

Supervisory board's report on the 2015 fiscal year of Nemetschek AG

In the 2015 fiscal year, the supervisory board of Nemetschek AG followed the executive board closely, advised it regularly and monitored it in addition to carrying out the tasks assigned to the supervisory board by law and the articles of association with the utmost care.

The executive board instructed the supervisory board regularly, promptly and comprehensively, also between meetings, orally and in writing, about all relevant corporate strategy issues. Inherent opportunities and risks, corporate planning and the development of revenues, earnings and liquidity were extensively debated. Moreover, the supervisory board obtained information on planned and current investments, the fulfillment of the planning of the Group, the segments and the individual brands, as well as on risk management.

The strategic alignment of the corporate Group was decided on by the executive board in close collaboration with the supervisory board. The developments in the respective reporting quarters, the short-term and medium-term -prospects and the long-term growth and earnings strategy were regularly discussed, and checked and scrutinized in the meetings. The supervisory board was very involved in decisions of fundamental importance for the company and obtained holistic information on backgrounds and contexts.

On the basis of the executive board's reports, the supervisory board supported the executive board's work and made decisions on actions requiring approval. Collaboration in this regard between the supervisory board and the executive board was always marked by openness and trust as well as a constructive dialog. As a result of the extensive information provided by the executive board as well as independent audits, the supervisory board was able to completely fulfill its monitoring and advisory role.

Meetings and topics of focus

In the 2015 fiscal year, four regular supervisory board meetings were held – in the months of March (balance sheet meeting for the 2014 annual financial statements), July, October and December. The supervisory board was completely represented at all meetings. In addition to the meetings, there were further resolutions on current topics, for which the written circular procedure was used.

The deliberations focused in particular on the internationalization of business, segment expansion, potential acquisition targets, strategic investments, and the further development of the Group's solution portfolio. The supervisory board requested and discussed detailed reports concerning the individual brand companies and Bluebeam Software, Inc., which is headquartered in Pasadena, USA, and was acquired in 2014. Business performance which deviated from the corresponding annual targets was openly discussed in detail at the supervisory board meetings and jointly analyzed. The acquisition strategy and actual projects were presented by the executive board and decided on in close collaboration with the supervisory board. Opportunities and risks were extensively debated and discussed with the committee. The supervisory board approved all transactions in the reporting year.

The meetings and further discussions outside of the meetings focused on the following additional topics, which were the subject of intensive deliberation and verification:

- ||| Annual financial statements and consolidated financial statements for the 2014 fiscal year
- ||| Proposal on the appropriation of profits
- ||| Invitation and agenda items for the regular annual general meeting for the 2015 fiscal year with proposed resolutions to the annual general meeting
- ||| Executive board and general managers' specification of targets reached in 2014 and release of payment of variable remuneration shares as well as the definition of target agreements for the 2015 fiscal year; nominations for participation in the "Long-Term Incentive Plan" (LTIP)
- ||| Declaration of Conformity in accordance with the "German Corporate Governance Code"
- ||| Strategic alignment of the Nemetschek Group and its internationalization
- ||| Group planning, revenue planning, earning planning and investment planning for 2015
- ||| Implementation and further action for the Nemetschek Group rebranding
- ||| Stock split and the subsequent increase in share capital
- ||| Procedure and status of the conversion of Nemetschek AG into a Societas Europaea (SE)
- ||| Product developments and innovations of the respective brand companies regarding topics such as Open BIM, 5D, collaboration platform and digitalization
- ||| Development of market conditions and competitive situation
- ||| Acquisition strategy, strategic investments and cooperations
- ||| Acquisition, financing and integration of Helsinki-based Solibri Oy
- ||| Sale of 70% interest in Wennigsen-based Glaser -isb cad- Programmsysteme GmbH
- ||| Internal control and early stage risk detection systems, audit and compliance report
- ||| Increase in the forecast for revenue and operating result within the scope of the 9-month report
- ||| Capital market and share price development
- ||| Group planning and investment projects for 2016

Composition of executive board and supervisory board

There were no changes in personnel on the three-man executive board of Nemetschek AG.

As in the previous year, the supervisory board was made up of three members. There were no changes in personnel. The formation of supervisory board committees is not expedient since the supervisory board comprises three members.

Audit of the annual financial statements and consolidated financial statements

On May 20, 2015, the annual general meeting chose auditing firm Ernst & Young GmbH, Munich, for the audit of the individual financial statements and the consolidated financial statements for 2015 as well as the corresponding management report and Group management report. The supervisory board was convinced as to the independence of the auditor and obtained a written declaration from the auditor.

The annual financial statements prepared by the executive board according to the German Commercial Code (HGB), taking into consideration the accounting principles and annual report of Nemetschek AG for the 2015 fiscal year, the consolidated financial statements prepared according to the International Financial Reporting Standards (IFRS), as applicable in the EU, and also according to § 315a Paragraph 1 of the German Commercial Code (HGB), and the consolidated annual report for the 2015 fiscal year have been audited and approved without qualification by auditing firm Ernst & Young GmbH, Munich.

The specified final documents of the AG, the Group and the executive board's proposal on the appropriation of profits as well as the auditor's reports were available to the members of the supervisory board in good time before the balance sheet meeting on March 23, 2016. The auditor took part in the meeting, reported extensively on his auditing activities and the main audit results, explained his audit report and provided detailed answers to all of the supervisory board members' questions.

Taking the auditor's reports into consideration, the supervisory board has examined the annual financial statements, the management report, the consolidated financial statements, and the Group's management report and is convinced of the correctness and completeness of the actual information. The supervisory board concurs with the result of the audit performed by the auditor and has determined, within the scope of its own investigations, that there are no reservations whatsoever to be raised. The supervisory board approved the 2015 financial statements and consolidated financial statements of Nemetschek AG at the balance sheet meeting of March 23, 2016. The 2015 annual financial statements are thus final within the scope of § 172 of the German Stock Corporation Act (AktG).

Dividend

The executive and supervisory boards follow a long-term and sustainable dividend policy. The company will also propose a dividend payment for the fiscal year 2015 to the annual general meeting on May 20, 2016.

Conflicts of interest

In the reporting year, there were no conflicts of interest on the part of the supervisory or executive board members.

Corporate Governance

The supervisory and executive boards were continuously occupied with the principles of good Corporate Governance in the 2015 fiscal year. In March 2016, the supervisory board and executive board submitted an updated Declaration of Conformity as per § 161 of the German

Stock Corporation Act (AktG) and made this permanently available to shareholders via the website of the Nemetschek Group. Nemetschek AG conforms to the recommendations of the Government Commission of the German Corporate Governance Code as per the version of the code published in the Federal Gazette in June 2015 with the exception of the justified deviations specified in the Declaration of Conformity. For further details on this subject, please refer to the Corporate Governance section of the annual report or to the website at: www.nemetschek.com/en/investor-relations.

The Nemetschek Group looks back on a very successful fiscal year, during which new all-time highs were achieved in terms of revenue and operating result. It was even possible to again exceed the targets, which had last been adjusted upwards in October. For the successful 2015 fiscal year, the supervisory board thanks all employees worldwide for their dedication, motivation and high level of personal commitment. Also at this time, the supervisory board would like to thank the executive board and the managing directors of all the brands and express its recognition and great appreciation of their excellent performance.

Munich, March 23, 2016

Kurt Dobitsch
Chairman of the Supervisory Board