



TAKEOVER-RELEVANT INFORMATION AND EXPLANATORY REPORT

1. INFORMATION ABOUT THE CAPITAL OF THE RIB SE

The share capital of RIB Software SE amounts to € 51,741,410.00 and is divided into 51,741,410 ordinary shares with a par value of € 1.00 each. The shares are registered shares. Each share grants one vote and has the same rights and obligations. The shareholders' right to the securitization of their shares and to any dividend warrants and renewal coupons is excluded.

As of the balance sheet date, the company had civil law ownership of 2,478,846 treasury shares. Pursuant to Section 71b of the German Stock Corporation Act (AktG), treasury shares do not entitle RIB Software SE to any voting rights. The exercise of voting rights from the shares concerned is precluded by law in the cases where Section 136 of the German Stock Corporation Act (AktG) applies. Otherwise, there are no restrictions regarding the voting rights or the transfer of shares. There are no shares with special rights that confer controlling powers or voting right controls for employees who hold interests in the capital. Employees who hold shares in RIB Software SE, like other shareholders, exercise their control rights directly in accordance with statutory provisions and the Articles of Association.

As far as we are aware, based on the notifications we have received pursuant to the German Securities Trading Act (WpHG), as of the balance sheet date, only the Chairperson of the Administrative Board of RIB Software SE, Mr Thomas Wolf, Hong Kong, held direct or indirect interests in the capital share RIB Software SE in excess of 10% of the voting rights. Interests notified in accordance with Section 33 (1) or (2) of the German Securities Trading Act (WpHG) are listed in Section E.5. "Notification under the German Securities Trading Act" of the Notes to the Consolidated Financial Statements of RIB Software SE in accordance with Section 160 (1) no. 8 of the German Stock Corporation Act (AktG).

The Company has a one-tier corporate governance structure as defined in Art. 38 lit. b) of the SE Regulation. The members of the Administrative Board are appointed by the Annual General Meeting in accordance with Art. 43 (3) of the SE Regulation, Section 6 (3) of the Articles of Association for a maximum term of six years. Reappointments are allowed. On the basis of Article 43 (4) of the SE Regulation, Section 40 (1) of the German Act Implementing the SE Regulation ("SEAG"; hereinafter: "Implementing Act"), Section 12 of the Articles of Association, the Administrative Board is responsible for appointing one or more Managing Directors. Pursuant to Art. 9 (1) of the SE Regulation, Section 40 (5) sentence 1 of the Implementing Act in conjunction with Section 12 (5) of the Articles of Association of RIB SE, Managing Directors may only be dismissed for good cause as defined in Section 84 (3) of the German Stock Corporation Act (AktG) or when their

employment contract ends, whereby each case requires a resolution of the Administrative Board adopted with a three-quarter majority of the votes cast.

In accordance with Art. 9 (1) of the SE Regulation, Section 51 of the Implementing Act, Section 12 (6) of the Articles of Association and Section 179 (1) of the German Stock Corporation Act (AktG), amendments to the Articles of Association are resolved by the Annual General Meeting by a majority of at least three quarters of the share capital represented when the resolution is adopted.

Pursuant to the resolution of the Annual General Meeting of 15 May 2018, the Administrative Board was authorized to increase the share capital of the company by 14 May 2023, once or several times, by a total of € 13,670,219.00 by issuing a maximum of 13,670,219 new registered shares each with a par value of € 1.00 per share in exchange for cash and/or non-cash contributions (“Authorized Capital 2018”). The new shares must be offered to the shareholders for subscription, though they may also be acquired by banks or by companies operating pursuant to Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) on condition that they offer them to the shareholders for subscription. However, the Administrative Board is authorized to exclude the shareholders’ legal subscription right,

(1) insofar as necessary to compensate for residual amounts;

(2) where suitable, to acquire companies, portions of companies or interests in companies or other capital assets, including receivables, in return for the transfer of shares;

(3) to the extent that, in the case of a cash capital increase, the proportion of the share capital attributable to the new shares for which the subscription right is excluded does not exceed ten percent of the share capital both at the time the authorization takes effect and at the time the authorization is exercised, and the issue price of the new shares is not significantly lower than the stock exchange price of the shares of the company with the same features as defined by Sections 203 (1) and (2), 186 (3) sentence 4 of the German Stock Corporation Act (AktG); this ten percent limit shall include (i) the proportion of the share capital attributable to treasury shares which are sold at the time of the authorization on which Authorized Capital 2018 is based coming into effect in indirect or analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act, and (ii) the proportion of the share capital attributable to shares subject to conversion and/or option rights or conversion obligations arising from bonds and other instruments covered by Section 221 of the German Stock Corporation Act (AktG) which are issued subject to exclusion of the subscription right as per Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG).

The total proportion of the share capital attributable to the new shares for which the subscription right is excluded according to paragraphs (1) to (3) above may not exceed twenty percent of the share capital of the Company both at the time the authorization takes effect and at the time it is exercised. To be deducted from this twenty percent limit with regard to all possibilities of excluding the subscription right pursuant to paragraphs (1) to (3) above are shares (i) that are used after 15 May 2018 on the basis of the authorization to use treasury shares in accordance with Section 71 (1) no. 8 sentence 5 and Section 186 (2) sentence 4 of the German Stock Corporation Act (AktG) subject to exclusion of a subscription right, i.e. in a manner other than

selling them on the stock market or by way of an offer addressed to all shareholders, or (ii) that refer to the conversion and/or option rights or conversion obligations arising from bonds and other instruments covered by Section 221 of the German Stock Corporation Act (AktG), which are to be issued from 15 May 2018 subject to exclusion of subscription rights.

Furthermore, the Administrative Board shall decide on all other matters related to the issuance of the new shares, the content of the share rights and the terms of the share issue.

The Administrative Board are authorized to adapt the wording of the Articles of Association to the extent of the capital increase from the authorized capital;

The share capital of the Company shall be conditionally increased by a maximum of € 1,337,428.00 by issuing a maximum of 1,337,428 new registered shares with a par value of € 1.00 per share (“Conditional Capital 2015/T”). Pursuant to the 2011 Stock Option Plan in accordance with the resolution of the Annual General Meeting of 20 May 2011 (in the version of the resolution of the Annual General Meeting of 04 June 2013) or pursuant to the 2015 Stock Option Plan in accordance with the resolution of the Annual General Meeting of 10 June 2015, the conditional capital increase shall only be carried out to the extent that subscription rights are issued, the holders of the subscription rights make use of their exercise right and that the Company does not grant any treasury shares to fulfill the subscription rights, whereby the Administrative Board is exclusively responsible for granting and handling subscription rights to members of the Executive Board of the former RIB Software AG as well as for granting and handling subscription rights to the Managing Directors. The new shares shall participate in profit from the beginning of the financial year in which the shares are issued.

The share capital is also conditionally increased by up to € 5,153,022.00 by issuing up to 5,153,022 new registered shares with a par value of € 1.00 each (“Conditional Capital 2018”). The conditional capital increase shall serve to issue registered shares to the holders or creditors of convertible bonds and/or option bonds, participating bonds and/or profit participation certificates (or combinations of such instruments) issued by the Company or domestic or foreign companies in which it has a direct or indirect majority interest, by virtue of the authorization resolved by the Annual General Meeting of 15 May 2018 under agenda item 11 and to grant or establish a conversion and/or option right to, or a conversion obligation arising from, new registered shares of the Company. Said conditional capital increase shall only be carried out to the extent that option rights or conversion rights are exercised or that holders and/or creditors who are obligated to effect conversion satisfy their conversion obligation or that shares are offered subject to pre-emptive tender rights on the basis of substitution powers of the Company and to the extent that treasury shares or new shares under an authorized capital are not employed for this purpose. The new registered shares shall participate in profit from the beginning of the financial year in which they arise through the exercise of option and/or conversion rights or through the fulfillment of conversion obligations or the exercise of pre-emptive tender rights. The Administrative Board are authorized to determine the further details of the implementation of the conditional capital increase.

By resolution of the Annual General Meeting of 15 May 2018, the Company is authorized to purchase treasury shares representing up to 10% of the Company's share capital at the time of the resolution by 14 May 2023. The authorization may not be used by the Company for the purpose of trading in its treasury shares. The details are specified in the resolution proposals published in the German Federal Gazette dated 05 April 2018 under agenda item 9.

2. INFORMATION ABOUT APPOINTMENT OR RECALL OF THE MANAGING DIRECTORS AND CHANGES TO THE ARTICLES OF ASSOCIATION

Regarding the appointment and dismissal of Managing Directors, reference is made to Section 40 of the German Act Implementing Council Regulation (EC) No 2157/2001 of 08 October 2001 on the Statute for a European company (SE) (the SE Regulation) of 22 December 2004 (the "Implementing Act"). Furthermore, Section 12 (1) of the Articles of Association of RIB Software SE states that the Administrative Board shall appoint one or more Managing Directors. The Administrative Board may appoint one of the Managing Directors to be the Chief Executive Officer and one or two Managing Directors as Deputy Chief Executive Officer(s). The Administrative Board may also appoint Deputy Managing Directors. Pursuant to Section 12 (5) of the Articles of Association of RIB Software SE, Managing Directors may only be dismissed for good cause as defined in Section 84 (3) of the German Stock Corporation Act (AktG) or when their employment contract ends, whereby each case requires a resolution of the Administrative Board adopted with a three-quarter majority of the votes cast.

Pursuant to Art. 9 (1) lit. c) (ii) of the SE Regulation, the provisions for amending the Articles of Association are set out in Sections 133, 179 of the German Stock Corporation Act (AktG). The Administrative Board is authorized to adopt amendments to the Articles of Association that concern the wording only (Section 8 (3) of the Articles of Association of RIB Software SE).

3. TAKE-OVER RELATED INFORMATION

RIB Software SE has not concluded any material agreements that are subject to regulation regarding a change of control.

However, the Company has concluded compensation agreements with the Managing Directors covering the event of a change of control. The members of the Administrative Board and the Managing Directors, Thomas Wolf and Michael Sauer, have a special right of termination of their respective employment contracts in the event of a change of control. This special right of termination only exists for one month from the day of the execution of the relevant takeover or mandatory bid within the definition of the German Securities Acquisition and Takeover Act (WpÜG) or if no such bid has been made, from the time that the de facto change of control becomes known. A "change of control" for the purpose of this provision takes place if a third party or two or more third parties acting jointly, through the acquisition of shares or by other means, together account for at least 30% of the voting rights within the definition of Sections 29, 35 (1) sentence 1 of the German Securities Acquisition and Takeover Act (WpÜG), or account for a number of voting rights which results in a majority of more than 50% of the votes present or represented at this Annual General

Meeting, and thereby vote against the resolutions proposed by the Administrative Board. Section 22 (1) and (2) of the German Securities Acquisition and Takeover Act (WpÜG) applies accordingly. If Thomas Wolf or Michael Sauer exercise their special right of termination, they shall be entitled to a settlement, which shall amount to three times the value of the total average annual remuneration (including all flexible remuneration elements) for the last three full financial years of the Company.

Furthermore, if they exercise the aforementioned special right of termination, Thomas Wolf and Michael Sauer shall not forfeit their options under the 2015 Stock Option Program, but may instead use their exercisable options and the not-yet exercisable options within the general exercise time limits, providing that the performance targets are subsequently achieved.