

**Form for the authorisation and instructions
of the voting representative appointed by RIB Software SE**

**for the Annual General Meeting of RIB Software SE
on 15 May 2018**

I/We

[first name, family name and place of residence
resp. company name and seat of shareholder]

hereby authorise the voting representative appointed by RIB Software SE,

Ms Dina Schmid, business address Vaihinger Straße 151, 70567 Stuttgart,

with the right to grant sub-authorisation, to exercise at the general meeting of RIB Software SE on 15 May 2018 my/our voting rights attached to the shares with the entrance or voting card numbers

in accordance with the following instructions: *

	Yes	No
On all agenda items (no resolution on TOP 1)	<input type="checkbox"/>	<input type="checkbox"/>

alternatively according to the following individual instructions:

TOP 2	Resolution on the appropriation of profits	<input type="checkbox"/>	<input type="checkbox"/>
TOP 3	Resolution on the formal approval for the actions of the members of the Supervisory Board of RIB Software AG for the 2017 financial year	<input type="checkbox"/>	<input type="checkbox"/>
TOP 4	Resolution on the formal approval for the actions of the members of the Management Board of RIB Software AG for the 2017 financial year	<input type="checkbox"/>	<input type="checkbox"/>

* Tick as desired.

		Yes	No
TOP 5	Resolution on the formal approval for the actions of the members of the Administrative Board of RIB Software SE for the 2017 financial year	<input type="checkbox"/>	<input type="checkbox"/>
TOP 6	Resolution on the formal approval for the actions of the Managing Directors of RIB Software SE for the 2017 financial year	<input type="checkbox"/>	<input type="checkbox"/>
TOP 7	Resolution on the election of the auditor for the financial statements and the consolidated financial statements for the 2018 financial year	<input type="checkbox"/>	<input type="checkbox"/>
TOP 8	Resolution on the election of an Administrative Board Member	<input type="checkbox"/>	<input type="checkbox"/>
TOP 9	Resolution on the cancellation of the existing authorisation to acquire and dispose of own shares by the Company, authorisation to acquire and dispose of own shares by the Company and to exclude subscription and tender rights	<input type="checkbox"/>	<input type="checkbox"/>
TOP 10	Resolution on the cancellation of the existing authorised capital, on the creation of a new authorised capital, on the authorisation to exclude subscription rights and on a respective amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
TOP 11	Resolution on granting an authorisation to issue convertible bonds, option bonds and/or income bonds and/or profit participation rights (or combinations of these instruments) with the authorisation to exclude subscription rights, on the creation of a conditional capital 2018 as well as on a respective amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>

To the extent no express or a contradictory or unclear instruction is given, the voting representative appointed by the company will abstain from voting.

Place and Date: _____

Signature(s) or other
finalisation of the
declaration according to
Sec. 126b BGB (German Civil Code): _____

Important Note: **The authorisation and the instructions can be taken into account only if the registration for the general meeting has been effected in due time.**