

Declaration of Compliance pursuant to Art. 161 AktG (German Stock Corporation Act) for 2006:

The Managing Board and Supervisory Board of Nemetschek Aktiengesellschaft declare, pursuant to s. 161 German Stock Corporation Act ("AktG"), that the company has complied and will comply with the recommendations of the German Corporate Governance Code, as published in the electronic Federal Bulletin on June 2, 2005, since its last Declaration of Conformity on May 17, 2005, with the following exceptions:

- The D&O insurance does not include a deductible for board members (Code 3.8, para. 2). Nemetschek Aktiengesellschaft does not believe that such deductible would improve the motivation and responsibility of the members of the Managing Board and the Supervisory Board.
- The Managing Board participates in the stock-option program and, therefore, receives variable compensation with certain risk elements and long-term incentive effect. This stock-option program does not provide for limits on extraordinary, unforeseen developments (caps) (Code 4.2.3, para. 2).
- An age limit for members of the Managing Board and the Supervisory Board has not been defined explicitly and is not currently planned (Code 5.1.2, para. 2, and 5.4.1). Such age limit would generally restrict the company in its selection of suitable members of the Managing Board and the Supervisory Board. Members are selected solely on the basis of technical competence and necessary experience. As a result, the company has decided not to follow this recommendation.
- The recommendation of the Code regarding the formation of committees with sufficient expertise (Code 5.3) is not followed either, because the Supervisory Board comprises only three members. The tasks for which the Code recommends the formation of such committees are all performed by the Supervisory Board of Nemetschek Aktiengesellschaft.

Munich, on March 22, 2006

Nemetschek Aktiengesellschaft

Managing Board and Supervisory Board