

## **Declaration of Conformity in Accordance with § 161 of the German Stock Corporation Act (AktG) dated March 2013**

In accordance with § 161 of the German Stock Corporation Act (AktG), 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 May 15, 2012, published in the official part of the electronic Federal Gazette on July 15, 2012, (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 3.2 Clause 2). Nemetschek AG does not believe that excess insurance would increase the motivation and sense of responsibility of the members of the supervisory board.
- From January to April 2012, the managing board of Nemetschek Aktiengesellschaft consisted of just one person (Mr. Tim Alexander Lüdke) and since October 20, 2012 until further notice, it has again consisted of just one person (Ms. Tanja Tamara Dreilich) (Code Item 4.2.1). The managing board and supervisory board believe that the organizational structure of the Nemetschek Group and the focus of Nemetschek AG on holding tasks and group control does not call for a managing board with several people. In addition, a Corporate Strategy Committee has been established within the Nemetschek Group to support the board. This committee is made up of the board and the heads of the most important product organizations and has the task of defining and implementing the Group’s strategic alignment.
- Code Items 5.1.2 Clause 2 and 5.4.1 Clauses 2 and 3 are not followed. An age limit for members of the managing board and the supervisory board has not been defined explicitly and is not currently planned. Such age limit would generally restrict the company in its selection of suitable members of the managing board and the supervisory board. With regard to the composition of the supervisory board, the individual’s experience, skills and knowledge are of primary importance to the company. In contrast, the supervisory board regards 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 is of the opinion that it does not make sense to specify defined targets for its composition in a manner which has no connection to the time of the next supervisory board elections (Code Item 5.4.1 Clause 2). Consequently, such objectives are not published in the Corporate Governance Report. 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 Aktiengesellschaft.
- 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 tendency that the short-term success of the company has been at the expense of the company's long-term development.

Munich, March 21, 2013

Nemetschek Aktiengesellschaft

Tanja Tamara Dreilich

Executive Board

Kurt Dobitsch

Chairman of the Supervisory Board