item must be accompanied by a statement of reasons or a draft resolution.

Requests for supplements must be addressed to the Administrative Board in writing and must be received by the Company at least 30 days prior to the Annual General Meeting; the date of receipt and the day of the Annual General Meeting are not counted. The last possible receipt date is 14 April 2019 (midnight). Requests for supplements received at a later date will not be taken into account.

Pursuant to Section 50 (2) SEAG, a three-months pre-ownership period of shares prior to the day of the Annual General Meeting within the meaning of Section 122 (2) sentence 1 AktG in conjunction with Sections 122 (1) sentence 3, 142 (2) sentence 2 AktG is not a prerequisite for a request to supplement the agenda for a General Meeting of an SE.

Please send any requests for additions 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 (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 members of the Administrative Board or 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 Annual General Meeting, whereby the day of receipt and the day of the Annual General Meeting will not be counted, i.e. at the latest by 30 April 2018 (midnight), will be made accessible to the other shareholders, including the name of the shareholder and the reasons, on the internet at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting/>

without undue delay. Any statements by the Administrative Board will also be published there.

In contrast to election proposals, counter-motions will only be made accessible if they are accompanied by a statement of reasons.

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 to a different address will not be considered.

Shareholders' information right pursuant to Section 131 (1) AktG

Pursuant to Section 131 (1) AktG, each shareholder is entitled to request information from the Administrative Board during the Annual General Meeting concerning the Company's affairs to the extent it is required for the proper evaluation of an item of the agenda. The duty to provide information also extends to the Company's legal and business relations with affiliated companies as well as to the position of the group and the companies included in the consolidated financial statements. Requests for information must generally be made orally at the Annual General Meeting in the course of the discussion.

Further explanations to the shareholders' rights pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) SEAG, Sections 122 (2), 126 (1), 127, 131 (1) AktG are available on the Company's website at

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting/>.

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

The documentation to be made accessible to the Annual General Meeting and further information pursuant to Section 124a AktG will be published on the Company's website

<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting/>

shortly after the convocation of the Annual General Meeting.

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

Information on data protection for RIB software SE's shareholders and shareholder representatives

RIB Software SE, as the controller within the meaning of Art. 4 No. 7 of the General Data Protection Regulation („GDPR“), processes personal data (name, address, e-mail address, number of shares, class of shares, type of ownership of shares and number of the admission ticket) based on data protection laws applicable in Germany in order to enable the shareholders and shareholder representatives to attend and exercise their rights at the Annual General Meeting. The company is represented by its managing directors Thomas Wolf (CEO), Michael Sauer (CFO) and Mads Bording Masmussen (COO). In matters relating to the protection of personal data you can contact RIB Software SE as follows:

RIB Software SE
Vaihinger Straße 151
70567 Stuttgart
phone: +49 (0) 711 7873 0
fax: +49 (0) 711 7873-311
e-mail: datenschutz@rib-software.com

The depository bank of the shareholder will provide RIB Software SE with those personal information the shareholders have not already made available in the course of registration. The processing of shareholders' and shareholder representatives' personal data is carried out solely for the purpose of realizing and completing their participation in the Annual General Meeting and only to the extent absolutely necessary to achieve this objective. The legal basis for data processing is Art. 6 (1) sentence 1 (c) GDPR. The company stores personal data only for as long as required for the aforementioned

purpose or for as long as the company is authorized or required by law to store personal information. The storage period for the data recorded in connection with the general meeting regularly amounts to up to three years.

The service providers that RIB Software SE commissions for the purpose of holding the general meeting receive personal data from the company only to the extent such data is required to provide the requested services and only process the data in accordance with instructions from the company.

Otherwise, in accordance with applicable laws personal data is made available to the shareholders and shareholder representatives as well as third parties in connection with the Annual General Meeting. In particular, shareholders and shareholder representatives attending the Annual General Meeting will be recorded with their name, place of residence, number of shares and type of ownership of shares in the list of participants that is to be prepared by RIB Software SE pursuant to Section 129 (1) sentence 2 AktG. Shareholders and other persons attending the Annual General Meeting may inspect this data during the Annual General Meeting and shareholders for a period of up to two years after the general meeting (Section 129 (4) AktG). With regard to the transfer of personal data to third parties in the course of the announcement of shareholder requests for supplements to the agenda, of counter-motions or election proposals, please refer to the corresponding explanations in the paragraph „Further convocation information“ above.

With respect to the processing of personal data shareholders and shareholder representatives may obtain information from the company about their personal data according to Art. 15 GDPR. Furthermore, they are also entitled to have their personal data corrected according to Art. 16 GDPR, to have it deleted according to Art. 17 GDPR, to have processing of it restricted according to Art. 18 GDPR, and to demand the transfer of certain personal data to them or an appointed third party (right to data portability) according to Art. 20 GDPR.

Shareholders and shareholder representatives may exercise these rights vis-à-vis RIB Software SE free of charge via one of the following contact details:

RIB Software SE
Vaihinger Straße 151
70567 Stuttgart
phone: +49 (0) 711 7873 0
fax: +49 (0) 711 7873-311
e-mail: datenschutz@rib-software.com

Moreover, pursuant to Art. 77 GDPR shareholders and shareholder representatives have the right to lodge a complaint with a data protection supervisory authority, either in the (federal) state of their domicile or permanent residence or in the federal state of Baden-Württemberg where RIB Software SE is registered.

Complaints regarding the handling of data can also be lodged with our data protection officer, Mr Lars Nöcker, via the following e-mail address:

Mr Lars Nöcker
e-mail: datenschutz@rib-software.com

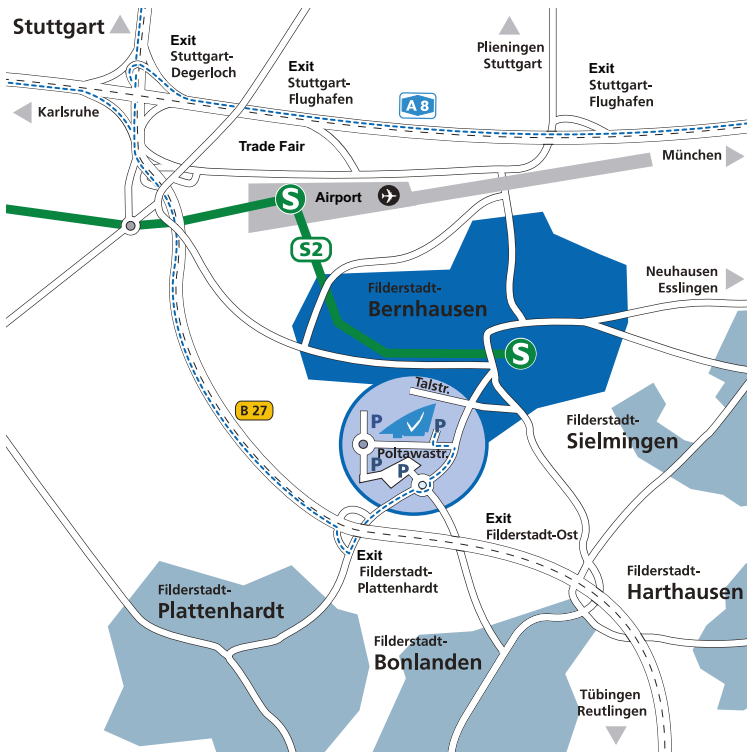
Stuttgart, April 2019

RIB Software SE
The Administrative Board

DIRECTIONS

FILharmonie Filderstadt
Tübinger Straße 40
70794 Filderstadt

www.filharmoniefilderstadt.de



Approach with public transportation from **Stuttgart main station + airport:**

Starting from Stuttgart main station: Take the suburban train S2 (direction Filderstadt) and get off the S2 at the stop “Bernhausen/Bahnhof”. Departing from Stuttgart airport please also take the S2 (direction Filderstadt) to “Bernhausen/Bahnhof”. From here you can have a short walk South West via Tübinger Straße until you reach FILharmonie Filderstadt or go by bus (Line 817, direction Plattenhardt) until you reach “Bernhausen Filharmonie”.



RIB Software SE

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