

Compliance declaration in compliance with § 161 of the Stock Corporation Act dated March 24, 2009

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 6, 2008, published in the official part of the electronic Federal Gazette on August 8, 2008 (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.
- 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 managing board of Nemetschek AG does not consist of several people (Code Item 4.2.1). The managing board and supervisory board believe that the organizational structure of the Nemetschek Group and the focus of Nemetschek AG on holding tasks and group control do not call for a managing board with several people.
- The code recommendation on the formation of qualified committees is not 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 Code Item 5.4.3, 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 was 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, on March 24, 2009
Nemetschek Aktiengesellschaft

Managing Board and Supervisory Board