



TAKEOVER-RELEVANT INFORMATION AND EXPLANATORY REPORT

(Status: 30 March 2020)

1. INFORMATION ABOUT THE CAPITAL OF THE RIB SE

The share capital of RIB Software SE as of 31 December 2019 amounts to € 51,899,298.00 and is divided into 51,899,298 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 securitisation of their shares and to any dividend warrants and renewal coupons is excluded.

As of the balance sheet date, the company owned 3,719,027 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 other shares in the cases where Section 136 of the German Stock Corporation Act („AktG“) applies is also precluded by law. 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 of RIB Software SE (the “Articles of Association”). Please refer to section C.5. of the notes to the annual financial statements of RIB Software SE for information on treasury shares in accordance with section 160 (1) no. 2 of the AktG.

As far as we are aware, based on the notifications we have received pursuant to the German Securities Trading Act (WpHG), the only shareholders that held direct or indirect interests in the capital share of RIB Software SE in excess of 10% of the voting rights as of the balance sheet date were the Chairperson of the Administrative Board of RIB Software SE, Mr Thomas Wolf, Singapore, and Mr George Kounelakis (due to the attribution of voting rights of ENA Opportunity Master Fund LP via ENA Investment Capital (Cayman) Limited, ENA Investment Capital (Cayman) LP, ENA Investment Capital Intermediate Limited, ENA Investment Capital (UK) Limited, ENA Investment Capital LLP, as well as ENA Investment Capital (GP) Ltd). Interests notified pursuant to Section 33 (1) or (2) of the German Securities Trading Act (“WpHG”) are listed in section E.5. “Notifications under the German Securities Trading Act” of the Notes to the Annual

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 (b) 2nd alternative of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (the SE Regulation). The members of the Administrative Board are appointed by the Annual General Meeting in accordance with Art. 43 (3), Art. 46 of the SE Regulation, Section 6 (3) and (4) 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 of 22 December 2004 on the Implementation of the SE Regulation (“Implementation Act”, “SEAG”) and Section 12 of the Articles of Association, the Administrative Board is responsible for appointing one or several Managing Directors. Pursuant to Art. 9 (1) of the SE Regulation, Section 40 (5) sentence 1 of the Implementation Act in conjunction with Section 12 (5) of the Articles of Association, 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. 59 (1) and (2) of the SE Regulation, Section 51 of the Implementation Act, Section 18 (6) of the Articles of Association and Section 179 (1) and (2) 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 authorised 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 way of 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 (“Authorised Capital 2018”). The new shares must be offered to the shareholders for subscription, though they may also be acquired by a bank or by an enterprise pursuing activities 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 these shares to the shareholders for subscription. However, the Administrative Board is authorised to preclude the shareholders’ statutory pre-emptive right,

- (1) insofar as necessary to compensate for invisible 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 portion of the share capital attributable to the new shares for which the pre-emptive right is precluded does not exceed ten percent of the share capital, both at the time the authorisation takes effect and at the time the

authorisation 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 Section 203 (1) and (2), and Section 186 (3) sentence 4 of the German Stock Corporation Act („AktG“); this ten-percent limit shall include (i) the portion of the share capital attributable to treasury shares which are sold in indirect or analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act following the entry into force of the authorisation on which Authorised Capital 2018 is based, and (ii) the portion 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 the preclusion of the pre-emptive right as per Section 186 (3) sentence 4 of the German Stock Corporation Act („AktG“).

The portion of the share capital attributable to the new shares for which the pre-emptive right is precluded according to paragraphs (1) to (3) above may not exceed twenty percent of the share capital of the Company, both at the time the authorisation takes effect and at the time it is exercised. To be deducted from this twenty-percent limit with regard to all possibilities of precluding the pre-emptive right pursuant to paragraphs (1) to (3) above are shares (i) that are used after 15 May 2018 on the basis of the authorisation 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 the preclusion of a pre-emptive 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 issued from 15 May 2018 subject to the preclusion of pre-emptive 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 governing the issuance of the shares.

The Administrative Board are authorised to adapt the wording of the Articles of Association in line with the extent of the capital increase from the authorised capital;

The share capital of the Company shall be conditionally increased by a maximum of € 1,179,540.00 by issuing a maximum of 1,179,540 new registered shares with a par value of € 1.00 per share („Conditional Capital 2015/I“). 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 4 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 pre-emptive rights are issued, the holders of the pre-emptive rights make use of their exercise right and that the Company does not grant any treasury shares to fulfil the pre-emptive rights, whereby the

Administrative Board is exclusively responsible for granting and handling pre-emptive rights of the members of the Executive Board of the former RIB Software AG as well as for granting and handling pre-emptive rights of the Managing Directors. The new shares shall participate in profit from the beginning of the financial year in which they 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 authorisation 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 authorised capital are not used 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 fulfilment of conversion obligations or the exercise of pre-emptive tender rights. The Administrative Board are authorised 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 authorised 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 authorisation 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 Implementation Act. Furthermore, Section 12 (1) of the Articles of Association states that the Administrative Board shall appoint one or several 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 in accordance with Section 12 (3) of the Articles of Association. 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) (c) (ii) and Art. 59 of the SE Regulation, and Section 51 of the Implementation Act, the provisions for amending the Articles of Association are set out in Sections 133 and 179 of the German Stock Corporation Act („AktG“). The Administrative Board is authorised to adopt amendments to the Articles of Association that only concern the wording (Section 8 (3) of the Articles of Association).

3. TAKE-OVER RELATED INFORMATION

On 13 February 2020, the Company entered into a Business Combination Agreement with Schneider Electric SE and Schneider Electric Investment AG (formerly Rheingoldhöhe 50. V V AG) - a subsidiary of Schneider Electric SE. Under this Business Combination Agreement, on 20 March 2020, Schneider Electric Investment AG („Bidder“) is expected to make a voluntary public takeover bid to all shareholders of the company for the purchase of all outstanding shares in the company at a price of € 29.00 per share. The bid price includes a premium of 40.6% to the XETRA closing price of the company's shares as of 12 February 2020.

The Company's Administrative Board welcomes the takeover bid and supports it within the scope of its legal obligations and subject to an examination of the bid document. The Administrative Board and the Executive Directors will promptly provide a statement of their reasoned position on the takeover bid. The acceptance period for the takeover bid is expected to end on 22 April 2020. The takeover bid provides for a minimum acceptance threshold of 50% (plus one share) of the company's share capital and is subject to merger control and other regulatory approvals being granted as well as other customary market conditions.

The Company's Managing Directors, Thomas Wolf and Michael Sauer, as well as their wives, and the Managing Director Mads Bording Rasmussen have submitted irrevocable undertakings to the Bidder to tender half of the company's shares held by them in the takeover bid. This corresponds to around 9.13% of the company's share capital. Once the takeover bid has been implemented, the aforementioned persons will also have the opportunity to sell to the Bidder their remaining shares in the company, amounting to approx. 9.13% of the share capital, at a later date. In addition, the Company has submitted an undertaking to the Bidder to tender 3,453,385 of the treasury shares it holds in the takeover bid. This corresponds to around 6.65% of the Company's share capital.

As part of the acquisition of Building Systems Design Inc. (BSD), Atlanta, USA, the sellers were granted put options on their remaining 40% stake in BSD, which can be exercised if certain future events occur. The put options can be exercised if, among other things, a change of control event occurs at the level of RIB

Software SE within the next four years. A change of control event would occur, in particular, if one party, as part of a transaction or a series of related transactions, were to acquire more than 50% of the shares in RIB Software SE. This would be the case if the takeover bid announced by Schneider Electric Investment AG were to be successful. The amount of the option price is staggered over time and thus depends on the year in which this condition is met. For details, please refer to the presentation in the notes to the consolidated financial statements, Note (42).

The company has not concluded any other material agreements that are subject to the condition of a change of control.

However, the Company has concluded compensation agreements with the Managing Directors applicable in 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 as defined in the German Securities Acquisition and Takeover Act (“WpÜG”) or, if no such bid has been made, from the time at which the de facto change of control becomes known. A “change of control” for the purpose of this provision is deemed to have taken place if, through the acquisition of shares or by other means, a third party (or two or more third parties acting jointly) accounts for at least 30% of the voting rights as defined in Section 29 and Section 35 (1) sentence 1 of the German Securities Acquisition and Takeover Act (“WpÜG”), or accounts for such a number of voting rights that results in a majority of more than 50% of the votes present or represented at the respective Annual General Meeting, and thereby votes against the resolutions proposed by the Administrative Board. Section 22 (1) and (2) of the German Securities Acquisition and Takeover Act (“WpÜG”) applies. After the Bidder had announced the voluntary public takeover bid on 13 February 2020, the existing change-of-control clause in the respective employment contracts of the Managing Directors has been adjusted by Thomas Wolf and Michael Sauer. These adjustments are subject to the condition precedent of the execution of the takeover bid announced by Schneider Electric Investment AG. Accordingly, a Managing Director shall in future have a special right of termination for a period of six months from the time at which they become aware of a de facto change of control. A change of control shall be deemed to have occurred (i) if representatives of the Bidder or Schneider Electric SE (i.e. all newly elected members of the Administrative Board) represent a majority in the Company’s Administrative Board and a decision is made in the Administrative Board against the votes of Thomas Wolf and Michael Sauer, or (ii) if Thomas Wolf and/or Michael Sauer are dismissed from the position of CEO or CFO without their consent, or their respective areas of responsibility become significantly restricted.

If Thomas Wolf or Michael Sauer exercise their special right of termination, they shall be entitled to a settlement, as already provided for under the previous scheme, 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 Plan, 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.