

Declaration of conformity in accordance with § 161 of the German Stock Corporation Act (AktG) dated March 2015

In accordance with § 161 of the German Stock Corporation Act (AktG), the executive board and supervisory board of Nemetschek AG declare that the recommendations of the “Government Commission of the German Corporate Governance Code”, version dated June 24, 2014, published in the official part of the Federal Gazette on September 30, 2014, (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 3.8 Clause 3). Nemetschek AG does not believe that excess insurance would increase the motivation and sense of responsibility of the members of the supervisory board.
- For the specification of executive board remuneration, the supervisory board made no vertical comparison of remuneration at the level of Nemetschek AG, as recommended by Code Item 4. 2. 2 Clause 2. As a holding company, Nemetschek AG does not offer any appropriate standards of comparison for either upper management circles or staff as a whole. Nevertheless, the supervisory board – as in the past – used the remunerations of the heads of the most important product organizations as a standard of comparison on which to base its remuneration decisions.

The variable short-term incentive plan does stipulate upper limits, which however are not always expressed as a fixed amount but as a percentage of a fixed amount. Based on the Code and its justification, it is not possible to clearly determine whether this is still in compliance with the Code. In this respect, a deviation is declared with reference to Code Item 4.2.3 Clause 2. Ultimately, the executive board employment contracts do not stipulate upper limits in terms of amount for the total remuneration (Code Item 4. 2. 3 Clause 2). Nemetschek AG is not of the opinion that this is required in the case of the existing remuneration system. If the amount of variable incentive plans is limited, this also applies for the total remuneration to be achieved.

The executive board employment contract of Dr. Tobias Wagner, terminated as of March 31, 2014, did not contain a severance payment cap due to the interim nature of his activities (Code Item 4. 2. 3 Clause 4). The same applies for the contracts of executive board members Viktor Várkonyi and Sean Flaherty due to the comparatively low remuneration.

- An age limit for members of the executive board and the supervisory board has not been defined explicitly and is not currently planned (Code Items 5.1.2 Clause 2 and 5.4.1 Clause 2) Such an age limit would generally restrict the company in its selection of suitable members of the executive board and the supervisory board. With regard to the composition of the executive board, supervisory board and further management circles, the individual’s experience, skills and knowledge are of primary importance to the company (Code Items 4.1.5 , 5.1.2 Clause 1 and 5.4.1 Clause 2). In contrast, the supervisory board and, with reference to Code Item 4.1.5, the executive board regard diversity criteria as less important, even if these are expressly welcomed – as are the associated efforts toward an appropriate representation of women.

In view of the fact that the company's supervisory board has only three members, the supervisory board did not specify any defined targets for its composition (Code Item 5.4.1 Clause 2). Consequently, such objectives are not published in the Corporate Governance Report (Code Item 5.4.1 Clause 3). The supervisory board will however come to an agreement as to suitable candidates for the next supervisory board elections in good time.

- The Code's recommendation on the formation of qualified committees of the supervisory board is not followed (Code Item 5.3), as the supervisory board has only three members. The tasks for which the Code recommends the formation of such committees are all performed by the supervisory board of Nemetschek AG.
- The members of the supervisory board receive performance-related and fixed remuneration. This is based on the consolidated earnings per share (diluted earnings per share in accordance with IAS 33) and furthermore does not have special components to account for the company's long-term development (Code Item 5.4.6 Clause 2). The existing remuneration system has worked well for quite some time, without any indication that the short-term success of the company has been at the expense of the company's long-term development.

Munich, March 20, 2015

Patrik Heider
Spokesman of the Executive Board and CFOO

Kurt Dobitsch
Chairman of the Supervisory Board