

**Explanatory report of the executive board on the disclosures under
§ 289 (4) HGB and § 315 (4) HGB**

(1) Composition of the subscribed capital

The nominal capital of Nemetschek SE as of December 31, 2016, amounted to EUR 38,500,000.00 and is divided into 38,500,000 bearer shares.

(2) Restrictions relating to the voting rights or transferability of shares

There are no restrictions relating to the voting rights or transferability of shares.

(3) Investments in capital exceeding 10 % of voting rights

Direct and indirect investments in subscribed capital (shareholder structure) which exceed 10 % of the voting rights are presented in the notes to the financial statements or in the notes to the consolidated financial statements of Nemetschek SE.

(4) Shares with special rights granting control

There are no shares with special rights granting control.

(5) Type of voting right controls when employees hold interests in capital and do not exercise their control rights directly:

There are no voting right controls on employees with shareholdings.

(6) Legal provisions and statutes on the appointment and dismissal of members of the executive board and on amendments to the statutes

The appointment and dismissal of executive board members is governed by §§ 84 and 85 of the German Stock Corporation Act about § 8 of the statutes of Nemetschek SE. These stipulate that executive board members shall be appointed by the supervisory board for a maximum of five years. Re-appointment or prolongation of the term of office is allowed, for a term of up to five years each time.

Any amendment to the statutes is subject to § 179 of the Stock Corporation Act in connection with §§ 19 and 13 of the statutes of Nemetschek SE. These state that the general meeting shall decide on amendments to the statutes by a two thirds majority of votes cast or, if at least half of the nominal capital is represented, by a simple majority of the votes cast. Where the law prescribes for resolutions of the general meeting a majority of the nominal capital represented when the resolution is passed, the simple majority of the nominal capital represented when the resolution is passed is sufficient, where legally permitted. Under § 14 of the statutes of Nemetschek SE the supervisory board is authorized to resolve changes where these affect only the wording of the statutes.

(7) Authorization of the executive board to issue or redeem shares

According to § 71 (1) No. 8 AktG the company requires a special authorization by the annual general meeting to acquire and trade its treasury shares, to the extent not expressly permitted in law. An

authorization resolution was presented to the annual general meeting on May 20, 2015, and passed accordingly by the shareholders.

In accordance with the resolution on agenda item 7 of the annual general meeting of May 20, 2015, the authorization is valid as follows:

- "7.1 The company is authorized to purchase up to 3,850,000 treasury shares by May 20, 2020, on one or more than one occasion, i.e. 10 % of the nominal capital, in full or in part, complying with the following conditions. At no time may the shares acquired on the basis of this authorization, together with other shares of the company that the company has already purchased and still holds, or which are attributable to it in accordance with §§ 71a et seq. AktG (Stock Corporation Act), 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 20, 2014, as agenda item 6, concerning the acquisition of treasury shares, which is hereby cancelled to the extent it was not exercised.

- 7.2 The shares are purchased, as opted by the executive board, via the stock exchange or by way of 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 separately functioning comparable system instead of the Xetra 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 shall 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.
- 7.3 The executive board is authorized 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 to third parties 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 to take effect. Redemption leads to a reduction in capital. The executive board may alternatively decide that the share capital shall remain unchanged on redemption and be increased instead by the inclusion of the proportion of other shares within share capital in accordance with § 8 (3) AktG. The executive board is authorized in this case to adjust the number of shares in the statutes.
- 7.4 The subscription right of the shareholders to these treasury shares is excluded to the extent that these are used in accordance with the above-mentioned authorization under item 7.3 lit. a) of the agenda."

- 7.5 This resolution is subject to the condition precedent of the filing of the execution of the capital increase pursuant to TOP 6 in the commercial register of the company."

The condition precedent mentioned under item 7.5 in the resolution was fulfilled on June 9, 2015, and the resolution of the general meeting of May 20, 2015, on TOP 7 therefore took effect.

- (8) Significant agreements that are subject to a change in control as a result of a takeover bid

The company has not entered into any significant agreements that are subject to a change in control as a result of a takeover bid.

- (9) Remuneration agreements of the company with the members of the executive board or employees in the event of a takeover bid

The company has not entered into any remuneration agreements with the members of the executive board or employees in the event of a takeover bid.

Munich, March 10, 2017

Nemetschek SE

Executive Board


Patrik Heider
Sean Flaherty
Viktor Várkonyi