



Annual General Meeting 2020

Additional explanations to the Rights of the Shareholders pursuant to Art. 56 SE Regulation, Section 50 (2) German SE Implementation Act, Sections 122 (2), 126 (1) and 127 German Stock Corporation Act and Section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act

The invitation to the general meeting already contains explanations to the rights of the shareholders according to Sections 122 (2), 126 (1) and 127 German Stock Corporation Act (Aktengesetz – "**AktG**") and Section 1 (2) sentence 1 no. 3, sentence 2 of the Act on Measures in the Law of Companies, Cooperatives, Associations, Foundations and Condominiums to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie* – "**COVID-19 Act**"), published as Article 2 of the Act on Mitigation of the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law of 27 March 2020 (*Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht*). The following information serve as a further explanation of these provisions.

If references are made to provisions of the German Stock Corporation Act (AktG) or the German SE Implementation Act (*SE-Ausführungsgesetz* – "**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. Supplementing the agenda upon the request of a minority pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) SEAG, Section 122 (2) AktG

Shareholders whose shares, individually or jointly, reach a nominal amount of EUR 500,000.00 (equivalent to 500,000 shares) may, pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) SEAG, which is equivalent to Section 122 (2) sentence 1 AktG, request that items are placed on the agenda of the General Meeting and publishes. Each new item 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 26. May 2020 (24:00 hrs CEST). Any motions for supplementation received at a later date will not be considered.

Pursuant to Section 50 (2) SEAG, a 90-day shareholding prior to the day of the General Meeting in the meaning of Section 122 (2) sentence 1 in conjunction with (1) sentence 3 AktG is not a prerequisite for a request to supplement the agenda of an General Meeting of an SE.

Please send any requests for supplementation 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 per cent of the subscribed capital or the proportionate amount of EUR 500,000.

Section 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 sentence 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 will be published without undue delay after receipt of the request in the German Federal Gazette (*Bundesanzeiger*) and passed for publication to such media of which it can be assumed that they distribute the information throughout the entire European Union, if they have not been published already in connection with the convocation of the General Meeting. They will also be published on the Company's website at <https://www.rib-software.com/group/investor-relations/hauptversammlung/> and notified to the shareholders under Section 125 (1) sentence 3 AktG.

An admissible resolution proposal, submitted together with an adequate supplemental request, will be treated in the virtual General Meeting as if it had been once again submitted in the virtual General Meeting, provided that the shareholder submitting the request has duly registered for the virtual General Meeting.

2. Counter-motions and election proposals by shareholders pursuant to Sections 126 (1), 127 AktG

In accordance with the statutory approach of the COVID-19 Act, the rights of the shareholders to submit motions and election proposals with respect to items on the agenda and the rules of procedure are excluded in this year's virtual General Meeting. However, by way of appropriate application of Sections 126, 127 AktG, the shareholders will be provided with the opportunity to submit counter-motions and election proposals prior to the General Meeting in accordance with the provisions as set out below:

Shareholders may submit counter-motions against proposals of the Administrative Board with respect to a particular item on the agenda and proposals with respect to the election of members of the Administrative Board or auditors.

Any counter-motions and election proposals to be made accessible, which 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 11 June 2020 (24:00 hrs CEST) 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/group/investor-relations/hauptversammlung/> without delay. Any statements by the Administrative Board will also be published there.

Any counter-motions and election proposals to be made accessible are to be submitted exclusively to one of the following contact options:

RIB Software SE
Attn: Dina Schmid
Vaihinger Straße 151
70567 Stuttgart

or

fax: +49 (0) 711 7873-311

or

e-mail: hauptversammlung@rib-software.com

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

A counter-motion and its explanatory statement do not need to be made accessible under the conditions of Section 126 (2) sentence 1 AktG. The explanatory statement of

a counter-motion does not need to be made accessible according to Section 126 (2) sentence 2 AktG if it contains more than 5,000 characters.

Section 126 AktG applies accordingly to the proposal of a shareholder for the election of members of the Administrative Board and auditors. Proposals for the election of members of the Administrative Board and 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.

No counter-motions or election proposals may be submitted during the virtual General Meeting. Admissible counter-motions and election proposals that have been received by the Company prior to the General Meeting via one of the above listed contact options until 24 June 2020 (24:00 hrs CEST) will be treated in the virtual General Meeting as if they had been submitted once again in the General Meeting, provided the shareholder submitting the counter-motion or election proposal has duly registered for the virtual General Meeting.

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:

Section 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 Section 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. Section 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 Section 125,
5. if the same counter-motion of the shareholder with a significantly similar explanatory statement has already been made accessible according to Section 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.

Section 127 AktG:

Section 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 Section 124 (3) sentence 4 and Section 125 (1) sentence 5.

Section 124 (3) AktG:

- (3) In the announcement, the management board and the supervisory board, or in the case of a resolution pursuant to Section 120a (1) sentence 1 and 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 (3d) sentence 1 of the German Banking Act (*Kreditwesengesetz, KWG*), with the exception of institutions named in Section 2 (1) no. 1 and 2 KWG, or that are Insurance Undertakings in the meaning of Section Article 2 (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. Opportunity to ask questions pursuant to Section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act

Shareholders who have duly registered for the General Meeting have the opportunity to ask questions by means of electronic communication (Section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act).

Based on Section 1 (2) sentence 1 no. 3, sentence 2 half-sentence 2 COVID-19 Act, the Administrative Board of the Company has decided for organisational reasons that questions must be submitted until 24 June 2020 (24:00 hrs CEST) by using the entry mask specifically provided for this purpose in the Company's password-protected internet service, accessible on the Company's website at

<https://www.rib-software.com/group/investor-relations/hauptversammlung/>

Questions submitted via other channels or later will not be considered. The Administrative Board will answer the questions submitted at its own reasonable discretion. The Administrative Board is not obligated to answer all questions. In particular, questions may be consolidated, useful questions may be selected in the interest of other shareholders, and questions by shareholder associations and institutional investors with significant voting shares may be given priority. Further inquiries regarding the information given by the Administrative Board are excluded.

Furthermore, shareholders and shareholder representatives are neither entitled to request information pursuant to Section 131 AktG nor to the right to speak or ask questions in and during the virtual General Meeting.

The provision on which this opportunity to ask questions by way of electronic communication is based reads as follows:

Section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act:

"The Management Board may decide that the meeting is held as a virtual General Meeting without the physical presence of the shareholders or their proxies, provided that

[...]

3. the shareholders have the opportunity to ask questions by way of electronic communication

[...]

The Management Board shall decide, at its sole and dutiful discretion, which questions to answer and how to answer them; it may also stipulate that questions must be submitted by electronic communication at least two days before the meeting."

Section 1 (8) COVID-19 Act:

"[...] In a company according to Section 20 SEAG [...] (company with a one-tier system), the decisions according to (1) to (4) are taken by the Administrative Board; [...]"

Stuttgart, May 2020

**RIB Software SE
The Administrative Board**