

We invite our shareholders to attend the
regular annual general meeting
of Nemetschek SE,
headquartered in Munich

on Thursday, June 1, 2017, at 10:00 a.m.,
at the conference center of the Hanns-Seidel-Stiftung (Hanns Seidel Foundation),
Franz Josef Strauß Room,
Lazarettstraße 33, 80636 Munich

– ISIN: DE 0006452907 –

– WKN: 645290 –

I. Agenda

- 1. Submission of the promulgated annual financial statements, the approved consolidated financial statements, the management reports of Nemetschek SE 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 2016 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 23, 2017, 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 AGENDA ITEM 1 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 SE arising from the 2016 financial year past in the amount of EUR 127,160,327.60 as follows:

Payment of dividends in the amount of EUR 0.65 per bearer share entitled to a dividend	EUR 25,025,000.00
Profit carried forward	EUR 102,135,327.60

In accordance with § 58 Para. 4 Clause 2 of the version of the German Stock Corporation Act (AktG) valid as of January 1, 2017, the entitlement to the dividend is effective on the third business day following the resolution of the annual general meeting, i.e. the June 7, 2017.

3. Resolution on approving the action of the executive board for the 2016 financial year

The executive board and supervisory board propose to approve the action of members of the executive board of Nemetschek Aktiengesellschaft and the members of the executive board of Nemetschek SE for the 2016 financial year.

4. Resolution on approving the action of the supervisory board for the 2016 financial year

The executive board and supervisory board propose to approve the action of the members of the executive board of Nemetschek Aktiengesellschaft and the members of the executive board of Nemetschek SE in office during the 2016 financial year for this financial year.

5. Election of auditor for the 2017 financial year

The supervisory board proposes that the Ernst & Young GmbH auditing firm, Munich, be selected as the auditors and group auditors for the 2017 financial year.

6. Election of the supervisory board

As per § 10 Para. 3 of the company's articles of incorporation, the term of office of the first supervisory board of Nemetschek SE ends with the closing of the annual general meeting on June 1, 2017. Therefore, a new election of all three members of the supervisory board is necessary.

The supervisory board, as per Art. 40 Para. 2 and Para. 3 of the Regulation (EC) No. 2157/2001 of the Council of October 8, 2001, on the statute of the European Company, or Societas Europaea (SE), § 17 SE Implementation Act, § 10 Para. 1 of the company's articles of incorporation, comprises three members, who are elected by the annual general meeting.

The supervisory board proposes the following:

That the following persons be re-elected as members of the supervisory board:

- a) Mr. Kurt Dobitsch, full-time supervisory board membership, Markt Schwaben
- b) Mr. Rüdiger Herzog, Attorney, Grünwald
- c) Prof. Georg Nemetschek, Chairman of the Foundation Board of the Nemetschek Foundation, Munich

The election is conducted by the closing of the annual general meeting, which resolves on approving the action for the fourth financial year after the term of office commences. The financial year in which the term of office commences is not counted. The term of office ends no later than six years after the office is taken.

As per the recommendation in Code Item 5.4.3 des German Corporate Governance Code, the election is to be by way of individual election.

In the event of his election, it is planned that Mr. Kurt Dobitsch be proposed again for the office of chairman of the supervisory board.

Updated résumés of the proposed candidates are disclosed on the Internet under www.nemetschek.com/en/company/supervisory-board.

The proposed candidates hold the following memberships respectively on supervisory boards to be formed by law or similar oversight and control bodies of domestic and international commercial enterprises:

- a) Mr. Kurt Dobitsch:
 - United Internet AG (Chairman)
 - United Internet Ventures AG
 - 1&1 Internet SE
 - 1&1 Telecommunication SE
 - 1&1 Mail & Media Applications SE
 - Graphisoft SE
 - Vectorworks, Inc.
 - Bechtle AG
 - Singhammer IT Consulting AG
- b) Mr. Rüdiger Herzog:
 - DF Deutsche Finance Holding AG (Chairman)
 - Kaufhaus Ahrens AG (Chairman)
 - DF Deutsche Finance Investment GmbH (Chairman)

c) Prof. Georg Nemetschek:

No parallel mandates.

Prof. Georg Nemetschek holds 5.2% of the voting rights directly, and a further 48.37% of the voting rights indirectly through Nemetschek Vermögensverwaltungs GmbH & Co. KG as a result of shares in Nemetschek SE.

According to the supervisory board, none of the proposed candidates has a personal or business relationship with Nemetschek SE or its Group companies, the bodies of Nemetschek SE or a shareholder with a major interest in Nemetschek SE, the disclosure of which is recommended as per Code Item 5.4.1 of the German Corporate Governance Code.

7. Remuneration of the first supervisory board of Nemetschek SE

The members of the first supervisory board of Nemetschek SE became members of the supervisory board of Nemetschek SE when the form of business of Nemetschek Aktiengesellschaft was changed to that of an SE, effective as of March 22, 2016. As per § 113 Para. 2 Clause 1 of the German Stock Corporation Act (AktG), only the annual general meeting can authorize remuneration for the members of the first supervisory board of Nemetschek SE for their work. This authorization is to be granted by the annual general meeting called for June 1, 2017, in accordance with the regulation in § 15 of the company's articles of incorporation. The members of the supervisory board receive remuneration for their work on the supervisory board of Nemetschek Aktiengesellschaft up to March 21, 2016.

Accordingly, the executive board and supervisory board propose the following:

For their work on the first supervisory board of Nemetschek SE in the 2016 financial year, the members of the supervisory board are given remuneration as per the provision in § 15 of the version of the articles of incorporation of Nemetschek SE valid at the time the resolution was passed. The work is remunerated on the basis of time, starting March 22, 2016.

In the event that the proposed resolution to change the supervisory board remuneration under Agenda Item 8 is not adopted by the annual general meeting with the required majority, or the resolution on Agenda Item 8 does not go into effect for other reasons, remuneration for the 2017 financial year will be provided so that § 15 of the version of the articles of incorporation of Nemetschek SE which is valid at the time the resolution is passed is to be applied uniformly for the entire 2017 financial year.

8. Amendment to § 15 of the articles of incorporation (remuneration of the supervisory board)

At present, supervisory board remuneration contains a variable remuneration share in addition to fixed remuneration. It has been the case for some time now that the German Corporate Governance Code no longer recommends such a variable remuneration share for the supervisory board. The remuneration policy should therefore be adapted in keeping with this current development and changed to comprise purely fixed remuneration.

The executive board and supervisory board propose the following:

§ 15 Para. 1 of the articles of incorporation are to be amended as follows:

"The members of the supervisory board receive fixed remuneration in the amount of EUR 200,000 for every full financial year of their belonging to the supervisory board which is due on the day following the annual general meeting at which the action of the supervisory board for the financial year in question is decided upon. The chairman of the supervisory board receives fixed remuneration in the amount of EUR 250,000, the deputy chairman receives fixed remuneration of EUR 225,000. Members of the supervisory board who have not been on the supervisory board for a full year receive remuneration proportional to the time they have been on the supervisory board."

§ 15 Para. 2 of the articles of incorporation shall be void. § 15 Para. 3 and Para. 4 shall become § 15 Para. 2 and Para. 3.

This remuneration policy shall go into effect with the entry of the amendment to the articles of incorporation in the commercial registry and shall apply retroactively as of the beginning of the current 2017 financial year.

9. Amendment to § 10 Para. 1 of the articles of incorporation (composition of the supervisory board)

As per § 10 Para. 1 Clause 1 of the company's articles of incorporation, the supervisory board currently consists of at least three members. The supervisory board therefore only has quorum if all supervisory board members vote. In order to ensure that in future the supervisory board maintains quorum without interruption should a supervisory board member be unable to perform the duties of his office, either temporarily or permanently, the number of supervisory board members is to be increased to four.

The executive board and supervisory board propose the following:

§ 10 Para. 1 Clause 1 of the articles of incorporation is amended as follows:

"The supervisory board consists of four members."

II. Further information on calling the annual general meeting

1. Total number of shares and voting rights

Of the total of 38,500,000 bearer shares of the company issued, each of which grants one voting right, 38,500,000 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 holding shares 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

May 11, 2017 (proof 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 25, 2017 (midnight) at the following address authorized for their receipt:

Nemetschek SE
c/o UniCredit Bank AG
CBS51GM
80311 Munich
Fax: 089/5400-2519
E-mail: hauptversammlungen@unicredit.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 proof date are not permitted to participate in the annual general meeting. Shareholders who sell their shares or otherwise transfer them after the proof date 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 proof date has no effect on the shares' salability and/or transferability (in whole or in part). The proof date is not relevant for the entitlement to a dividend.

3. Voting right 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 of the German Stock Corporation Act (AktG) remains unaffected. For the authorization of banks, shareholders' associations or other institutions or persons that are equivalent as per § 135 of the German Stock Corporation Act (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. The 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 agenda items. 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 30, 2017 if possible.

Forms for granting power of attorney and instructions for our shareholders are also available online under www.nemetschek.com/en/investor-relations/annual-general-meeting; 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/en/investor-relations/annual-general-meeting on the day the annual general meeting is called:

Concerning Item 1 of the agenda

- The annual financial statements of Nemetschek SE, the consolidated financial statements, the management reports of Nemetschek SE 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 2016 financial year.

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. The above-mentioned documents will also 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.

5. Notes on the amendments proposed as per Art. 56 SE-VO, § 50 Para. 2 SEAG, § 122 Para. 2 of the German Stock Corporation Act (AktG)

Shareholders whose shares together amount to a twentieth of the share capital or the proportional amount of EUR 500,000.00 (this corresponds to 500,000 shares) can request that items be placed on the agenda and announced. A justification or resolution must be submitted with every new item.

The request must be received by the executive board of the company by the end of May 1, 2017 (midnight) in writing or electronically as per §§ 126 Para. 3, 126a of the German Civil Code (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 SE
Konrad-Zuse-Platz 1
81829 Munich

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/en/investor-relations/annual-general-meeting.

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

At the annual general meeting, as per § 126 of the German Stock Corporation Act (AktG), 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 agenda item and/or make an election proposal as per § 127 of the German Stock Corporation Act (AktG) (see Item 5 of the agenda, Election of the auditor and see Item 6 of the agenda, Election of the supervisory board). Countermotions as per § 126 of the German Stock Corporation Act (AktG) must include a justification. A justification is not required for an election proposal as per § 127 of the German Stock Corporation Act (AktG).

Instructions for the voting representatives appointed by the company, inquiries, countermotions as per § 126 of the German Stock Corporation Act (AktG) and election proposals as per § 127 of the German Stock Corporation Act (AktG) are to be submitted solely to:

NEMETSCHEK SE
Investor Relations
Konrad-Zuse-Platz 1
81829 Munich

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

We will immediately publish countermotions and election proposals received at this address no later than May 17, 2017 (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 of the German Stock Corporation Act (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 Art. 56 SE-VO, § 50 Para. 2 SEAG, § 122 Para. 2, § 126 Para. 1, § 127, § 131 Para. 1 of the German Stock Corporation Act (AktG), forms for the power of attorney of representatives and other information can be accessed on the company's website: www.nemetschek.com/en/investor-relations/annual-general-meeting.

Munich, April 2017

Nemetschek SE

The Executive Board

The invitation to the annual general meeting was published in the Federal Gazette on April 20, 2017.