

ARTICLES OF INCORPORATION
of
Nemetschek SE

I. General provisions

§ 1

Company and headquarters

1. The name of the company of the organization is:

Nemetschek SE.

2. The organization is headquartered in Munich.

§ 2

Object of the company

1. The object of the company is the leadership of a group of companies whose activities particularly comprise consulting, research, development, production, purchasing and the sale of information and communication technology products and solutions in the area of design, building and management. 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). Finally, the object of the company is the administration and licensing of brand rights in the business segments specified above.
2. The company is authorized to conduct all business in connection with the object of the company or business which serves this object directly or indirectly. The company can also be active on its own behalf in the business segments specified in Paragraph 1.

3. The company can summarize enterprises in which it has a majority interest under a single management in whole or in part. The company can outsource their operation to associated companies or transfer their operation to associated companies in whole or in part.

§ 3

Financial year

The financial year is the calendar year.

§ 4

Announcements and information

1. The announcements of the company are published in the Federal Gazette for the Federal Republic of Germany unless otherwise required by law.
2. It is also possible to transmit information to the holders of approved bonds of the company by means of electronic media.

II. Nominal capital and shares

§ 5

Amount and division of nominal capital, no-par shares

1. The nominal capital of the company is EUR 115,500,000.00 (in words: one hundred and fifteen million five hundred thousand). This is divided into 115,500,000 (in words: one hundred and fifteen million five hundred thousand) no-par shares.

2. The nominal capital of Nemetschek SE in the amount of EUR 38,500,000.00 (in words: thirty-eight million five hundred thousand euros) was provided by means of converting the form of business of Nemetschek Aktiengesellschaft, headquartered in Munich, and entered in the commercial register of the Munich District Court under HRB 117720.

The nominal capital of Nemetschek Aktiengesellschaft in the amount of DM 5,000,000.00 was provided by means of converting the form of business of Nemetschek GmbH (formerly Nemetschek Programmsystem GmbH. The nominal capital of Nemetschek Programmsystem GmbH in the amount of DM 900,000.00 was provided by means of investment in kind through the contribution of all assets and liabilities of the engineering office of Prof. Dipl.-Ing. Georg Nemetschek, Munich.

§ 6

Bearer shares, share certificates

1. The shares of the company are bearer shares.
2. The Executive Board determines the form of the share certificates in coordination with the Supervisory Board. This also applies to bonds and their coupons and certificates of renewal. The company can also issue certificates for several shares (global certificates) instead of individual certificates. Shareholders are not entitled to securitization of their shares.
3. In a resolution to increase capital, it is possible to define the entitlement to a dividend of new shares in deviation of § 60 Paragraph 2 Sentence 3 of the German Stock Corporation Act (AktG).

III. Constitution of organization

§ 7

Constitution of organization, bodies

1. The constitution of the organization is according to a dualistic system.
2. The managing body (“Executive Board”), the supervisory body (“Supervisory Board”) and the annual general meeting are the bodies of the company.

IV. Executive Board

§ 8

Composition and company management

1. The Executive Board consists of one or more persons belonging to Category A and/or Category B.
2. The members of the Executive Board are appointed by the Supervisory Board for a term of no more than five years. The Supervisory Board determines which member of the Executive Board belongs to Category A and/or Category B. Re-appointments are permissible.
3. The Executive Board must manage the business of the company in compliance with the law, the Articles of Incorporation and – if available – the rules of procedure. The Supervisory Board is able issue rules of procedure for the Executive Board.

4. The following business can only be conducted with the consent of the Supervisory Board:
 - a) Sale, divestment, leasing and any other devolvement (also according to the “Umwandlungsgesetz” [Transformation Act]) of the company in whole or in significant parts;
 - b) Acquisition, leasing or involvement of and/or in other companies, the divestment or termination of interests or the cancelation of leases;
 - c) Conclusion of affiliation agreements in terms of §§ 291ff. AktG;
 - d) Formation or dissolution of branch offices or subsidiaries, also for the commencement of new lines of business or the cessation of old ones, inasmuch as these were not already approved by the Supervisory Board within the scope of the resolution of the budget;
 - e) Acquisition, divestment or encumbrance of real property and rights equivalent to real property in addition to the corresponding transactions imposing a legal obligation.

The Supervisory Board is able to specify further business which can only be conducted with its consent, also in rules of procedure for the Executive Board.

5. Resolutions of the Executive Board are made by a simple majority. In the case of a tie vote, the vote of the Chairperson is decisive.
6. The Executive Board can request the decision of the annual general meeting in all matters of business management, in particular in cases of § 111 Paragraph 4 Sentence 3 AktG (refusal of consent by the Supervisory Board). In cases of serious matters involving the rights of shareholders, it is required to do so.

§ 9**Representation**

1. If only one Executive Board member is appointed, then this person is the sole representation of the company. If several Executive Board members are appointed, then the company is legally represented by two Executive Board members belonging to Category A or by one Executive Board member belonging to Category A together with an Executive Board member belonging to Category B or by an Executive Board member belonging to Category A in collaboration with a General Manager. The Supervisory Board can determine that individual Executive Board members are authorized for representation.
2. By means of a resolution, the Supervisory Board can generally or in specific cases grant one or more Executive Board members authorization to represent the company for the performance of legal transactions with itself as a representative of a third party without limitation.

V. Supervisory Board**§ 10****Composition and term of office**

1. The Supervisory Board consists of four members. The Supervisory Board can set itself rules of procedure.
2. The appointment of the Supervisory Board members is subject to the provision in Paragraph 3 for the term up to the end of the annual general meeting which decides upon the action for the fourth financial year after the beginning of the term of office. 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. Reappointments are permissible.

3. The following persons are appointed as members of the Supervisory Board of Nemetschek SE:

- Kurt Dobitsch, Munich, Supervisory Board
- Prof. Georg Nemetschek, Munich, Chairman of the Foundation Board of the Nemetschek Foundation
- Rüdiger Herzog, Grünwald, Attorney

The appointment of the above-mentioned Supervisory Board members goes into effect as of the entry of Nemetschek SE in the commercial register of the Munich District Court and ends with the closing of the annual general meeting at which the action of the Supervisory Board for the first complete financial year or abbreviated financial year of Nemetschek SE is decided upon, however no later than three years after the office is taken.

4. It is possible to select deputy Supervisory Board members for one or more specific Supervisory Board members at the same time as the selection of the regular Supervisory Board members. The deputies will become Supervisory Board members in the order to be defined at the time of their selection in the event that the Supervisory Board members they were chosen to replace leave office prior to the end of their term of office. If deputy members are chosen, then the deputy member takes the place of the regular member leaving for the duration of the remaining term of office of the regular member.

5. Every member and deputy member of the Supervisory Board can leave office with a written declaration made to the Chair of the Supervisory Board or to the Executive Board at any time with a notice period of one month from the end of the month.

6. Supervisory Board members who are hindered in performing their duties are entitled to authorize third parties to take on these duties in writing within the scope of § 109 Paragraph 3 AktG. The Chair of the Supervisory Board is to be informed of any such authorization before the meeting of the Supervisory Board.

§ 11

Declarations of intent of the Supervisory Board

1. Declarations of intent of the Supervisory Board are made in the name of the Supervisory Board by the Chair or, if the Chair is hindered in doing so, by his deputy.
2. The Chair is the permanent representative of the Supervisory Board vis-à-vis third parties, in particular vis-à-vis courts and government authorities, or his deputy if the Chair is hindered in doing so.

§ 12

Chair and deputy

1. Following the annual general meeting at which the shareholders select the Supervisory Board members, a meeting of the Supervisory Board is held for which written invitations are not required. At this meeting the Supervisory Board selects a Chair and a deputy from among its members. The term of office of the Chair and the deputy corresponds to their term of office on the Supervisory Board unless a shorter term of office as a Supervisory Board member is determined at the time of selection.
2. If the Chair or his deputy leave office before the end of their term, then the Supervisory Board must immediately make a new selection for the remaining term of office of the member leaving.

§ 13**The calling of meetings and passing of resolutions**

1. The following provisions apply for the calling of meetings, quorum and the passing of resolutions; provisions which supplement this can be made in the rules of procedure. The Supervisory Board should meet once per calendar quarter and must meet twice per calendar half year.
2. The meetings of the Supervisory Board are called in writing by the Chair of the Supervisory Board two weeks in advance. The day the invitation is sent and the day of the meeting are not included in the calculation of the notice period. In urgent cases, the Chair can shorten the notice period and call the meeting by phone, e-mail or fax. It is also permitted to pass resolutions in writing or by phone outside of the meetings if no member objects to this process by a reasonable deadline to be determined by the Chair. Resolutions passed by phone are to be confirmed afterwards in writing.
3. The meetings of the Supervisory Board are led by the Chair of the Supervisory Board or, if he is hindered in doing so, by his deputy.
4. Absent Supervisory Board members can participate in voting by giving their vote in writing to another Supervisory Board member. A member also participates in passing resolutions if he abstains from voting. Resolutions require a majority of votes submitted unless otherwise stipulated by law or the Articles of Incorporation. In the case of a tie vote, the vote of the Chair is decisive or, if he is hindered in voting, the vote of his deputy.
5. Minutes of the meetings of the Supervisory Board are to be taken, which are to be signed by the Chair of the meeting. The minutes of resolutions passed in writing, by phone, by e-mail or by fax must be signed by the Chair of the Supervisory Board.

§ 14**Changes to the Articles of Incorporation**

The Supervisory Board is authorized to decide upon changes to the Articles of Incorporation which only affect their formulation.

§ 15**Remuneration of the Supervisory Board**

1. The members of the Supervisory Board receive a 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 Chair of the Supervisory Board receives a fixed remuneration in the amount of EUR 250,000, the deputy Chair receives a fixed remuneration in the amount 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.
2. The members of the Supervisory Board receive reimbursement for all expenses. They are included in a directors' and officers' pecuniary damage liability insurance, which is in the interest of the company and taken out by the company in an appropriate amount for institutions and certain employees of the Nemetschek Group. The premiums for this are paid by the company.
3. The company reimburses every member of the Supervisory Board for the value-added tax on his earnings.

VI. Annual general meeting

§ 16

Calling of the annual general meeting

1. The annual general meeting of the company is held at the company's offices or at the offices of a German securities exchange.
2. The calling of the annual general meeting is made by the Executive Board or, in cases stipulated by law, by the Supervisory Board of the company.
3. Unless shorter notice periods are permissible by law, the annual general meeting is called at least thirty days in advance, during which time the shareholders are to register for the annual general meeting as per § 17.

§ 17

Participation right and voting right

1. Those shareholders who have registered for the annual general meeting in accordance with the applicable provisions and have submitted proof to the company of their holding shares in accordance with the applicable provisions are authorized to participate in the annual general meeting and exercise their voting rights.
2. The proof of holding shares must refer to the applicable reporting date and is to be made in text form in German or English (§ 126b of the German Civil Code (BGB)).
3. Every no-par share is equivalent to one vote at the annual general meeting. In accordance with the applicable provisions, the voting right can be exercised by a party who has been granted power of attorney.

4. The Executive Board is permitted to also accommodate shareholders who do not attend the annual general meeting so that they can submit their votes in writing or by means of electronic communication (absentee votes). The Executive Board is also permitted to determine provisions concerning the process. These will be announced when the annual general meeting is called.

§ 18

Chairing of meetings

1. The Chair of the annual general meeting is the Chair of the Supervisory Board or, if he is hindered in doing so, his deputy or another member of the Supervisory Board to be determined by the Supervisory Board.
2. The Chair leads the meetings, determines the order in which the agenda items are gone through and decides upon the form of voting. He can impose appropriate time restrictions on the rights of the shareholders to speak and ask questions. In particular, he can specify at the beginning of the meeting or during the meeting the timeframe of the meeting, of the discussion of individual agenda items and of the individual contributions and questions.

§ 19

The passing of resolutions and voting

1. The resolutions of the annual general meeting are passed with a simple majority of the votes submitted unless otherwise subject to legal provisions. Unless otherwise subject to legal provisions, changes to the Articles of Incorporation require a majority of two thirds of the votes submitted or, as long as half of the nominal capital is represented, a simple majority of the votes submitted. If, in addition, the law specifies a majority of the nominal capital represented for resolutions of the annual general meeting, a simple majority of the nominal capital represented is sufficient for passing a resolution if this is permissible by law.

2. In the case of a tie vote, with the exception of elections, a request is deemed denied.
3. If, in the case of elections, a simple majority of the votes is not reached in the first round of voting, a run-off is held between the persons who received the highest number of votes.

§ 20

Regular annual general meeting

1. The regular annual general meeting takes place within the first six months of the closing of the financial year.
2. It decides in particular upon the action of the Executive and Supervisory Boards concerning the appointment of the members of the Supervisory Board, concerning the appropriation of the balance sheet profit and, in the cases provided for by law, concerning the promulgation of the annual financial statements.

VII. Annual financial statements, appropriation of profits

§ 21

Annual report, annual financial statements

1. The Executive Board must, as this corresponds to the due course of business, prepare the annual financial statements (balance sheet and income statement plus notes) and if required the management report within the first three months after the end of a financial year in compliance with legal provisions and present them to the auditor. Immediately after receipt of the auditor's report, the Executive Board must present the annual financial statements, the management report of the Executive Board and the auditor's report to the Supervisory Board together with a proposal for the appropriation of the balance sheet profit.

2. The Supervisory Board is to appraise the annual financial statements, the management report of the Executive Board and the proposal for the appropriation of the balance sheet profit and report the results of its appraisal to the annual general meeting in writing. It must forward its report to the Executive Board within a month of receiving the documents. If, after appraisal, the Supervisory Board approves the annual financial statements, these are promulgated.
3. Immediately after receipt of the report of the Supervisory Board, the Executive Board is to call the regular annual general meeting. Once the meeting has been called, the annual financial statements, the management report of the Executive Board, the report of the Supervisory Board and the proposal of the Executive Board for the appropriation of the balance sheet profit are to be made available for the shareholders to view in the offices of the company.

§ 22

Appropriation of the balance sheet profit, reserves

1. The balance sheet profit resulting from the annual financial statements after consideration of depreciation, amortization, impairment losses, provisions and reserves is divided among the shareholders unless another appropriation is decided upon by the annual general meeting. The annual general meeting can also decide upon a dividend in kind instead of or in addition to a cash dividend.
2. After the end of a financial year, with the consent of the Supervisory Board, the Executive Board can pay out an interim dividend to the shareholders within the scope of § 59 AktG.
3. If the Executive and Supervisory Boards promulgate the annual financial statements, then they can place up to half of the net income for the year in another revenue reserve provided that the other revenue reserves do not exceed or did not exceed half of the nominal capital after placement.

VIII. Final provisions

§ 23

Conversion expense

1. The company bears the expense of converting the form of business in the amount of DM 90,000.00 plus the applicable value-added tax.
2. The company bears the expense of converting the form of business of the company to the legal form of European Company, or Societas Europaea (SE), (in particular court and notary fees, costs for publications, taxes, auditing and consulting costs and costs of legal proceedings concerning the involvement of employees) up to an amount of EUR 1 million not including the applicable value-added tax.

§ 24

Special benefits

Within the scope of the transformation of Nemetschek Aktiengesellschaft into Nemetschek SE, for reasons of legal precaution please note the following:

The decision responsibilities of the Supervisory Board of Nemetschek SE in connection with stock corporation laws notwithstanding, it is to be assumed that the members of the Executive Board of Nemetschek Aktiengesellschaft who are currently in office will be appointed to the Executive Board of Nemetschek SE. The members of the Executive Board of Nemetschek Aktiengesellschaft who are currently in office are Mr. Patrik Heider, Mr. Sean Flaherty and Mr. Viktor Várkonyi.

Moreover, the members of the Supervisory Board of Nemetschek Aktiengesellschaft who are currently in office are to be appointed members of the Supervisory Board of Nemetschek SE (see § 10 Paragraph 3).

- End of the Articles of Incorporation -