



RIB Software SE

Stuttgart

ISIN DE000A0Z2XN6 / WKN A0Z2XN

Extraordinary General Meeting 2021

(Virtual General Meeting)

Additional explanations to the Rights of the Shareholders

pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) German SE Implementation Act, Section 122 (2), Sections 126 (1) and 127 German Stock Corporation Act, Section 1 (2) sentence 3 COVID-19 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 Art. 56 sentence 2 and sentence 3 of the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) ("**SE Regulation**"), Section 50 (2) of the German SE Implementation Act (*SE-Ausführungsgesetz* – "**SEAG**"), Section 122 (2), Sections 126 (1) and 127 of the German Stock Corporation Act (*Aktiengesetz* – "**AktG**"), Section 1 (2) sentence 3 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 Art. 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*, as last amended by Art. 15 of the Reconstruction Assistance Act 2021 of 10 September 2021), in conjunction with the Ordinance on the Prolongation of Measures in the Law of Companies, Cooperatives, Associations and

Foundations to Combat the Effects of the COVID-19 Pandemic of 20 October 2020, and Section 1 (2) sentence 1 no. 3, sentence 2 of the COVID-19 Act. The following information serve as a further explanation of these provisions.

If references are made to provisions of the AktG or the SEAG, the citation omits for reasons of clarity the reference to the relevant referral provisions of the SE Regulation or the SEAG.

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 published. 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 3 October 2021, 24:00 hrs. CEST (midnight). 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 Section 122 (1) sentence 3 AktG is not a prerequisite for a request to supplement the agenda of an General Meeting of an SE.

Any requests for additions to the agenda must be sent exclusively to the following address:

**RIB Software SE
The Administrative Board
Vaihinger Straße 151
70567 Stuttgart**

Extracts from the provisions of the SE Regulation, SEAG and 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.

Additions to the agenda to be announced shall be published in the German Federal Gazette without undue delay after receipt of the request and forwarded for publication to such media as may be expected to disseminate the information throughout the European Union. They will also be published on the Company's website at the internet address "<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>" and communicated to the shareholders in accordance with section 125 (1) sentence 3 and (2) AktG.

2. Counter motions and election proposals by shareholders pursuant to Sections 126 (1), 127 AktG, Section 1 (2) sentence 3 COVID-19 Act

Shareholders may submit counter motions against proposals of the Administrative Board on a specific item of the agenda and may submit election proposals.

Any counter motions and election proposals, 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.* no later than 19 October 2021, 24:00 hrs. CEST (midnight), will be made accessible to the other shareholders, including the name of the shareholder and the reasons, without undue delay via the Company's website at the internet address "<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>". Any statements by the Administrative Board will also be published there.

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

**RIB Software SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München**

or

email: antraege@linkmarketservices.de

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 statutory auditors. Proposals for the election of members of the Administrative Board and statutory 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. Counter motions or election proposals that have to be made accessible pursuant to Section 126 or Section 127 AktG are deemed as being submitted in the General Meeting pursuant to Section 1 (2) sentence 3 COVID-19 Act, provided that the shareholder submitting the counter motion or election proposal is registered in the share register of the Company on the day of the General Meeting and has duly registered for the General Meeting.

Extracts from the provisions of the AktG and of the COVID-19 Act on which these shareholder rights are based 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 she or 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 she or he had given notice or failed to have such counter motion be 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 statutory 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 statutory 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 within 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 within the meaning of Article 2 (1) of Directive 91/674/EEC, the proposal of the supervisory board for the election of the statutory 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 Co-Determination 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 statutory 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.

Section 1 (2) sentence 3 COVID-19 Act:

Motions or election proposals by shareholders which are to be made available pursuant to Section 126 or Section 127 AktG are deemed as being submitted in the general meeting, provided that the shareholder making the motion or the election proposal is duly authorized and has registered for the general meeting.

3. Right to ask questions pursuant to Section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act

Shareholders who are registered in the Company's share register on the day of the General Meeting and have duly registered for the General Meeting have the right 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, second half of sentence 2 COVID-19 Act, the Administrative Board of the Company has decided for organisational reasons that questions must be submitted at the latest one day before the meeting, *i.e.* no later than by 1 November 2021, 24:00 hrs. CET (midnight), by using the entry mask specifically provided for this purpose in the EGM portal of the Company, accessible on the Company's website at

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

Questions submitted via other channels or later will not be considered. The Administrative Board will decide how it answers questions at its own reasonable discretion. Questions and

their answers may in particular be consolidated if this appears reasonable to the Administrative Board. Questions on the information provided 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 regulations underlying this right to ask questions by means of electronic communication are 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 right to ask questions by way of electronic communication,

[...]

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

Section 1 (8) COVID-19 Act:

[...] Paragraphs 1 to 7, with the exception of paragraph 5, shall apply *mutatis mutandis* to a European Company [...]. 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, September 2021

**RIB Software SE
The Administrative Board**