

Declaration of Compliance pursuant to Art.161 AktG (German Stock Corporation Act) for 2005:

The Managing Board and Supervisory Board of Nemetschek Aktiengesellschaft declare, pursuant to s. 161 German Stock Corporation Act ("AktG"), that the company has complied and will comply with the recommendations of the German Corporate Governance Code, as published in the electronic Federal Bulletin on July 4, 2003, since its last Declaration of Conformity on May 18, 2004, with the following exceptions:

- The D&O insurance does not include a deductible for board members (Code 3.8, para. 2). Nemetschek Aktiengesellschaft does not believe that such deductible would improve the motivation and responsibility of the members of the Managing Board and the Supervisory Board.
- The Managing Board participates in the stock-option program and, therefore, receives variable compensation with certain risk elements and long-term incentive effect. This stock-option program does not provide for limits on extraordinary, unforeseen developments (caps) (Code 4.2.3, para. 2).
- The compensation received by members of the Managing Board is shown in the notes to the consolidated financial statements, broken down according to fixed and performance-based components as well as components with long-term incentive effect. No individualized publication of the compensation of members of the Managing Board and the Supervisory Board has been made yet, but such publication is planned for the annual report 2005 (Code 4.2.4).
- 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, para. 2, and 5.4.1). Such age limit would generally restrict the company in its selection of suitable members of the Managing Board and the Supervisory Board. Members are selected solely on the basis of technical competence and necessary experience. As a result, the company has decided not to follow this recommendation.
- The recommendation of the Code regarding the formation of committees with sufficient expertise (Code 5.3) is not followed either, because the Supervisory Board comprises only three members. The tasks for which the Code recommends the formation of such committees are all performed by the Supervisory Board of Nemetschek Aktiengesellschaft.
- The compensation of members of the Supervisory Board has been defined under the company's bylaws. The Chair and Deputy Chair receive higher compensation. At this point, there is no performance-based compensation. Pursuant to the recommendation of the Corporate Governance Code, a system of performance-related compensation will be proposed to this year's Annual General Meeting, which will also contain components based on the long-term performance of the company (Code 5.4.5, para. 2).
- The consolidated financial statements will be published within 90 days of the end of the financial year; interim reports, within 60 days of the end of the reporting period. As a rule, it is impossible to publish interim reports within 45 days of the end of the reporting period due to the extensive structure of the group, the need for translating these reports and the subcontracting of external service providers to prepare the documents (Code 7.1.2).

Munich, on May 17, 2005

Managing Board and Supervisory Board of Nemetschek AG