

# **ARTICLES OF INCORPORATION**

**of**

## **Nemetschek Aktiengesellschaft**

**I.**

### **General provisions**

**§ 1**

#### **Company and headquarters**

The name of the company of the organization is:

Nemetschek Aktiengesellschaft

The organization is headquartered in Munich.

**§ 2**

#### **Object of the company**

1. The object of the company is the leadership of a group of companies whose activities particularly comprise consulting, research, development, production, purchasing and the sale of information and communication technology products and solutions in the area of design, building and management. The object of the company also includes the founding, acquisition and administration of interests, the provision of services including financing and financial management for entities in which the company is a stakeholder; excluded from this are services which require permission in accordance with the German Banking Act (KWG). Finally, the object of the company is the administration and licensing of brand rights in the business segments specified above.

2. The company is authorized to conduct all business in connection with the object of the company or business which serves this object directly or indirectly. The company can also be active on its own behalf in the business segments specified in Paragraph 1.
3. The company can summarize enterprises in which it has a majority interest under a single management in whole or in part. The company can outsource their operation to associated companies or transfer their operation to associated companies in whole or in part.

### **§ 3**

#### **Financial year**

The financial year is the calendar year.

### **§ 4**

#### **Announcements**

1. The announcements of the company are published in the Federal Gazette unless otherwise required by law.
2. It is also possible to transmit information to the holders of approved bonds of the company by means of electronic media.

## **II.**

### **Nominal capital and shares**

#### **§ 5**

##### **Amount and division of nominal capital, no-par shares**

1. The nominal capital of the company is EUR 38,500,000.00 (in words: thirty-eight million five hundred thousand euros). This is divided into 38,500,000 (in words: thirty-eight million five hundred thousand) no-par shares.
2. The nominal capital of the company amounting to EUR 5,000,000.00 was provided by means of converting the form of business of Nemetschek Programmsystem GmbH. The nominal capital of Nemetschek Programmsystem GmbH in the amount of DM 900,000.00 was provided by means of investment in kind through the contribution of all assets and liabilities of the engineering office of Prof. Dipl.-Ing. Georg Nemetschek, Munich.

#### **§ 6**

##### **Bearer shares, share certificates, authorized capital**

1. The shares of the company are bearer shares.
2. The Executive Board determines the form of the share certificates in coordination with the Supervisory Board. This also applies to bonds and their coupons and certificates of renewal. The company can also issue certificates for several shares (global shares) instead of individual certificates. Shareholders are not entitled to securitization of their shares.
3. In a resolution to increase capital, it is possible to define the entitlement to a dividend of new shares in deviation of § 60 Paragraph 2 Sentence 3 of the German Stock Corporation Act (AktG).

4. Until July 28, 2008, with the consent of the Supervisory Board, the Executive Board is permitted to increase the nominal capital one or more times by issuing new no-par bearer shares in return for cash deposits; however, this increase shall not exceed a maximum total of EUR 1,200,000.00 (in words: one million two hundred thousand euros) (Authorized capital I). With the consent of the Supervisory Board, the Executive Board is permitted to exclude the legal right of subscription of shareholders for large amounts.

With the consent of the Supervisory Board, the Executive Board is further permitted to exclude the legal right of subscription of shareholders up to a proportional amount of the nominal capital of EUR 962.500,00 in total if the new shares are issued at an issue amount which is not considerably less than the price quoted on the stock exchange (§§ 203 Paragraphs 1 und 2, 186 Paragraph 3 Sentence 4 AktG). With the consent of the Supervisory Board, the Executive Board is permitted to define further specifications of the implementation of the corresponding increase in capital; the entitlement to a dividend of the newly issued shares can deviate from § 60 Paragraph 2 Sentence 3 AktG.

5. Until July 28, 2008, with the consent of the Supervisory Board, the Executive Board is permitted to increase the nominal capital one or more times by issuing new no-par bearer shares in return for cash deposits or investments in kind; however, this increase shall not exceed a maximum total of EUR 3,600,000.00 (in words: three million six hundred thousand euros) (Authorized capital II). With the consent of the Supervisory Board, the Executive Board is permitted to exclude the legal right of subscription of shareholders for large amounts. With the consent of the Supervisory Board, the Executive Board is further permitted to exclude the legal right of subscription of shareholders for the issue of new shares in return for an investment in kind if the issue of new shares is for the purpose of the acquisition of companies or of interests in companies and the acquisition is in the well-understood interest of the company. Paragraph 4 Sentence 4 applies accordingly.

### **III. Executive Board**

#### **§ 7 Composition and company management**

1. The Executive Board consists of one or more persons.
2. The members of the Executive Board are appointed by the Supervisory Board for no more than 5 years.
3. The Executive Board must manage the business of the company in compliance with the law, the Articles of Incorporation and – if available – the rules of procedure. The Supervisory Board is able issue rules of procedure for the Executive Board. It has to determine that certain types of business can only be undertaken with its consent.
4. Resolutions of the Executive Board are made by a simple majority. In the case of a tie vote, the vote of the Chairperson is decisive.
5. The Executive Board can request the decision of the annual general meeting in all matters of business management. In the case of § 111 Paragraph 4 S. 3 AktG (Supervisory Board's refusal of consent) as well as in cases of serious matters involving the rights of shareholders, it is required to do so.

#### **§ 8 Representation**

1. If only one Executive Board member is appointed, then this person is the sole representation of the company. If several Executive Board members are appointed, then the company is legally represented by two Executive Board members or by one Executive Board member in collaboration with a General Manager. The Su-

pervisory Board can determine that individual Executive Board members are authorized for representation.

2. By means of a resolution, the Supervisory Board can generally or in specific cases grant one or more Executive Board members authorization to represent the company for the performance of legal transactions as a representative of a third party without limitation.

#### **IV.**

### **Supervisory Board**

#### **§ 9**

#### **Composition and term of office**

1. The Supervisory Board consists of three members. The Supervisory Board can set itself rules of procedure.
2. If the annual general meeting does not decide upon a shorter term for the selection of individual members to be chosen or for the entire Supervisory Board, the Supervisory Board members are appointed by the end of the annual general meeting which decides upon the action for the 4<sup>th</sup> financial year after the beginning of the term of office. The year in which the term of office commences is not counted. A successor for a member leaving office before the end of his term of office is selected only for the remaining term of office of the member leaving.
3. It is possible to select deputy Supervisory Board members for one or more specific Supervisory Board members at the same time as the selection of the regular Supervisory Board members. The deputies will become Supervisory Board members in the order to be defined at the time of their selection in the event that the Supervisory Board members they were chosen to replace leave office prior to the end of their term of office. If deputy members are chosen, then the deputy member takes the place of the regular member leaving for the duration of the remaining term of office of the regular member.

4. Every member and deputy member of the Supervisory Board can leave office with a written declaration made to the Chair of the Supervisory Board or to the Executive Board at any time with a notice period of one month from the end of the month.
5. The Supervisory Board members who are hindered in performing their duties are entitled to authorize third parties to take on these duties in writing within the scope of § 109 Paragraph 3 AktG. The Chair of the Supervisory Board is to be informed of any such authorization before the meeting of the Supervisory Board.

## **§ 10**

### **Declarations of intent of the Supervisory Board**

1. Declarations of intent of the Supervisory Board are made in the name of the Supervisory Board by the Chair or, if the Chair is hindered in doing so, by his deputy.
2. The Chair is the permanent representative of the Supervisory Board vis-à-vis third parties, in particular vis-à-vis courts and government authorities, or his deputy if the Chair is hindered in doing so.

## **§ 11**

### **Chair and deputy**

1. Following the annual general meeting at which the shareholders select the Supervisory Board members, a meeting of the Supervisory Board is held for which written invitations are not required. At this meeting the Supervisory Board selects a Chair and a deputy from among its members. The term of office of the Chair and the deputy corresponds to their term of office in the Supervisory Board unless a shorter term of office as a Supervisory Board member is determined at the time of selection.
2. If the Chair or his deputy leave office before the end of their term, then the Supervisory Board must immediately make a new selection for the remaining term of office of the member leaving.

## **§ 12**

### **The calling of meetings and passing of resolutions**

1. The following provisions apply for the calling of meetings, quorum and the passing of resolutions; provisions which supplement this can be made in the rules of procedure. The Supervisory Board should meet once per calendar quarter and must meet twice per calendar half year.
2. The meetings of the Supervisory Board are called in writing by the Chair of the Supervisory Board two weeks in advance. The day the invitation is sent and the day of the meeting are not included in the calculation of the notice period. In urgent cases, the Chair can shorten the notice period and call the meeting by phone, e-mail or fax. It is also permitted to pass resolutions in writing or by phone outside of the meetings if no member objects to this process by a reasonable deadline determined by the Chair. Resolutions passed by phone are to be confirmed afterwards in writing.
3. The meetings of the Supervisory Board are led by the Chair of the Supervisory Board or, if he is hindered in doing so, by his deputy.
4. Absent Supervisory Board members can participate in voting by giving their vote in writing to other Supervisory Board members. A member also participates in passing resolutions if he abstains from voting. Resolutions require a majority of votes submitted unless otherwise stipulated by law or the Articles of Incorporation. In the case of a tie vote, the vote of the Chair is decisive or, if he is hindered in voting, the vote of his deputy.
5. Minutes of the meetings of the Supervisory Board are to be taken, which are to be signed by the Chair of the meeting. The minutes of resolutions passed in writing, by phone, by e-mail or by fax must be signed by the Chair of the Supervisory Board.



## **§ 13**

### **Changes to the Articles of Incorporation**

The Supervisory Board is authorized to decide upon changes to the Articles of Incorporation which only affect their formulation.

## **§ 14**

### **Remuneration of the Supervisory Board**

1. The members of the Supervisory Board receive a fixed remuneration in the amount of EUR 15,000.00 for every full financial year of their belonging to the Supervisory Board which is due on the day following the annual general meeting at which the action of the Supervisory Board for the financial year in question is decided upon. The Chair of the Supervisory Board receives double this amount, the deputy Chair receives one and a half times this amount. Members of the Supervisory Board who have not been on the Supervisory Board for a full year receive remuneration proportional to the time they have been on the Supervisory Board.
2. In addition to the fixed remuneration as per Paragraph 1 above, the members of the Supervisory Board receive an annual remuneration which is based on the success of the company in the amount of EUR 2,000.00 for every EUR 0.01 by which the diluted earnings per share exceed a minimum amount of EUR 0.225 in the consolidated financial statements in compliance with IAS 33. The variable remuneration is due on the day of the corresponding annual general meeting that decides upon the action of the Supervisory Board for the financial year in question.
3. The members of the Supervisory Board receive reimbursement for all expenses. They are included in a directors' and officers' pecuniary damage liability insurance, which is in the interest of the company and taken out by the company in an appropriate amount for institutions and certain employees of the Nemetschek Group. The premiums for this are paid by the company.
4. The company reimburses every member of the Supervisory Board for the VAT on his earnings.

## **V.**

### **Annual general meeting**

#### **§ 15**

##### **Calling of the annual general meeting**

1. The annual general meeting of the company is held at the company's offices or at the offices of a German securities exchange.
2. The calling of the annual general meeting is made by the Executive Board or, in cases stipulated by law, by the Supervisory Board of the company.
3. Unless shorter notice periods are permissible by law, the annual general meeting is called at least thirty days in advance, during which time the shareholders are to register for the annual general meeting as per § 16.

#### **§ 16**

##### **Participation right and voting right**

1. Those shareholders who have registered for the annual general meeting in accordance with the applicable provisions and have submitted proof to the company of their holding shares in accordance with the applicable provisions are authorized to participate in the annual general meeting and exercise their voting rights.
2. The proof of holding shares must refer to the applicable reporting date and is to be made in text form in German or English (§ 126b of the German Civil Code (BGB)).
3. Every no-par share is equivalent to one vote at the annual general meeting. In accordance with the applicable provisions, the voting right can be exercised by a party who has been granted power of attorney.

4. The Executive Board is permitted to also accommodate shareholders who do not attend the annual general meeting so that they can submit their votes in writing or by means of electronic communication (absentee votes). The Executive Board is also permitted to determine provisions concerning the process. These will be announced when the annual general meeting is called.

## **§ 17**

### **Chairing of meetings**

1. The Chair of the annual general meeting is the Chair of the Supervisory Board or, if he is hindered in doing so, his deputy or another member of the Supervisory Board to be determined by the Supervisory Board.
2. The Chair leads the meetings, determines the order in which the agenda items are gone through and decides upon the form of voting. He can impose appropriate time restrictions on the rights of the shareholders to speak and ask questions. In particular, he can specify at the beginning of the meeting or during the meeting the timeframe of the meeting, of the discussion of individual agenda items and of the individual contributions and questions.

## **§ 18**

### **The passing of resolutions and voting**

1. The resolutions of the annual general meeting are passed with a simply majority of the votes submitted unless otherwise subject to legal provisions. If, in addition, the law specifies a majority of the nominal capital represented for passing a resolution, the simple majority of the nominal capital represented is sufficient for passing a resolution if this is permissible by law.
2. In the case of a tie vote, with the exception of elections, a request is deemed denied.

3. If, in the case of elections, a simple majority of the votes is not reached in the first round of voting, a run-off is held between the persons who received the highest number of votes.

## **§ 19**

### **Regular annual general meeting**

1. The regular annual general meeting takes place in the first eight months of every financial year.
2. It decides in particular upon the action of the Executive and Supervisory Boards concerning the appointment of the members of the Supervisory Board, concerning the appropriation of the balance sheet profit and, in the cases provided for by law, concerning the promulgation of the annual financial statements.

## **VI.**

### **Annual financial statements, appropriation of profits**

#### **§ 20**

##### **Annual report, annual financial statements**

1. The Executive Board must, as this corresponds to the due course of business, prepare the annual financial statements (balance sheet and income statement plus notes) and if required the management report within the first three months after the end of a financial year in compliance with the provisions of §§ 242 ff of the German Commercial Code (HGB) and present them to the auditor. Immediately after receipt of the auditor's report, the Executive Board must present the annual financial statements, the management report of the Executive Board and the auditor's report to the Supervisory Board together with a proposal for the appropriation of the balance sheet profit.
2. The Supervisory Board is to appraise the annual financial statements, the management report of the Executive Board and the proposal for the appropriation of the balance sheet profit and report the results of its appraisal to the annual general meeting in writing. It must forward its report to the Executive Board within a month of receiving the documents. If, after appraisal, the Supervisory Board approves the annual financial statements, these are promulgated.
3. Immediately after receipt of the report of the Supervisory Board, the Executive Board is to call the regular annual general meeting. Once the meeting has been called, the annual financial statements, the management report of the Executive Board, the report of the Supervisory Board and the proposal of the Executive Board for the appropriation of the balance sheet profit are to be made available to the shareholders for viewing in the offices of the company.

## **§ 21**

### **Appropriation of the balance sheet profit, reserves**

1. The balance sheet profit resulting from the annual financial statements after consideration of depreciation, amortization, impairment losses, provisions and reserves, is divided among the shareholders unless another appropriation is decided upon by the annual general meeting. The annual general meeting can also decide upon a dividend in kind instead of or in addition to a cash dividend.
2. After the end of a financial year, with the consent of the Supervisory Board, the Executive Board can pay out an interim dividend to the shareholders within the scope of § 59 AktG.
3. If the Executive and Supervisory Boards promulgate the annual financial statements, then they can place up to half of the net income for the year in another revenue reserve provided that the other revenue reserves do not exceed or did not exceed half of the nominal capital after placement.

## **VII.**

### **Final provisions**

## **§ 22**

### **Conversion expense**

The company bears the conversion expense in the amount of DM 90,000.00 plus the applicable VAT.

**- End of the Articles of Incorporation -**