



We are pleased to invite all of our shareholders to the annual general meeting of Nemetschek Aktiengesellschaft, headquartered in Munich, to be held on Tuesday, May 20, 2014, at 10:00 o'clock, at the conference center of the Hanns Seidel Foundation, Franz Josef Strauß-Saal, Lazarettstraße 33, 80636 Munich

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I. Agenda

- 1. Submission of the promulgated annual financial statements, the approved consolidated financial statements, the management reports of Nemetschek Aktiengesellschaft and the Group, the explanatory report of the executive board on the information in accordance with § 289 Para. 4 and § 315 Para. 4 of the German Commercial Code (HGB) as well as the report of the supervisory board for the 2013 financial year**

The supervisory board approved the annual financial statements and consolidated financial statements prepared by the executive board as per § 172 of the German Stock Corporation Act (AktG) on March 20, 2014, and thus promulgated the annual financial statements. Therefore, a resolution of the annual general meeting on the promulgation is dispensed with. The documents specified under ITEM 1 of the agenda are explained at the annual general meeting by the executive board and – with reference to the report of the supervisory board – by the chairman of the supervisory board.

2. Resolution on the use of the balance sheet profit

The executive board and supervisory board propose to use the balance sheet profit of Nemetschek Aktiengesellschaft arising from the 2013 financial year past in the amount of EUR 63,059.122.95 as follows:

Payment of dividends in the amount of EUR 1.30 per bearer share entitled to a dividend	EUR 12,512,500.00
Profit carried forward	EUR 50,546,622.95

3. Resolution on approving the action of the executive board for the 2013 financial year

The executive board and supervisory board propose to approve the action of the executive board for the 2013 financial year.

4. Resolution on approving the action of the supervisory board for the 2013 financial year

The executive board and supervisory board propose to approve the action of the members of the supervisory board in office during the 2013 financial year for this financial year.

5. Choice of auditor for the 2014 financial year

The supervisory board proposes that the Ernst & Young GmbH auditing firm, Munich, be selected as the auditors and group auditors for the 2014 financial year.

6. Resolution on the authorization for the purchase and for the use of treasury shares as well as for the exclusion of the subscription rights

According to § 71 Para. 1 No. 8 AktG, the company requires a special authorization by the annual general meeting for the purchase and for the use of its treasury shares, to the extent not expressly permitted by law. Since the authorization adopted on May 26, 2010 by the annual general meeting expires in May 2015, the authorization is to be extended for five years by this year's annual general meeting.

The executive board and supervisory board propose the following resolution:

- 6.1 The company is empowered to purchase up to 962,000 treasury shares by May 19, 2019, either once or several times, which is almost 10% of the current nominal capital, in full or in part, in compliance with the following conditions. At no time may the shares acquired on the basis of this authorization together with other shares of the company which the company has already purchased and still holds or which are attributable to it in accordance with §§ 71a et seq. AktG constitute more than 10% of its share capital. The authorization may not be used for the purpose of trading treasury shares.

This authorization replaces the authorization adopted by the annual general meeting of Nemetschek Aktiengesellschaft on May 26, 2010 as Item 6 of the agenda, concerning the acquisition of treasury shares, which is hereby cancelled to the extent it is not exercised.

- 6.2 The shares are purchased, as opted by the executive board, via the stock exchange or by way of a public offer addressed to all the company's shareholders.
- a) If the shares are purchased on the stock exchange, the purchase price of a Nemetschek share (excluding incidental acquisition costs) may not exceed or fall below the average closing price in the last five days of trading prior to the obligation to purchase them on the electronic exchange (Xetra – or a representative, comparably functioning successor system) by more than 10%.
 - b) If a public purchase offer is made, the offer price for a Nemetschek share (excluding incidental acquisition costs) may not exceed or fall below the average closing price on the Xetra exchange over the five days of trading prior to publication of the purchase offer by more than 10%. If the total number of shares tendered exceeds the volume of the purchase offer, shares will be subscribed on the basis of the relative quotas. Preferential subscription to small numbers of shares may be allowed, up to a maximum of 100 shares in the company offered for sale per shareholder of the company.
- 6.3 The executive board is empowered to use the treasury shares purchased pursuant to this authorization for any legally permitted purpose, in particular also for the following purposes:
- a) With authorization by the supervisory board the shares may be offered as consideration for the acquisition of entities, investments in entities or parts of entities.
 - b) The shares may be redeemed with the approval of the supervisory board, without any further resolution of the annual general meeting being required for the redemption or the execution of the redemption to take effect. Redemption leads to a reduction in capital. The executive board may alternatively decide that the share capital remains unchanged on redemption and is increased instead by the inclusion of the proportion of other shares within share capital in accordance with § 8 Para. 3 AktG. The executive board is authorized in this case to adjust the number of shares in the articles.
- 6.4 The subscription rights of the shareholders on these treasury shares is excluded to the extent that these are exercised in accordance with the above-mentioned authorization under Item 6.3 lit. a) of the agenda.

7. Resolution on the amendment of § 2 Para. 1 Sentence 2 of the articles

§ 2 Para. 1 Sentence 2 of the articles currently states that:

“The object of the company also includes the founding, acquisition and administration of interests, the provision of services including fi-

ancing and financial management for entities of the Group led by the company; excluded from this are services which require permission in accordance with the German Banking Act (KWG).”

The existing arrangement does not permit the provision of services including financing for entities in which the company is a stakeholder but which are not subject to the Group management of the company. In individual cases, this can lead to an undesired restriction of the company’s freedom to act. In particular, it may be wise to take on only a minority holding in the acquisition of interests, but nevertheless offer further services for the target entity, especially coupling the acquisition of the interest with further financing contributions in the form of debt capital or mezzanine capital (loans, convertible loans, etc.), which can be converted to equity if the interest is increased at a later point in time. The company can consequently make decisions with greater flexibility as to how and to what extent it wants to be a stakeholder in an entity.

The executive board and supervisory board propose the following change to

§ 2 Para. 1 Sentence 2 of the articles:

“The object of the company also includes the founding, acquisition and administration of interests, the provision of services including financing and financial management for entities in which the company is a stakeholder; excluded from this are services which require permission in accordance with the German Banking Act (KWG).”

8. Resolution on the approval of two change agreements concerning existing profit and loss transfer agreements

The following profit and loss transfer agreements exist between Nemetschek AG as the controlling enterprise and subsidiaries with the legal form of GmbH (limited liability company) as controlled entities:

- Profit and loss transfer agreement of November 19, 2002 with Nemetschek Frilo GmbH (formerly Friedrich + Lochner GmbH), Stuttgart;
- Profit and loss transfer agreement of June 16, 2003 with Nemetschek Allplan Systems GmbH (formerly Nemetschek Entwicklung GmbH), Munich.

In April 2014, Nemetschek AG and the subsidiaries participating in the specified profit and loss transfer agreements as contractual parties concluded change agreements regarding provisions for the transfer of losses. As a result of these changes, it is to be clarified that the references to the legal provisions governing the transfer of losses as per § 302 AktG which are contained in the agreements to date always refer to the latest valid version of § 302 AktG. The reason for the clarification is the law on changing and simplifying corporate taxation and the tax-related travel expense cost law of February 26, 2013. Accordingly, profit and loss transfer agreements with a GmbH as a

controlled company are to contain this type of dynamic reference to the currently valid version of § 302 AktG in future. No other changes are provided for in the change agreements.

The respective change agreements contain the following main points:

- Nemetschek AG is obliged to accept the transfer of losses of the respective subsidiaries in accordance with the provisions of the currently valid version of § 302 AktG.
- All other contents of the profit and loss transfer agreements remain unchanged.

The change agreements do not go into effect until they are approved at the annual general meeting of Nemetschek AG, approved at the shareholders' meeting of the respective subsidiary and then entered in the commercial register of the respective subsidiary.

The executive board of Nemetschek AG and the general managers of the participating subsidiaries each submitted a joint report as per §§ 295 Para. 1 Sentence 2, 293a AktG, in which the change agreements were explained and justified. The joint reports together with the further documents for publication are available for online viewing under www.nemetschek.com/HV2014 starting on the day the annual general meeting is called. All of the documents for publication are also available for viewing at the annual general meeting.

It is possible to forgo auditing by a contract auditor as per § 293b Para. 1, 2nd half of sentence AktG with reference to the two change agreements since all of the shares of the two subsidiaries are held by Nemetschek AG.

The executive board and supervisory board propose the approval of:

- a) The change agreement regarding the profit and loss transfer agreement with Nemetschek Frilo GmbH,
- b) The change agreement regarding the profit and loss transfer agreement with Nemetschek Allplan Systems GmbH

It is planned that the approval regarding the two change agreements is to be voted on separately.

II. Report of the executive board

Report of the executive board regarding Item 6 of the agenda on the authorization for the purchase and for the use of treasury shares as well as for the exclusion of the subscription rights

The executive board and the supervisory board propose to the annual general meeting that the executive board be authorized to purchase and use treasury shares. It is to be possible to exclude the subscription rights of the shareholders for the use of treasury shares as consideration for the acquisition of entities, investments in entities or parts of entities.

The executive board submits the following report on this subject as per § 186 Para. 4 Sentence 2 AktG:

An exclusion of subscription rights, which the executive board can resolve upon with the approval of the supervisory board, may be necessary if treasury shares are to be used as consideration for the acquisition of entities, investments in entities or parts of entities.

The executive board analyzes opportunities to acquire other entities, parts of entities or investments in entities at that point in time. For this it may be wise to use treasury shares as the acquisition currency instead of or in addition to cash. This is occasionally required by the sellers. In order to be able to act in the case of acquisition opportunities, it may be necessary for the company to have treasury shares. Such acquisition decisions must typically be made at very short notice, which means that it is not possible to involve the annual general meeting in advance.

Since the shares are only granted to the seller of the entity, investment in the entity or part of the entity respectively, it must be possible to exclude the subscription rights of the shareholders.

The executive board will carefully analyze whether to use treasury shares with the exclusion of subscription rights in each individual case when an acquisition opportunity arises. This will only be the case if the acquisition against shares of the company is in the acknowledged interest of the company.

Moreover, the executive board is to be authorized to redeem treasury shares of the company with the approval of the supervisory board without the redemption or the execution of the redemption requiring a further resolution of the annual general meeting. Redemption may either be effected in such a manner that the capital stock of the company is reduced or, without reducing the capital stock, by reallocating to the remaining shares that part of the capital stock which is attributable to the redeemed shares. The rights of the shareholders will in no way be impaired in either of the two above-mentioned cases.

If the executive board makes use of the authorizations described, it will report on the details of its action at the next annual general meeting.

III. Further information on calling the annual general meeting

1. Total number of shares and voting rights

Of the total of 9,625,000 bearer shares of the company issued, each of which grants one voting right, 9,625,000 bearer shares entitle the holders to participate and vote at the time this annual general meeting is called. The company holds no treasury shares at the time the annual general meeting is called.

2. Participation in the annual general meeting and exercising voting rights

Shareholders who present proof of their share ownership upon registering with the company are authorized to participate in the annual general meeting and exercise their voting rights. The proof of share ownership must be in reference to the start (midnight) of April 29, 2014 (record date). The proof of share ownership must be in writing (§ 126b of the German Civil Code (BGB)) and must be composed in German or English. The registration and the proof of ownership of shares must be submitted to the company no later than the end of May 13, 2014 (midnight) at the following address authorized for their receipt:

Nemetschek AG
c/o UniCredit Bank AG
CBS51GM
80311 Munich
Telefax: +49 (0)89 5400-2519
E-mail: hauptversammlungen@unicreditgroup.de

Shareholders wishing to take part in the annual general meeting are requested to notify their custodian bank in good time so that the bank can send the registration and proof of share ownership to the registration office which issues the admissions for the annual general meeting.

In relation to the company, participation in the annual general meeting and the exercising of voting rights as a shareholder is reserved for those who have submitted proof of entitlement to participate in the annual general meeting and/or exercise voting rights. This means that shareholders who acquired their shares after the record date are not permitted to participate in the annual general meeting. Shareholders who sell their shares or otherwise transfer them are, in relation to the company, entitled to participate in the annual general meeting as well as to exercise their voting rights – provided that registration and submission of proof of share ownership are carried out in good time. The record date has no effect on the shares' salability and/or transferability (in whole or in part). The record date is not relevant for the entitlement to a dividend.

3. Voting representatives

We point out that it is possible for a proxy, or a bank or shareholders' association, to exercise the voting right on the shareholder's behalf. The granting, revocation and

proof of power of attorney vis-à-vis the company must be made in writing. § 135 AktG remains unaffected. For the authorization of banks, shareholders' associations or other institutions or persons that are equivalent as per § 135 AktG, special particulars are to be observed which must be asked of the party to be granted power of attorney.

Furthermore, we offer to grant power of attorney to voting representatives for our shareholders. These voting representatives are appointed by the company and bound by instructions. Power of attorney is to be granted in writing. If the voting representatives appointed by the company are granted power of attorney, the shareholder must provide instructions as to how the voting right is to be exercised. The voting representatives appointed by the company are required to vote according to the instructions they are given. Even if granted power of attorney, they are only authorized to exercise voting rights if there are express instructions concerning the individual items of the agenda. Shareholders wishing to make use of this option and grant power of attorney to the voting representatives appointed by the company are requested to use the power of attorney form which is sent to the shareholders together with the admission.

Power of attorney granted in writing to the voting representatives appointed by the company prior to the annual general meeting and written instructions must be submitted to the company to the address specified in Section 6 or sent to the e-mail address or fax number also specified in that section. In order to make organization easier, it is requested that, in the case of the granting of power of attorney to the voting representatives appointed by the company, the power of attorney and instructions be submitted by May 16, 2014 if possible.

Forms for granting power of attorney and instructions for our shareholders are also available online under www.nemetschek.com/HV2014; it is also possible to request the forms free of charge from the company using the address specified in Section 6.

4. Available documents

The following documents are published online under www.nemetschek.com/HV2014 on the day the annual general meeting is called:

Concerning Item 1 of the agenda

- The annual financial statements of Nemetschek Aktiengesellschaft, consolidated financial statements, explanatory reports of Nemetschek Aktiengesellschaft and the Group;
- The explanatory report of the executive board on the information in accordance with § 289 Para. 4 and § 315 Para. 4 of the German Commercial Code (HGB);
- The report of the supervisory board.

Concerning Item 2 of the agenda

- The proposal of the executive board for the use of the balance sheet profit of the 2013 financial year.

Concerning Item 6 of the agenda

- The report of the executive board.

Concerning Item 8 of the agenda

- The change agreement of April 2, 2014 on the profit and loss transfer agreement between Nemetschek Aktiengesellschaft and Nemetschek Frilo GmbH of November 19, 2002;
- The profit and loss transfer agreement between Nemetschek Aktiengesellschaft and Nemetschek Frilo GmbH (formerly Friedrich + Lochner GmbH) of November 19, 2002;
- The joint report of the executive board of Nemetschek Aktiengesellschaft and the management of Nemetschek Frilo GmbH on the change agreement of April 2, 2014;
- The joint report of the executive board of Nemetschek Aktiengesellschaft and the management of Nemetschek Frilo GmbH (formerly Friedrich + Lochner GmbH) on the profit and loss transfer agreement of November 19, 2002;
- The change agreement of April 2, 2014 on the profit and loss transfer agreement between Nemetschek Aktiengesellschaft and Nemetschek Allplan Systems GmbH of July 16, 2003;
- The profit and loss transfer agreement between Nemetschek Aktiengesellschaft and Nemetschek Allplan Systems GmbH (formerly Nemetschek Entwicklung GmbH) of June 16, 2003;
- The joint report of the executive board of Nemetschek Aktiengesellschaft and the management of Nemetschek Allplan Systems GmbH on the change agreement of April 2, 2014;
- The joint report of the executive board of Nemetschek Aktiengesellschaft and the management of Nemetschek Allplan Systems GmbH (formerly Nemetschek Entwicklung GmbH) on the profit and loss transfer agreement of June 16, 2003;
- The annual financial statements and explanatory reports of Nemetschek Aktiengesellschaft, plus the annual financial statements of Nemetschek Frilo GmbH and Nemetschek Allplan Systems GmbH for the 2013, 2012 and 2011 financial years.

When the annual general meeting is called, the above-mentioned documents will also be available to the shareholders for viewing at the offices of the company at Konrad-Zuse-Platz 1, 81829 Munich. In addition, the above-mentioned documents will be available at the annual general meeting. Upon request, every shareholder will be given a copy of the above-mentioned documents free of charge and without delay.

The documents concerning Item 8 of the agenda are also available for viewing – depending on whether they are relevant for the company in question – in the offices of

Nemetschek Frilo GmbH, Stuttgarter Straße 36, 70469 Stuttgart, and Nemetschek Allplan Systems GmbH, Konrad-Zuse-Platz 1, 81829 Munich.

5. Notes on the amendments proposed as per § 122 Para. 2 AktG

Shareholders, whose shares together amount to a twentieth of the company's capital stock, which corresponds to 481,250 bearer shares, can request that items be placed on the agenda and announced. A justification or resolution must be submitted with every new item. Shareholders achieving the quorum of a twentieth of the capital stock must prove that they have been in possession of the shares for at least three months prior to the day of the annual general meeting, i.e. since at least February 19, 2014, and that they will hold the shares until the executive board makes a decision regarding the request. Express reference is herewith made to specific calculation methods according to § 70 AktG, which are used to determine the calculation of these three months.

The request must be received by the executive board of the company by the end of April 19, 2014 (midnight) in writing or electronically as per §§ 126 Para. 3, 126a BGB (e.g. by e-mail with specification of the name of the requester with a qualified electronic signature) at the following address:

Executive board of NEMETSCHEK Aktiengesellschaft
Konrad-Zuse-Platz 1
81829 Munich, Germany

E-mail: hauptversammlung@nemetschek.com

Amendments to the agenda which are to be announced – unless they have already been announced when the annual general meeting is called – are announced in the Federal Gazette without delay after receipt of the request and transmitted to such media for publication which can be assumed to distribute the information throughout the entire European Union. They are also published under www.nemetschek.com/HV2014.

6. Instructions, inquiries, applications and election proposals by shareholders

At the annual general meeting, every shareholder is entitled to make a countermotion in response to a proposal made by the executive board and/or supervisory board regarding a specific item of the agenda and/or make an election proposal as per § 127 AktG (see Item 5 of the agenda, Choice of auditor). Countermotions must include a justification.

Instructions for the voting representatives appointed by the company, inquiries, countermotions as per § 126 AktG and election proposals as per § 127 AktG are to be submitted solely to:

NEMETSCHEK Aktiengesellschaft
Investor Relations
Konrad-Zuse-Platz 1
81829 Munich, Germany

Telefax: +49 (0)89 92793-4229
E-mail: hauptversammlung@nemetschek.com

We will immediately publish counter motions and election proposals received at this address by no later May 5, 2014 (midnight) as well as any statements of the administration. Applications or election proposals addressed otherwise will not be considered.

7. Notes on the shareholder's right to demand information as per § 131 Para. 1 AktG

At the annual general meeting, upon request, the executive board is to provide every shareholder with information concerning the affairs of the company including the legal or commercial relationships to associated entities as well as concerning the position of the Group and of the entities included in the consolidated financial statements inasmuch as this information is required for due assessment of an item of the agenda.

8. Publications on the website of the company

The calling of the annual general meeting, documents and shareholders' applications to be made available, more detailed explanations concerning the shareholders' rights according to § 122 Para. 2, § 126 Para. 1, § 127, § 131 Para. 1 AktG, forms for the power of attorney of representatives and other information can be accessed on the company's website: www.nemetschek.com/HV2014.

The invitation to the annual general meeting was published in the Federal Gazette on April 8, 2014.

Munich, in April 2014

Nemetschek Aktiengesellschaft

The Executive Board