

Declaration of conformity in accordance with § 161 of the Stock Corporation Act, dated March 17, 2010

In accordance with § 161 of the Stock Corporation Act, the managing board and supervisory board of Nemetschek AG declare that the recommendations of the "Government Commission of the German Corporate Governance Code", version dated June 18, 2009, published in the official part of the electronic Federal Gazette on August 5, 2009, (hereinafter "Code"), have been and are being met, though with the following exceptions:

- The D & O insurance does not include excess insurance for board members (Code Item 3.2 Clause 2). Nemetschek AG does not believe that excess insurance would increase the motivation and sense of responsibility of the members of the managing board and supervisory board. To meet the statutory provisions set forth in the VorstAG (German Act on the Appropriateness of Managing Board Remuneration), the D & O insurance for the managing board has, however, been changed and provides for adequate excess insurance for the managing board as of July 1, 2010. As for D & O insurance for the supervisory board, no excess insurance has been agreed on for the members of the supervisory board for the reasons listed above.
- The managing board of Nemetschek AG consists of only one person (Code Item 4.2.1). The managing board and supervisory board believe that neither the organizational structure of the Nemetschek Group nor the focus of Nemetschek AG on holding tasks and group control necessarily requires a managing board with several people. Moreover, an Executive Council has been established within the Nemetschek Group to provide support for the managing board. The Council is made up of the managing board and the managing directors of the most important product organizations. Its task is to define and implement the strategic orientation of the group.
- According to Code Item 4.2.3 Clause 2 the remuneration structure for the managing board should be based on the overall corporate development over the long term. The variable portions of the remuneration package should take into account both positive and negative developments. These and the other provisions set forth in the VorstAG, insofar as these provisions had not already been taken into account in the existing contracts with the managing board, were implemented as a long-term incentive plan, which was passed in October 2009.
- The employment contract of the managing board does not include a severance payment cap (Code Item 4.2.3 Clause 4). The new managing board contract, which came into effect at the beginning of 2010, is valid for three years. The supervisory board is of the view that the short contract period of three years in itself offers adequate protection against unreasonable severance payments, which is why a separate severance payment cap was not agreed on.
- An age limit for members of the managing board and the supervisory board has not been defined explicitly and is not currently planned (Code 5.1.2 Clause 2 and 5.4.1). Such age limit would generally restrict the company in its selection of suitable members for the managing board and the supervisory board. Members are selected solely on the basis of technical competence and necessary experience, taking into account the company's international activities and diversity.
- The code recommendation on the formation of qualified committees 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 Aktiengesellschaft.
- Deviating from Code Item 5.4.3, the managing board of Nemetschek Aktiengesellschaft applied for the official appointment of a member of the supervisory board in February 2008 and requests that an unlimited official appointment be filled by the next AGM. The reason for this was that the supervisory board member concerned had already been elected by the AGM 2007 for a full term and merely left the supervisory board temporarily due to illness.

Munich, March 17, 2010
Nemetschek Aktiengesellschaft

Managing Board and Supervisory Board