

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

in the conference center of the Hanns-Seidel-Stiftung (Hanns Seidel Foundation),

Franz Josef Strauß Room,  
Lazarettstraße 33, 80636 Munich,  
on Friday, May 20, 2016, 10:00 a.m.

– 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 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 2015 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, 2016, 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 Aktiengesellschaft arising from the 2015 financial year past in the amount of EUR 102,701,483.10 as follows:

Payment of dividends in the amount of EUR 0.50 per bearer share entitled to a dividend	EUR 19,250,000.00
Profit carried forward	EUR 83,451,483.55

3. **Resolution on approving the action of the executive board for the 2015 financial year**

The executive board and supervisory board propose to approve the action of the executive board for the 2015 financial year.

4. **Resolution on approving the action of the supervisory board for the 2015 financial year**

The executive board and supervisory board propose to approve the action of the members of the supervisory board in office during the 2015 financial year for this financial year.

5. **Choice of auditor for the 2016 financial year**

The supervisory board proposes that the Ernst & Young GmbH auditing firm, Munich, be selected as the auditors and group auditors for the 2016 financial year.

6. **Approval concerning the settlement with former executive board member Ernst Homolka and Zurich Insurance plc Niederlassung für Deutschland as D&O insurance**

On February 24/29, 2016/March 4, 2016, the company concluded a settlement agreement with former executive board member Ernst Homolka and Zurich Insurance plc Niederlassung für Deutschland. Claims have been brought against Mr. Homolka by the company regarding damages arising from conducting interest rate swaps in connection with financing the acquisition of GraphiSoft SE. The settlement agreement requires the approval of the annual general meeting in order to be effective.

The settlement agreement is set forth as follows:

**“Settlement Agreement**

between

1. **Nemetschek AG**, Konrad-Zuse-Platz 1, 81829 Munich, represented by the executive board and the supervisory board

- hereinafter also referred to as “Nemetschek” –

2. **Ernst Homolka**, Gerstackerstrasse 104, 81827 Munich
3. **Zurich Insurance plc Niederlassung fur Deutschland**, Salmstraße 27-37, 60486 Frankfurt am Main, represented by Mr. Ralph Brand  
- hereinafter also referred to as "**Zurich**" –

## § 1 Foreword

- (1) Mr. Homolka was a member of the executive board of Nemetschek from January 1, 1997 to December 31, 2011.
- (2) In its meeting on December 19, 2006, Nemetschek's supervisory board formulated resolutions with regard to financing the acquisition of GraphiSoft SE by Nemetschek.
- (3) Mr. Homolka subsequently concluded an agreement with (former) WestLB AG in January 2007 on a so-called "participation interest rate swap", the provisions of which are specified in greater detail, for example, in Nemetschek's 2007 annual report on p. 104.

In accordance with the contractual provisions, Nemetschek made payments to (former) WestLB AG in the amount of EUR 7,230,432.14 in total.

Nemetschek brought claims for compensation against Mr. Homolka with an attorney's letter of March 25, 2013, with the justification that Mr. Homolka was in violation of his duties as a member of the executive board in connection with the conclusion of the so-called "participation interest rate swap". Mr. Homolka denied this.

After no agreement was reached out of court concerning the claims asserted by Nemetschek, Nemetschek filed a suit against Mr. Homolka before the Regional Court of Munich I on June 17, 2013 (File no.: 5 HKO 13508/13), and sought in particular compensation for its payments made to (former) WestLB AG. The Regional Court of Munich I dismissed the case completely with the final judgement of February 19, 2015.

Nemetschek lodged an appeal. At the oral hearing of October 14, 2015, following detailed explanation of its interim view of the circumstances and the legal situation, the Higher Regional Court of Munich (File No.: 7 U 1092/15) submitted a settlement proposal that the parties should put the matter to rest with a payment of EUR 1.9 million to Nemetschek with each party simultaneously bearing its own costs. The circumstance described in § 1 Para. (2) is hereinafter also referred to as a "**complex interest rate swap**".

- (3) At Zurich, there is a directors' and officers' liability insurance policy of Nemetschek's of May 4, 2011, with Policy No. 802.380.113.723 (hereinafter also referred to as "**D&O insurance**"), under which Mr. Homolka is covered. Furthermore, at Zurich there is a financial loss liability insurance policy of Mr. Homolka's of November 3, 2011 for executive boards and supervisory boards,

with the Policy No. 802.380.114.495 (hereinafter also referred to as “**D&O deductible insurance**”).

- (4) In order to put an end to the legal dispute between Nemetschek and Mr. Homolka, it is the intention of the parties to come to a final agreement on the complex interest rate swap once and for all, without prejudice and without acknowledgment of a legal obligation and with retention of their respective stances

Given the above, the parties agree to the following:

## **§ 2 Payments by Zurich**

- (1) Zurich undertakes to pay Nemetschek EUR 1,900,000.00 (in words: one million nine hundred thousand euros) (hereinafter also referred to as the “**amount of the settlement**”).
- (2) The parties assume that the amount is not subject to value-added tax. If, contrary to expectations, value-added tax is due, the amount is deemed gross including the applicable value-added tax.
- (3) The amount of the settlement falls due two weeks after receipt of the notification as per § 4 Para. (2) Clause 2 of this Agreement. It is to be paid into Nemetschek’s account at the Hypovereinsbank, Munich (IBAN: DE 82700202700050831515).

## **§3 Comprehensive compensation and settlement of the dispute**

- (1) With the fulfilment of the payment obligation as per § 2 Para. (1) and (2) above, all claims of the parties pertaining to this Settlement Agreement arising from and in connection with the complex interest rate swap are compensated for and settled, regardless of whether they are known or unknown and regardless of the legal foundation.
- (2) Nemetschek forgoes any further claims arising from the legal dispute against the persons insured through the D&O insurance policy specified in § 1 (3) and against (former) WestLB AG, no matter whether present or future or known or unknown. Nemetschek also undertakes to assert no further claims of this kind (pactum de non petendo without time limitation) and indemnifies the persons insured through the D&O insurance policy specified in § 1 (3) from liability in connection with the complex interest rate swap. It is agreed that all claims for compensation as a result of the legal dispute brought against the persons insured through the D&O insurance policy specified in § 1 (3) of this Settlement Agreement are finally and completely settled in full.
- (3) Nemetschek ensures that it is able to freely exercise the claims specified in § 3 Para. (1) and (2) which it asserts, and that these will not be seized or pledged and have not been seized or pledged, and will not be transferred in any other

way to other third parties or have not been transferred in any other way to other third parties.

- (4) Within a period of one week after the receipt of the payment specified in § 2 (2) from Zurich, Nemetschek irrevocably undertakes to withdraw the charges (Regional Court of Munich I, File No.: 5 HKO 13508/13; Higher Regional Court of Munich, File No.: 7 U 1092/15). Within the same time period, Mr. Homolka undertakes to consent to the charges being withdrawn. Within one week after the receipt of the payment specified in § 2 (2), Nemetschek and Mr. Homolka will apply to the Higher Regional Court of Munich for each party to bear its own costs.
- (5) Within five days after signing this Agreement, Nemetschek and Mr. Homolka will apply to the Higher Regional Court of Munich to suspend proceedings with attention drawn to the conclusion of this Settlement Agreement and its going into effect. The parties agree that statutes of limitation are suspended during the period that the proceedings are suspended.

#### **§4 Validity**

- (1) Subject to the provision in § 4 Para. (2) below, the Settlement Agreement goes into effect with the signature of all parties.
- (2) The validity of this Settlement Agreement is subject to the postponement-related condition that the annual general meeting of Nemetschek has approved the conclusion of the Agreement and no minority whose shares together make up 10% of the share capital has raised an objection in writing (§ 93 Para. 4 Clause 3 of the German Stock Corporation Act (AktG)). Nemetschek will confirm in writing to Herr Homolka and Zurich that this condition has gone into effect at the earliest five weeks after the annual general meeting, when, according to the information from the Regional Court of Munich I, no action for rescission has been filed against the approval resolution.

#### **§5 Final provisions**

- (1) There are no ancillary agreements to this Settlement Agreement. Changes to this Settlement Agreement, including this written form requirement, must be made in writing.
- (2) German law applies for all disputes arising from and in connection with this Settlement Agreement, including the circumstances described in § 1 of this Settlement Agreement. The exclusive place of jurisdiction is, to the extent permissible by law, Munich (Regional Court of Munich I). The place of fulfilment is Munich.
- (3) If a provision of this Settlement Agreement is or becomes invalid or impracticable in whole or in part, or if a loophole should become apparent in the course of implementing this Agreement, the remaining provisions will remain unaffected by such. The invalid, impracticable or missing provision will be replaced by an

appropriate and legally applicable provision which expresses as closely as possible the commercial sense and purpose which those involved desired or would have desired had they considered the invalidity, impracticability or incompleteness.

- (4) The parties undertake to treat this Settlement Agreement and all action in connection with the content it governs as well as the underlying circumstances confidentially, unless they are required to disclose this or disclosure serves the execution of this Settlement Agreement or the causation of the postponement-related condition as per § 4 Para. (2). Any declarations to the press are made only with the consent of the other party in joint coordination by the parties at short notice.

Munich, March 4, 2016

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Nemetschek AG (representative of the executive board)

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Nemetschek AG (representative of the supervisory board)

Munich, February 29, 2016

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Ernst Homolka

Frankfurt am Main, February 24, 2016

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Zurich Insurance plc Niederlassung für Deutschland

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Zurich Insurance plc Niederlassung für Deutschland"

The executive board and supervisory board propose approving the Settlement Agreement between Nemetschek AG, Mr. Ernst Homolka and Zurich Insurance plc Niederlassung für Deutschland of February 24/29/March 4, 2016.

## **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 April 29, 2016 (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 13, 2016 (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](mailto: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 18, 2016 if possible.

Forms for granting power of attorney and instructions for our shareholders are also available online under [www.nemetschek.com/en/HV2016](http://www.nemetschek.com/en/HV2016); 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/HV2016](http://www.nemetschek.com/en/HV2016) 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 2015 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 § 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. Shareholders achieving the quorum of a twentieth of the share capital or the proportional amount of EUR 500,000 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, 2016, 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 of the German Stock Corporation Act (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, 2016 (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:

Chairman of the executive board of NEMETSCHEK SE  
Konrad-Zuse-Platz 1  
81829 Munich

E-mail: [hauptversammlung@nemetschek.com](mailto: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/HV2016](http://www.nemetschek.com/en/HV2016).

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

At the annual general meeting, every shareholder is entitled to make a counter-motion 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, Choice of auditor). Counter-motions must include a justification.

Instructions for the voting representatives appointed by the company, inquiries, counter-motions 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](mailto:hauptversammlung@nemetschek.com)

We will immediately publish countermotions and election proposals received at this address by no later May 5, 2016 (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 § 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/HV2016](http://www.nemetschek.com/en/HV2016).

Munich, April 2016

Nemetschek SE

The Executive Board

***The invitation to the annual general meeting was published in the Federal Gazette on April 8, 2016.***