

Declaration of conformity in accordance with §161 of the Stock Corporation Act for 2008

In accordance with § 161 of the Stock Corporation Act, the managing board and supervisory board of Nemetschek AG declare that the recommendations of the "Government Commission of the German Corporate Governance Code", version dated June 14, 2007, published in the official part of the electronic Federal Gazette on July 20, 2007 (hereinafter "Code"), have been and are being met with the following exceptions:

- The D&O insurance does not include excess insurance for board members (Code Item 3.8 Clause 2). Nemetschek AG does not believe that excess insurance would improve the motivation and responsibility of the members of the managing board and supervisory board.
- The managing board participates in the stock option scheme and thus also receives a variable remuneration with risk character and a long-term incentive effect. This stock option scheme does not include a cap for exceptional, unplanned developments (Code Item 4.2.3 Clause 2).
- An age limit for members of the managing board and supervisory board has not been explicitly set and is not currently planned (Code Item 5.1.2 Clause 2 and 5.4.1). Such age limit would generally restrict the company in its selection of suitable members of the Managing Board and the Supervisory Board. Members are selected solely on the basis of technical competence and necessary experience. The company is therefore not following this recommendation.
- The code recommendation on the formation of qualified committees will not be followed (Code Item 5.3), as the supervisory board only has three members. The tasks for which the Code recommends the formation of such committees are all performed by the Supervisory Board of Nemetschek Aktiengesellschaft.
- Deviating from No. 5.4.3 of the Code, the managing board of Nemetschek Aktiengesellschaft applied for the official appointment of a member of the supervisory board in February 2008 and requests the official appointment without a limit up to the next AGM. The reason for this is that the supervisory board member concerned was already elected by the AGM 2007 for a full term and merely left the supervisory board temporarily due to illness.

Munich, 25.03.2008
Nemetschek Aktiengesellschaft

Managing Board and Supervisory Board
of Nemetschek AG