

Declaration of Conformity in accordance with § 161 of the German Stock Corporation Act (AktG) dated March 2016

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 May 15, 2015, with the resolutions resulting from the plenary session of May 5, 2015, published in the official part of the Federal Gazette on June 12, 2015, (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 contracts of executive board members Viktor Várkonyi and Sean Flaherty, which are valid until December 31, 2016, do not stipulate a severance payment cap due to the comparatively low level of remuneration (Code Item 4.2.3 Clause 4). In case of renewal or the conclusion of new executive board contracts, it is planned that appropriate caps are to be agreed upon.

- 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 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.

In view of the fact that the company's supervisory board only has three members, the supervisory board did not specify any defined targets for its composition, nor did it specify any defined limit for the duration of the term of office on the supervisory board (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, and in so doing consider the aspects specified in the Code including the duration of the term of office on the supervisory board.

- 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 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 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 detecting any tendency that the short-term success of the company has been at the expense of the company's long-term development.

Munich, March 20, 2016

For the Executive Board

Patrik Heider
Spokesman of the Executive Board

For the Supervisory Board

Kurt Dobitsch
Chairman of the Supervisory Board