



RIB Software SE

Stuttgart

ISIN DE000A0Z2XN6 / WKN A0Z2XN

Invitation to the Extraordinary General Meeting 2021

(Virtual General Meeting)

We hereby invite our shareholders to the Extraordinary General Meeting of RIB Software SE (hereinafter also referred to as the “**Company**”) to be held on

Wednesday, 3 November 2021, at 10:00 a.m. (CET),

at the FILharmonie Filderstadt, Tübinger Straße 40, 70794 Filderstadt, as a virtual General Meeting without the physical presence of the shareholders and their proxies (with the exception of the proxies appointed by the Company).

The General Meeting will be accessible to our shareholders who are registered in the Company’s share register on the day of the General Meeting and who have duly registered for the General Meeting, and their proxies, via the EGM portal of the Company at the internet address

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

where it will be broadcast live in picture and sound. Voting rights may be exercised exclusively by electronic postal vote or by granting power of attorney to the proxies appointed by the Company. For more detailed information, please refer to section II. “*Further information and notices*” below.

Note: Where reference is made to the provisions of the German Stock Corporation Act (*Aktiengesetz* – “**AktG**”), the citation omits for reasons of clarity the reference to the relevant referral provisions of the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute

for a European company (SE) ("**SE Regulation**") and the German SE Implementation Act (*SE-Ausführungsgesetz* – "**SEAG**").

I. Agenda

Resolution on the transfer of the shares of the remaining shareholders of RIB Software SE to Schneider Electric Investment AG (Main Shareholder) against payment of a reasonable cash compensation pursuant to Sec. 327a et seq. AktG

Pursuant to Sec. 327a para. 1 sentence 1 AktG, the General Meeting of a European stock corporation may adopt a resolution, upon request by a shareholder owning shares in the Company in the amount of at least 95 per cent of the share capital (main shareholder), to transfer the shares of the other shareholders (minority shareholders) to the main shareholder against payment of a reasonable cash compensation.

As of the date on which this General Meeting is convened, the share capital of the Company amounts to EUR 52,273,809.00. It is divided into 52,273,809 registered shares with a par value of EUR 1.00 per share.

Schneider Electric Investment AG with its registered office in Düsseldorf, Germany, („**Schneider Electric**“) holds 50,328,350 registered par value shares of the Company. Pursuant to Secs. 327a para. 2, 16 para. 2 sentence 1 first alternative AktG, Schneider Electric therefore holds shares in the amount of approximately 96.28 per cent of the current share capital of the Company. Consequently, Schneider Electric holds more than 95 per cent of the share capital of the Company, making it the Company's main shareholder within the meaning of Sec. 327a para. 1 sentence 1 AktG.

For the first time by letter dated 5 July 2021, Schneider Electric requested pursuant to Sec. 327a para. 1 sentence 1 AktG that the Company take the necessary measures enabling the General Meeting of the Company to adopt a resolution on the transfer of the shares of the Company's minority shareholders to Schneider Electric against payment of reasonable cash compensation.

Schneider Electric confirmed its 5 July 2021 request by letter dated 22 September 2021 and specified therein that the amount of the cash compensation to be paid to the minority shareholders for the transfer of their shares has been determined to be EUR 41.72 per par value share of the Company.

The amount of the cash compensation to be granted to the holders of stock options ("**Stock Option Holders**") issued by the Company on the basis of the authorizations to grant subscription rights to members of the management and employees of the company or an affiliated company pursuant to agenda item No. 8 of the Annual General Meeting of 10 June 2015 ("**Stock Option Plan 2015**") and pursuant to agenda item No. 6 of the Annual General Meeting of 26 June 2020 ("**Stock Option Plan 2020**") has been determined by Schneider Electric as follows:

- EUR 39.14 per option issued under the 2015 stock option plan with grant date 1 September 2015,
- EUR 39.07 per option issued under the 2015 stock option plan with grant date 4 July 2016,
- EUR 38.83 per option issued under the 2015 stock option plan with grant date 3 July 2017,
- EUR 38.59 per option issued under the 2015 stock option plan with grant date 2 July 2018,
- EUR 38.35 per option issued under the 2015 stock option plan with grant date 1 July 2019,
- EUR 11.43 per option issued under the 2020 stock option plan with grant date 1 September 2020,
- EUR 37.89 per option issued under the 2020 stock option plan as amended by the resolution according to agenda item No. 7 of the General Meeting of 11 May 2021 with grant date 5 July 2021.

In a written report to the General Meeting of the Company dated 22 September 2021, Schneider Electric presented the conditions for the transfer of the shares of the minority shareholders pursuant to Sec. 327c para. 2 sentence 1 AktG and explained and gave reasons for the reasonableness of the determined cash compensation. The cash compensation in the amount of EUR 41.72 per par value share of the Company, which is payable to the minority shareholders of the Company, respectively in the amount per option listed above, which is payable to the Stock Option Holders, was determined by Schneider Electric on the basis of an expert opinion prepared by ValueTrust Financial Advisors SE, München, Germany.

The reasonableness of the cash compensation has been reviewed and confirmed by Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, - Köln branch -, which was selected and appointed by the Regional Court (Landgericht) of Stuttgart by court order dated 1 August 2021 as the auditor of the reasonableness of the cash compensation upon Schneider Electric's request. On 24 September 2021, Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft issued an audit report on this pursuant to Sec. 327c para. 2 sentence 2 AktG.

In addition, Schneider Electric provided a warranty declaration issued by Deutsche Bank Aktiengesellschaft, Germany business branch, pursuant to Sec. 327b para. 3 AktG dated 22 September 2021. Through this declaration Deutsche Bank Aktiengesellschaft, Germany business branch assumes a guarantee for the performance of Schneider Electric's obligation to pay the minority shareholders and holders of options the fixed cash compensation for the transferred shares respectively the transferred option rights promptly after the registration of the transfer resolution with the commercial register of the Company.

The Administrative Board proposes that the following resolution be adopted:

- a) The registered par value shares of the remaining shareholders (minority shareholders) of RIB Software SE, with its registered office in Stuttgart, Germany, will be transferred pursuant to Art. 9(1)(c)(ii) SE Regulation in conjunction with Sec. 327a para. 1 sentence 1 AktG to the main shareholder against payment of cash compensation in the amount of EUR 41.72 per par value share to be paid by Schneider Electric Investment AG, with its registered office in Düsseldorf, registered in the commercial register of the Local Court of Düsseldorf under HRB 85184 (main shareholder).
- b) The stock options issued by RIB Software SE, with its registered office in Stuttgart, under the 2015 and 2020 stock option plans will be converted into a claim for payment of reasonable cash compensation in the amount of
- EUR 39.14 per option issued under the 2015 stock option plan with grant date 1 September 2015
 - EUR 39.07 per option issued under the 2015 stock option plan with grant date 4 July 2016,
 - EUR 38.83 per option issued under the 2015 stock option plan with grant date 3 July 2017,
 - EUR 38.59 per option issued under the 2015 stock option plan with grant date 2 July 2018,
 - EUR 38.35 per option issued under the 2015 stock option plan with grant date 1 July 2019,
 - EUR 11.43 per option issued under the 2020 stock option plan with grant date 1 September 2020,
 - EUR 37.89 per option issued under the 2020 stock option plan as amended by the resolution according to agenda item No. 7 of the General Meeting of 11 May 2021 with grant date 5 July 2021

to be paid by Schneider Electric Investment AG with its registered office in Düsseldorf.

As of the date on which the Extraordinary General Meeting is convened, the documents listed below will be published on the Company's website at "<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>":

- the draft transfer resolution,
- the financial statements and the management reports of RIB Software SE for the 2018, 2019 and 2020 financial years,
- the written report dated 22 September 2021 prepared by the main shareholder Schneider Electric on the conditions for the transfer of the shares of the minority shareholders of RIB Software SE to Schneider Electric and the reasonableness of the cash compensation pursuant to Sec. 327c para. 2 sentence 1 AktG including its annexes:

- the securities account confirmation issued by Deutsche Bank Aktiengesellschaft, Eschborn branch, dated 22 September 2021,
 - the transfer request of Schneider Electric dated 5 July 2021,
 - the expert opinion prepared by ValueTrust on the enterprise value of RIB Software SE, Stuttgart, Germany, and on the determination of a reasonableness of the cash compensation in connection with the planned transfer of the shares of the minority shareholders pursuant to Sec. 327a et seq. AktG as of 3 November 2021 dated 22 September 2021,
 - the specified transfer request of Schneider Electric dated 22 September 2021,
 - -the warranty declaration issued by Deutsche Bank Aktiengesellschaft, Germany business branch pursuant to Sec. 327b para. 3 AktG dated 22 September 2021,
 - the draft of the transfer resolution pursuant to Sec. 327a para. 1 sentence 1 AktG,
 - the list of shareholdings of RIB Software SE as of 30 June 2021 and
- the auditor's report prepared by the expert auditor Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, - Köln branch -, appointed by the Regional Court of Stuttgart on the reasonableness of the cash compensation dated 24 September 2021.

The documents will also be available for inspection during the General Meeting.

II. Further information and notices

1. Total number of shares and voting rights at the time the General Meeting is convened

The share capital of the Company at the time the General Meeting is convened amounts to EUR 52,273,809.00 and is divided into 52,273,809 registered shares with a nominal value of EUR 1.00 per share. Each share generally entitles the holder to one vote at the General Meeting. Thus, at the time the General Meeting is convened, there generally are 52,273,809 voting rights.

2. Holding the General Meeting as a virtual General Meeting without the physical presence of shareholders and their proxies; EGM portal

Due to the ongoing spread of the SARS-CoV-2 virus (COVID-19 pandemic), the Extraordinary General Meeting is held as a virtual General Meeting without the physical presence of shareholders and their proxies (with the exception of the proxies appointed by the Company) pursuant Section 1 (1), (2) and (8) 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”*).

For this purpose, the entire General Meeting to be held at the FILharmonie Filderstadt, Tübinger Straße 40, 70794 Filderstadt, will be broadcast on 3 November 2021 from 10:00 a.m. (CET) on the EGM portal of the Company, accessible via the Company’s website at

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

live in picture and sound.

Only those shareholders who are registered in the Company’s share register on the day of the General Meeting and who have duly registered for the General Meeting (see section 3 “Prerequisites for exercising shareholder rights at the virtual General Meeting”) or their proxies may follow the video and audio broadcast of the entire General Meeting on the EGM portal of the Company. In addition, shareholders may exercise their voting rights in person or by duly authorised proxy by electronic postal vote or by appointing the proxies appointed by the Company as well as submit questions and declare objections to resolutions of the General Meeting via the EGM portal of the Company.

No further exercise of shareholder rights is possible in the virtual General Meeting. In particular, shareholders and their proxies, with the exception of the proxies appointed by the Company, are not permitted to attend the General Meeting on site. The broadcast of the General Meeting in picture and sound as well as the granting of voting rights, the right to ask questions and the possibility to object also do not entitle shareholders and their proxies to participate in the General Meeting by way of electronic communication within the meaning of Section 118 (1) sentence 2 AktG (no electronic participation).

The EGM portal of the Company is accessible on the Company’s website at

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

from 28 September 2021 for shareholders who are registered in the Company’s share register and have duly registered, and their proxies. In order to be able to use the EGM portal of the Company, they must register using the access data they will receive together with the registration documents. The various options for exercising shareholder rights in relation to the virtual General Meeting will then appear on the user interface in the EGM portal of the Company. Shareholders’ proxies will also have access to the EGM portal of the Company by using the access data of the shareholder they represent. Shareholders will receive further details on the use of the EGM portal of the Company together with the registration documents.

3. Prerequisites for exercising shareholder rights at the virtual General Meeting

Only those shareholders who are registered in the Company's share register on the day of the General Meeting and who have duly registered for the General Meeting are entitled to follow the virtual General Meeting in the EGM portal of the Company and to exercise the other shareholder rights in relation to the virtual General Meeting, in particular the voting right. The registration must be received by the Company no later than 24:00 hrs. CEST (midnight) on 27 October 2021.

Shareholders who are registered in the Company's share register may register at

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

or

by email: namensaktien@linkmarketservices.de

in text form (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch* – “BGB”)) in German or English.

In addition, registration is also possible via the EGM portal of the Company at the internet address

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

Intermediaries within the meaning of Section 67a (4) AktG as well as shareholders' associations, proxy advisors or other persons within the meaning of Section 135 (8) AktG may only exercise the voting rights for shares that do not belong to them but for which they are registered as the holder in the share register on the basis of an authorisation by the shareholder.

For the exercise of shareholder rights with respect to the virtual General Meeting, in particular voting rights, the number of shares registered in the share register on the day of the General Meeting is decisive. Please note that, for technical reasons, registrations in the share register will only be made if they have been submitted to the Company no later than 27 October 2021, 24:00 hrs CEST (midnight). Buyers of shares whose requests for registration in the share register are received by the Company after 27 October 2021 will therefore not be able to exercise the shareholder rights relating to the virtual General Meeting, in particular voting rights, based on these shares, unless they are authorised by proxy or otherwise authorised to exercise the rights. In such cases, the shareholder rights relating to the virtual General Meeting remain with the shareholder registered in the share register until the registration in the share register has been made. All buyers of the Company's shares who are

not yet registered in the share register are therefore requested to submit requests for registration in the share register in due time.

Shares will not be blocked by registration for the General Meeting; accordingly, shareholders are still free to make dispositions in respect to the shares after registration for the General Meeting.

4. Procedure for voting by electronic postal vote

Shareholders may cast their votes without attending the meeting by means of electronic communication (“**electronic postal vote**”). This also requires an entry in the share register and proper registration (see section 3 “*Prerequisites for exercising shareholder rights at the virtual General Meeting*”). Voting by electronic postal vote may be done via the EGM portal of the Company at the internet address

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

Voting via the EGM portal of the Company at the internet address

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

is possible from 28 September 2021 until the start of voting at the General Meeting on 3 November 2021. Until the start of voting at the General Meeting on 3 November 2021, a vote cast via the EGM portal of the Company may also be changed or revoked.

Furthermore, if no explicit or clear vote is cast on an agenda item during the electronic postal vote, this shall be deemed an abstention for this agenda item. If an individual vote is taken on an agenda item without this having been communicated in advance of the General Meeting, a vote cast on this agenda item as a whole shall also be deemed to be a corresponding vote for each item of the individual vote.

Shareholders will receive further information on electronic postal voting together with the registration documents.

5. Procedure for voting by proxy

Shareholders who are registered in the Company’s share register on the day of the General Meeting and who have duly registered for the General Meeting may also exercise their shareholder rights in relation to the virtual General Meeting by proxy, *e.g.* through an intermediary, a shareholders’ association, a proxy advisor or another person of their choice. If the shareholder authorises more than one person, the Company may reject one or more of them.

The granting of the proxy, its revocation and the proof of the authorisation *vis-à-vis* the Company must be made in text form (Section 126b BGB) or must be submitted using the input mask in the EGM portal of the Company at the internet address

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

Intermediaries within the meaning of Section 67a (4) AktG as well as shareholders' associations, proxy advisors or other persons within the meaning of Section 135 (8) AktG may, insofar as they are themselves authorised, provide for deviating regulations, which must be enquired about with them in each case.

Proxies may also not participate in the General Meeting either physically or by means of electronic communication within the meaning of Section 118 (1) sentence 2 AktG. They may only exercise the voting right for shareholders represented by them by way of electronic postal vote or by granting (sub-)power of attorney to the proxies appointed by the Company who are bound by instructions.

A form for granting a proxy is printed on the registration form which shareholders receive with the registration documents. The form for granting a proxy is also available for download on the website of the Company at the internet address "<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>".

The power of attorney may be declared to the proxy or declared to or proved to the Company. The granting of the proxy, its revocation and the proof of a proxy granted to an authorised representative or its revocation *vis-à-vis* the Company must be received by the Company in one of the following ways for organisational reasons no later than 2 November 2021, 24:00 hrs. CET (midnight):

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

or

email: namensaktien@linkmarketservices.de

The granting and revocation of the proxy are also possible using the input mask via the EGM portal of the Company at the internet address

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

until the beginning of the voting at the General Meeting on 3 November 2021. Until the beginning of the voting at the General Meeting on 3 November 2021, it is also possible to

revoke or amend a power of attorney previously sent in text form (Section 126b BGB) or granted via the EGM portal of the Company.

If, in connection with the granting and revocation of a proxy, the Company receives divergent declarations for one and the same share on the same day via different transmission channels or if, in the case of divergent declarations in connection with the granting and revocation of a proxy, it is otherwise not recognisable for the Company which of these declarations was made last, these declarations shall be treated as binding in the following order of transmission channels, irrespective of the time of receipt: (1) EGM portal, (2) email, (3) paper form.

The exercise of shareholder rights in relation to the virtual General Meeting via the EGM portal of the Company by the proxy requires that the proxy receives the shareholder's access data from the shareholder for use. The use of the access data by the proxy shall at the same time be deemed as proof of the authorisation; a further proof of the authorisation *vis-à-vis* the Company in text form is not required.

Even in the case of granting a power of attorney, entry in the share register and registration in due form and time in accordance with the above provisions are required. This does not preclude the granting of powers of attorney after registration, subject to the aforementioned deadline for the granting of a power of attorney.

6. Representation by proxies appointed by the Company

We offer our shareholders the opportunity to be represented by proxies appointed by the Company who will exercise the voting right exclusively in accordance with the instructions of the respective shareholder. In addition to the power of attorney, these proxies of the Company must also be given instructions for exercising the voting right. They shall not exercise the voting right at their own discretion, but exclusively on the basis of the instructions given by the shareholder. If no explicit or contradictory or unclear instructions have been given, the proxies appointed by the Company shall abstain from voting on the relevant resolutions; this shall always apply to other motions as well. If an individual vote is to be held on an item of the agenda without this having been communicated in advance of the General Meeting, an instruction on this item of the agenda as a whole shall also be deemed to be a corresponding instruction for each item of the individual vote. Please note that the proxies appointed by the Company will not accept instructions to speak, ask questions or propose motions or make statements for the record, either prior to the General Meeting or during the General Meeting, nor will they exercise any other shareholder rights, with the exception of exercising voting rights.

The power of attorney to the proxies appointed by the Company, as well as the issuance of instructions, must be in text form (Section 126b BGB) or must be submitted using the input mask via the EGM portal of the Company at the internet address

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

The same applies to the amendment or revocation of the proxy or the instructions. The proxy and instruction form for the proxies of the Company and the corresponding explanations are printed on the registration form, which the shareholders receive with the registration documents. A corresponding form is also available for download on the Company's website at the internet address "https://www.rib-software.com/en/group/investor-relations/annual-general-meeting".

For organisational reasons, the granting of the power of attorney to the proxies appointed by the Company, the issuance of instructions and their revocation must be received by the Company in one of the following ways no later than 2 November 2021, 24:00 hrs. CET (midnight):

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

or

email: namensaktien@linkmarketservices.de

The granting of the power of attorney for the exercise of voting rights together with instructions to the proxies appointed by the Company and its revocation are also possible using the input mask in the EGM portal of the Company at the internet address

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

until the beginning of the voting at the General Meeting on 3 November 2021. Until the beginning of the voting at the General Meeting on 3 November 2021, it is also possible to revoke or amend a power of attorney with instructions to the proxies appointed by the Company previously sent in text form (Section 126b BGB) or issued via the EGM portal of the Company.

If, in connection with the granting and revocation of a power of attorney or instructions to the proxies appointed by the Company, the Company receives divergent declarations for one and the same share on the same day via different transmission channels or if, in the case of divergent declarations in connection with the granting and revocation of a power of attorney or instructions to the proxies appointed by the Company, it is otherwise not recognisable for the Company which of these declarations was made last, these declarations shall be treated as binding in the following order of transmission channels, irrespective of the time of receipt: (1) EGM portal, (2) email, (3) paper form.

Insofar as the proxies appointed by the Company and bound by instructions are authorised, they must in any case be given instructions for exercising the voting right. Even in the case of authorisation of proxies appointed by the Company, entry in the share register and registration in due form and time in accordance with the above provisions are required.

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

On the basis of Section 1 (2) sentence 1 no. 3, sentence 2 2nd half sentence COVID-19 Act, the Administrative Board of the Company has decided for organisational reasons that questions must be submitted no later than by 1 November 2021, 24:00 hrs. CET (midnight), via the input mask provided for this purpose on the EGM portal of the Company at the internet address

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

Questions submitted by other means or later will not be considered. The Administrative Board shall decide how to answer questions at its own discretion. Questions and their answers may be combined, in particular, if this appears reasonable to the Administrative Board. Questions on the information provided by the Administrative Board are excluded.

Furthermore, shareholders and their proxies have neither the right to information pursuant to Section 131 AktG nor the right to speak or ask questions in and during the virtual General Meeting.

8. Information on further rights of the shareholders

Additions 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

Shareholders whose shares alone or together reach a nominal amount of EUR 500,000.00 (corresponding to 500,000 shares) may, pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) SEAG, which corresponds in content to Section 122 (2) sentence 1 AktG, request that items be placed on the agenda of the General Meeting and published. Each new item must be accompanied by a statement of reasons or a draft resolution.

Requests for additions must be addressed in writing to the Administrative Board and must be received by the Company no later than 3 October 2021, 24:00 hrs. CEST (midnight). Requests for supplements received later will not be considered.

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

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

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

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.

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.

Counter motions and election proposals received by the Company no later than 19 October 2021, 24:00 hrs. CEST (midnight), will be made available to the other shareholders, including the name of the shareholder as well as any justification, 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 comments of the Administrative Board will also be published there. A counter motion and its substantiation need not be made available under the conditions of Section 126 (2) AktG.

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 addressed otherwise will not be considered.

No counter motions or election proposals may be made during the virtual General Meeting. Counter motions or election proposals that are to be made accessible pursuant to Section 126 or Section 127 AktG shall be deemed to have been made at the General Meeting pursuant to Section 1 (2) sentence 3 COVID-19 Act if the shareholder making the motion or election proposal is registered in the Company's share register on the day of the General Meeting and has duly registered for the General Meeting.

Further explanations

Further explanations on the rights of shareholders according to Section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act, Art. 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) SEAG, Section 122 (2), Sections 126 (1), 127 AktG, Section 1 (2) sentence 3 COVID-19 Act are available on the website of the Company under the internet address "<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>".

9. Possibility to object to resolutions of the General Meeting pursuant to Section 1 (2) sentence 1 no. 4 COVID-19 Act

Shareholders who are registered in the share register on the day of the General Meeting and who have duly registered in accordance with the aforementioned provisions, and their proxies, may, pursuant to Section 1 (2) sentence 1 no. 4 COVID-19 Act, from the beginning of the General Meeting until its end, in derogation of Section 245 no. 1 AktG, waiving the requirement to appear at the General Meeting, via the EGM portal of the Company at the Company's internet address

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

declare their objection to resolutions of the General Meeting in writing if they exercise or have exercised their voting right in accordance with the above provisions. Any other form of transmission of objections is excluded.

10. Internet site through which the information pursuant to Section 124a AktG is accessible

This invitation to the General Meeting, the documents to be made available to the General Meeting and further information in connection with the General Meeting can be accessed via the Company's website at the internet address "<https://www.rib-software.com/en/group/investor-relations/annual-general-meeting>" from the time the General Meeting is convened.

Any counter motions, election proposals and requests for supplements from shareholders received by the Company and subject to publication will also be made available via the above-mentioned website. The results of the voting will also be published there after the General Meeting.

III. Information to be provided to data subjects under data protection law for shareholders and their proxies

RIB Software SE, as the controller within the meaning of Art. 4 no. 7 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation, “GDPR”), processes personal data (name and first name, address, email address, number of shares, class of shares, type of ownership of the shares, shareholder number, the unique identifier assigned to the shareholder by the ultimate intermediary, the access data to the EGM portal of the Company allocated to the shareholder, the IP address from which the shareholder uses the EGM portal of the Company, the voting, including the content of the vote cast, by way of electronic postal voting, if the shareholder is also a member of the Administrative Board or a Managing Director, the participation of such shareholder as a member of the Administrative Board or as a Managing Director by means of video and audio transmission, the number of the deposit account and the name of the shareholder, the content of the questions submitted by the shareholder and the content of their answers, if applicable, the name, first name and address of a proxy appointed by the respective shareholder or of the third party appointed by the shareholder and its unique identifier granted by the ultimate intermediary, the granting of power of attorney to him, his IP address as well as any objection raised to resolutions of the General Meeting) on the basis of the data protection provisions applicable in Germany in order to enable the shareholders and their proxies to exercise their rights in relation to the virtual General Meeting.

RIB Software SE is represented by its Managing Directors Thomas Wolf (CEO), Michael Sauer (COO), Mads Bording Rasmussen (CRO), Michael Woitag (CTO) and Tobias Hamacher (CFO). In data protection matters, you can reach RIB Software SE at the following contact options:

**RIB Software SE
Vaihinger Straße 151
70567 Stuttgart**

or

phone: +49 (0) 711 7873-0

or

fax: +49 (0) 711 7873-311

or

email: datenschutz@rib-software.com

To the extent that this personal data was not provided by the shareholders in the context of the registration for the General Meeting or obtained from the share register for registered shares, the custodian bank or the respective ultimate intermediary within the meaning of Section 67c (3) AktG shall transmit their personal data to RIB Software SE. The access password assigned to the shareholder and the IP address from which the shareholder or his proxy uses the EGM portal of the Company will be communicated to the Company by the service provider commissioned by it to conduct the virtual General Meeting. The processing of the personal data of the shareholders and their proxies shall be carried out exclusively for the purpose of processing the exercise of their rights in relation to the virtual General Meeting and only to the extent strictly necessary to achieve this purpose. The legal basis for the processing is Art. 6 (1) sentence 1 lit. c) GDPR in conjunction with Section 67e (1) AktG. The Company shall store this personal data only for as long as is necessary for the aforementioned purpose or as long as the Company is entitled or obliged to store personal data due to legal requirements. For the data collected in connection with the General Meeting, the storage period is regularly up to three years. If a shareholder is no longer a shareholder of the Company, RIB Software SE will store his personal data on the basis of Section 67e (2) sentence 1 AktG and subject to other statutory provisions only for a maximum of twelve months. A longer storage by RIB Software SE is also permissible as long as this is necessary for legal proceedings; the legal basis in this respect is Section 67e (2) sentence 2 AktG, if applicable, in conjunction with Art. 6 (1) sentence 1 lit. f) GDPR.

The service providers of RIB Software SE, which are commissioned for the purpose of organising the General Meeting, only receive personal data from RIB Software SE which are necessary for the performance of the commissioned service and process the data exclusively on behalf of and in accordance with the instructions of RIB Software SE (Art. 28 GDPR).

Furthermore, the personal data will be made available to shareholders and their proxies as well as third parties in connection with the General Meeting within the scope of the statutory provisions. In particular, shareholders and their proxies, if they are to be represented in the virtual General Meeting by proxies appointed by the Company, with disclosure of their name, place of residence, number of shares and type of ownership, will be entered in the list of participants in the General Meeting to be drawn up in accordance with Section 129 (1) sentence 2 AktG. This data may be inspected by participants of the General Meeting during the General Meeting and by shareholders up to two years thereafter pursuant to Section 129 (4) sentence 2 AktG. With regard to the transmission of personal data to third parties in the context of an announcement of shareholder requests for additions to the agenda as well as counter motions and election proposals of shareholders, reference is made to the explanations in section II "Further information and notices" above.

With regard to the processing of personal data, shareholders and their proxies may request from the Company access to their personal data pursuant to Art. 15 GDPR, rectification of their personal data pursuant to Art. 16 GDPR, erasure of their personal data pursuant to Art. 17 GDPR, restriction of the processing of their personal data pursuant to Art. 18 GDPR

and transfer of certain personal data to them or to a third party designated by them (right to data portability) pursuant to Art. 20 GDPR.

Shareholders and their proxies may assert these rights against RIB Software SE free of charge via one of the following contact options:

**RIB Software SE
Vaihinger Straße 151
70567 Stuttgart**

or

phone: +49 (0) 711 7873-0

or

fax: +49 (0) 711 7873-311

or

email: datenschutz@rib-software.com

In addition, pursuant to Art. 77 GDPR, shareholders and their authorised proxies have the right to lodge a complaint with the data protection supervisory authority of, in particular, the (federal) state in which they have their domicile or permanent residence or the federal state of Baden-Württemberg in which RIB Software SE has its registered office.

You can also submit a complaint about the handling of your data to our company data protection officer, Mr. Nicolas Hermann, at the following email address:

datenschutz@rib-software.com

Stuttgart, September 2021

**RIB Software SE
The Administrative Board**