

## **Declaration of conformity in accordance with § 161 of the Stock Corporation Act, dated March 2012**

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 May 26, 2010, published in the official part of the electronic Federal Gazette on July 2, 2010 (hereinafter "Code"), have been and are being met with the following exceptions:

- The D & O insurance does not include excess insurance for supervisory board members (Code Item 3.2 Clause 2). Nemetschek AG does not believe that excess insurance would increase the motivation and sense of responsibility of the members of the supervisory board.
- Up to the end of October 2011, the managing board of Nemetschek Aktiengesellschaft consisted of just one person (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 did not call for a managing board with several people. In view of the growth targets and further internationalization of the Nemetschek Group, in the summer of 2011 the managing board and supervisory board decided by mutual agreement to extend the managing board. Effective from November 1, 2011, Mr. Tim Alexander Lüdke was appointed as a further member of the managing board with the function of spokesman of the managing board. Mr. Ernst Homolka was appointed Chief Financial Officer (CFO). Since his departure from the managing board on December 31, 2011, Mr. Lüdke is temporarily managing the company business as the sole member of the managing board. Effective from May 1, 2012, Ms. Tanja Tamara Dreilich was appointed as a member of the managing board with responsibility for the area of finance.
- The employment contract of Mr. Ernst Homolka, who ceased to be a member of the managing board on December 31, 2011, does not contain a severance payment cap (Code Item 4.2.3 Clause 4), because the managing board contract had a term of only three years, and this short contract term provided sufficient protection against an inappropriate severance payment. A severance payment cap was agreed with the newly appointed managing board members Mr. Tim Alexander Lüdke and Ms. Tanja Tamara Dreilich.
- Code Item 5.1.2 Clause 2 Sentence 3 and Code Item 5.4.1 Clause 2 and Clause 3 are not followed. An age limit for members of the managing board and the supervisory board has not been defined explicitly and is not currently planned. Such age limit would

generally restrict the company in its selection of suitable members of the managing board and the supervisory board. With regard to the composition of the supervisory board, the individual's experience, skills and knowledge are of primary importance to the company. In contrast, the supervisory board regards diversity criteria as less important, even if these are expressly welcomed - as are the associated efforts toward an appropriate representation of women. The company's positive attitude to the diversity demanded by the Code is also reflected in the appointment of Ms. Tanja Tamara Dreilich as Chief Financial Officer (CFO) of the company effective from May 1, 2012.

- The code recommendation on the formation of qualified committees of the supervisory board 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, Sentence 2, 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. The supervisory board member concerned will put himself forward for election by the shareholders again at the AGM 2012.

Munich, March, 2012

Nemetschek Aktiengesellschaft

Tim Alexander Lüdke Kurt Dobitsch

Managing Board      Chairman of the Supervisory Board