

Declaration of conformity in accordance with § 161 of the Stock Corporation Act, dated 24. March 2011

In accordance with § 161 of the Stock Corporation Act, the managing board and supervisory board of Nemetschek AG declare that the recommendations of the „Government Commission of the German Corporate Governance Code“, version dated May 26, 2010, published in the official part of the electronic Federal Gazette on July 2, 2010, (hereinafter „Code“), have been and are being met, though with the following exceptions:

In Code Item 2.3.3, sentence 2 the GCGC recommends that the company should also assist shareholders in postal votes and with proxies. The Articles of Association of Nemetschek AG have not yet provided for the option of postal voting. In our view, postal votes have not yet been sufficiently tested, and there have been difficulties particularly in respect of ascertaining the authenticity of votes thus submitted. Moreover, Nemetschek AG already offers its shareholders the option of entrusting the exercising of their voting rights to a proxy appointed by the company. Shareholders therefore already have the possibility of submitting their votes also before the day of the Annual General Meeting. Securing the rights of shareholders by having the additional option of postal votes would not ultimately serve to facilitate the process further.

The D & O insurance does not include excess insurance for members of the supervisory board (Code Item 3.2 Clause 2). Nemetschek AG does not believe that excess insurance would increase the motivation and sense of responsibility of the members of the supervisory board.

The managing board of Nemetschek AG consists of only one person (Code Item 4.2.1). The managing board and supervisory board believe that neither the organizational structure of the Nemetschek Group nor the focus of Nemetschek AG on holding tasks and group control necessarily requires a managing board with several people. Moreover, an Executive Council has been established within the Nemetschek Group to provide support for the managing board. The Council is made up of the managing board and the managing directors of the most important product organizations. Its task is to define and implement the strategic orientation of the group.

The employment contract of the managing board does not include a severance payment cap (Code Item 4.2.3 Clause 4). The new managing board contract, which came into effect at the beginning of 2010, is valid for three years. The supervisory board is of the view that the short contract period of three years in itself offers adequate protection against unreasonable severance payments, which is why a separate severance payment cap was not agreed on.

Code Item 5.1.2 Clause 2 and Code Item 5.4.1 Clause 2 and Clause 3 are not complied with. An age limit for members of the managing board and the supervisory board has not been defined explicitly and is not currently planned. Such age limit would generally restrict the

company in its selection of suitable members of the managing board and the supervisory board. For the company, the composition of the supervisory board is determined primarily by the experience, capabilities and expertise of its individual members. On the other hand, the supervisory board considers diversity criteria to be lower-ranking, even though it expressly welcomes them and the associated quest for an appropriate female quota.

The code recommendation on the formation of qualified committees is not followed (Code Item 5.3), as the supervisory board only has three members. The tasks for which the Code recommends the formation of such committees are all performed by the supervisory board of Nemetschek Aktiengesellschaft.

Deviating from Code Item 5.4.3, the managing board of Nemetschek Aktiengesellschaft applied for the official appointment of a member of the supervisory board in February 2008 and requests that an unlimited official appointment be filled by the next AGM. The reason for this was that the supervisory board member concerned had already been elected by the AGM 2007 for a full term and merely left the supervisory board temporarily due to illness.

Munich, March 24, 2011
Nemetschek Aktiengesellschaft

Managing Board and Supervisory Board