

## **Declaration of Conformity in accordance with § 161 of the German Stock Corporation Act (AktG) dated March 2017**

In accordance with § 161 of the German Stock Corporation Act (AktG), the executive board and supervisory board of Nemetschek SE declare that the recommendations of the “Government Commission of the German Corporate Governance Code”, version dated May 5, 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, (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 SE 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 SE, as recommended by Code Item 4.2.2 Clause 2. As a holding company, Nemetschek SE 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. 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 SE 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.

- 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.
- 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 consists of only three members, including the company founder, Prof. Georg Nemetschek. The members of the supervisory board have a great deal of experience and perform their official duties in the interests of the company in the long term with proven success. The

supervisory board sees continuity on the supervisory board as an advantage. In the event that the supervisory board requires new members, the supervisory board shall come to an informal agreement as to suitable candidates while taking the aspects specified in the Code into consideration.

- 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 SE.
- 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. Nevertheless, it is planned that the supervisory board remuneration is to be changed to a purely fixed remuneration to be effective as of the beginning of the current 2017 financial year, and to announce a corresponding proposal for resolution to this year's annual general meeting.

Munich, March 20, 2017

For the Executive Board

Patrik Heider  
Spokesman of the Executive Board

For the Supervisory Board

Kurt Dobitsch  
Chairman of the Supervisory Board