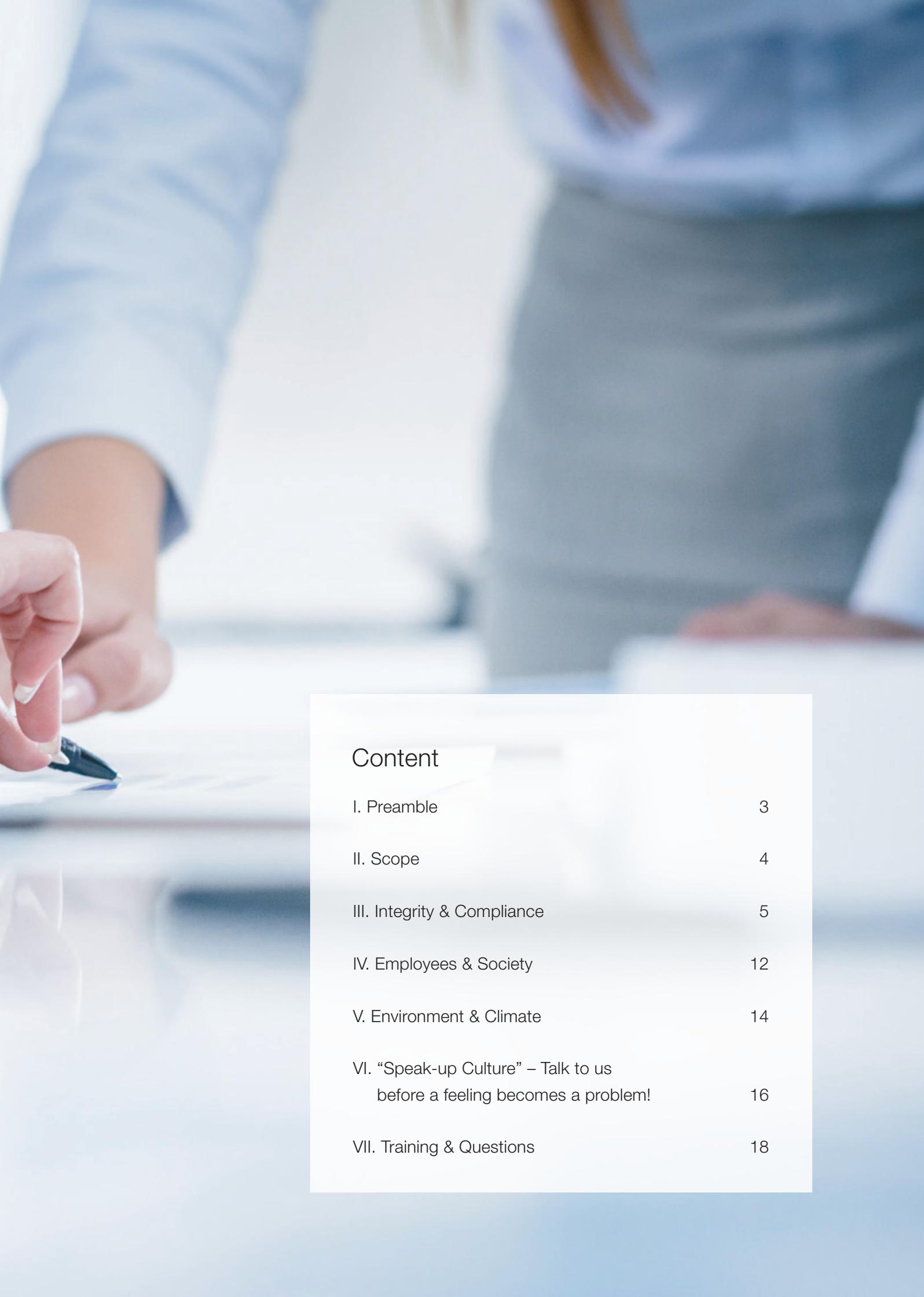


**NEMETSCHEK  
GROUP**

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Code of Conduct (CoC)



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# I. Preamble

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**We all share responsibility for ensuring that we meet our legal and social responsibilities.**

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The public image of the Nemetschek Group<sup>1</sup> is essentially shaped by the appearance, actions and behavior of each one of us. Each of us is jointly responsible for ensuring that we, as the Nemetschek Group, fulfill our legal and social responsibilities worldwide.

In order to be sustainably successful in an increasingly regulated global business world, we need common points of orientation.

This “Code of Conduct (CoC)” defines our group-wide principles of behavior in a way that is clearly understood by everyone and serves as our daily compass of values. Unethical and improper conduct as well as violations of this “Code of Conduct (CoC)” are consistently pursued and sanctioned in the interests of all employees.

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<sup>1</sup> The term “Nemetschek Group” includes the Nemetschek SE as well as all group companies.



## II. Scope

This “Code of Conduct (CoC)” applies worldwide to all employees of the Nemetschek Group. Local codes and guidelines within the group can concretize it, if they do not contradict the following values and basic principles.

This “Code of Conduct (CoC)” was deliberately kept rather general in order to be able to react as flexibly and precisely as possible to actual or legal details, requirements and changes. For this reason, particularly important topics are addressed throughout the Nemetschek Group in separate instructions, communication measures and training courses and updated as required.

All employees are required to inform themselves about existing internal and external regulations to ensure that they act in accordance with them. Each manager must ensure that his or her employees are aware of this “Code of Conduct (CoC)” and that his or her organization complies with the requirements of the “Code of Conduct (CoC)”. If any employee has questions, he or she may contact his or her manager, the respective local Compliance Coordinator or Corporate Compliance.



### III. Integrity & Compliance

All employees must comply with all relevant laws and regulations in their work environment as well as internal instructions and guidelines.

Actual or suspected violations of applicable legal provisions, internal regulations or ethical standards could have reputationally damaging or negative financial consequences. In addition to fines for the Nemetschek Group, criminal, civil and labor law sanctions are also possible for affected employees.

One of the most important goals of the Nemetschek Group is therefore:

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We ensure that critical compliance incidents do not occur in the first place.

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To achieve this goal, the Nemetschek Group pursues a preventive compliance approach and lives a corporate culture in which all employees are sensitized to the topic and receive appropriate training.

Warning signs of possible violations of this “Code of Conduct (CoC)” are to be reported immediately by all employees to the appropriate manager, the respective local Compliance Coordinator or Corporate Compliance.

## A. Behavior & Respect

Every employee is an ambassador for the Nemetschek Group and must therefore behave in a friendly, objective, respectful and fair manner.

## B. Combating Corruption

Corruption is a serious problem in economic transactions. It leads to decisions made for improper reasons, prevents progress and innovation, distorts competition and harms society.

In this respect, every employee must observe the applicable anti-corruption laws and internal Group rules.

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**Even the appearance of corruption must be avoided at all costs!**

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### 1. Prohibition of Corruption

The Nemetschek Group does not tolerate any form of corruption, be it through bribery, the granting of advantages, venality or any other form of unauthorized influence.

This means that no employee, either directly or through third parties, may offer, pay, be promised or accept bribes or kickbacks. It is also prohibited to allow others to pay bribes on our behalf.

### 2. Gifts, Hospitality & Invitations

Benefits in the form of gifts, hospitality and invitations are common and customary in international business relationships. Provided that these benefits remain within an appropriate socially acceptable framework, are transparent and not provided on a regular basis, and do not violate internal or legal regulations, they are not objectionable.

In the course of business, employees may only grant or accept benefits if this in no way gives the impression of influencing business processes. It is therefore prohibited to grant or accept benefits in connection with business decisions (e.g. contract negotiations or invitations to tender). The granting and acceptance of cash and cash equivalents (e.g. high-quality personal vouchers) are also prohibited.

### 3. Dealing with Consultants and Intermediaries

When initiating and/or processing sales-based business relationships, the Nemetschek Group often involves third parties such as external consultants (e.g. sales representatives, distributors, intermediaries, etc.), who act in the interest of or on behalf of the Nemetschek Group in various ways to support sales.

Misconduct by these third parties could lead to serious reputational and liability damage or penalties for the entire Nemetschek Group.

Each employee must therefore always check and document the integrity when commissioning relevant third parties and ensure that appropriate remuneration is only paid for consulting and mediation services actually provided.

### 4. Dealing with Office and Mandate Holders

Special legal conditions often apply when dealing with public officials or elected representatives, governments, authorities and other public institutions. Our contacts with public officials and elected representatives are strictly guided by the law and the relevant internal regulations to avoid conflicts of

interest and corruption. We also do not make “Facilitation Payments,” i.e., payments to public officials to expedite routine official acts.

Gifts, hospitality and invitations to public officials or mandate holders are therefore particularly risky and should always be approved by the relevant manager, the respective local Compliance Coordinator or Corporate Compliance. However, gifts, hospitality and invitations are only permissible if they are low-value, customary and courteous and can in no way be regarded as improper influence on a business decision.

### 5. Donations & Sponsorship

Social commitment is an important concern for the Nemetschek Group. Both donations<sup>2</sup> and sponsorships<sup>3</sup> have the aim of shaping the reputation of the Nemetschek Group and its perception in the public positively and sustainably. However, improper donations and sponsorships can also cause corruption risks.

Donations and sponsorships must always be carried out by each employee free of any suspicion of bribery or conflicts of interest and within the framework of a documented and transparent approval process.

<sup>2</sup> Donations are benefits on a voluntary basis without consideration.

<sup>3</sup> Sponsorships are benefits based on a contractually agreed consideration.

## C. Combating Money Laundering and Tax Evasion

The Nemetschek Group is committed to full compliance with all applicable anti-money laundering and counter-terrorist financing legislation and only accepts financial resources that originate from legal sources. Furthermore, the Nemetschek Group only does business with reputable customers who are engaged in legal business activities.

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**We only accept funds that come from legitimate sources and only do business with reputable customers.**

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The Nemetschek Group also refuses to conduct business in a way that enables or facilitates tax evasion for suppliers, customers or other third parties. Every employee must therefore look out for warning signs of possible violations and report them accordingly.

## D. Fair Competition

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**We are mindful of fair competition.**

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There are competition laws worldwide that prevent competition in the market from being substantially distorted or unreasonably

restricted by unfair agreements or practices. The Nemetschek Group always complies with the legal rules of fair competition and expects all employees to do so.

## E. Export control

Cross-border economic transactions are subject to prohibitions, restrictions, licensing requirements or other monitoring measures within the scope of export control. In addition to goods, technologies and software are also affected by export control regulations.

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**We respect export and sanctions control laws and regulations.**

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The Nemetschek Group complies with the export control and customs laws in the respective countries of its business activity.

The Nemetschek Group operates worldwide and respects both internationally and locally binding sanction regulations that prohibit doing business with certain countries, individuals, governments and organizations. Business with persons or companies on official sanction or embargo lists is therefore prohibited.

## F. Cooperation with Business Partners (Third Parties)

The Nemetschek Group takes business partner compliance very seriously. Every employee must therefore carefully select every business partner<sup>4</sup> before awarding a contract and keep an appropriately critical eye on them throughout the entire business

her private interests from the interests of the Nemetschek Group.

Only objective criteria count in internal decisions or business relationships with third parties. A conflict of interest is not fundamentally a problem but can have negative consequences for the employee and the Nemetschek Group if it is not disclosed transparently and handled in accordance with the regulations.

Secondary activities, professional consulting activities at or financial interests<sup>5</sup> in a competitor, customer or supplier must be disclosed transparently by each employee and are subject to approval. They must not negatively affect the interests of the Nemetschek Group.

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### We take care to select our business partners carefully.

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relationship. For all significant contract awards, every employee should also always consider the “Supplier Code of Conduct (SCoC)” as part of the contract and work to ensure that our business partners accept it and ensure compliance.

## G. Handling Conflicts of Interest

The Nemetschek Group expects professional loyalty to the Group from all employees. Every employee must separate his or

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### We separate our private interests from the interests of the Nemetschek Group.

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Every employee must avoid situations that could give the impression that decisions they make in the course of their work for the

<sup>4</sup> The term “business partner” includes strategic partners, suppliers, dealers, distributors, sales representatives, agents, intermediaries, lobbyists, consultants or any other comparable person or legal entity that is not an employee or company of the Nemetschek Group.

<sup>5</sup> Subject to stricter provisions in individual agreements, this does not apply to the acquisition and ownership of shares traded on a stock exchange and other financial investments below a threshold of 5% of the share capital.

Nemetschek Group are influenced by their personal interests. Every employee must therefore observe and ensure that potential conflicts of interest are disclosed transparently, handled in accordance with the regulations and documented.

## H. Handling Information

### 1. Documentation

The proper maintenance of correct records not only ensures competitiveness of the Nemetschek Group but is also required by state supervisory authorities. Therefore, every employee must always ensure that the business records and data he or she creates are accurate, timely, complete, appropriate and understandable, and that they do not mislead anyone.

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We make sure that information is  
handled correctly.

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### 2. Data Protection and Data Security

The Nemetschek Group is committed to protecting personal privacy and to complying with all applicable laws and regulations governing the protection of personal data.

Every employee is obliged to handle personal and confidential data of our employ-

ees, customers and business partners with care.

### 3. Trade Secrets

The Nemetschek Group has extensive business secrets as well as technical know-how. This knowledge is the basis of our business success. The unauthorized disclosure of such knowledge can cause very high damages for the Nemetschek Group and have consequences under employment, civil and criminal law for the employee concerned.

Trade secrets must always therefore be treated confidentially by each employee, both during the term of the employment relationship and after its termination. This also applies to other information which the Nemetschek Group or its customers and business partners have or could have an interest in keeping confidential. No employee may disclose this information to unauthorized persons without permission or provide them with an insight without permission.

### 4. Intellectual Property of Third Parties

The Nemetschek Group respects and observes the intellectual property of third parties. This includes both industrial property rights (e.g. patents, trademarks or registered designs) and works protected by copyright (e.g. software or image rights). Every employee respects the intellectual property

of third parties and may only use it if appropriate rights of use have been granted. Employees may only use and pass on third-party know-how that is not protected by industrial property rights or copyrights if there are no legal regulations to the contrary. Confidentiality agreements or license conditions must be observed by each employee accordingly.

## 5. IT Security

Cyber crime is a serious international risk which can lead to high damages. The Nemetschek Group takes this risk very seriously and implements group-wide security measures and updates them continuously.

Every employee must therefore look out for warning signs of possible attacks and report them to the internally responsible IT or IT Security Officer.

## 6. Insider Information

The Nemetschek Group encourages all employees to acquire Nemetschek shares. However, no employee may buy or sell shares in Nemetschek SE or another company if this employee has insider information at the time of the planned transaction. This is usually information that is not public and could influence the share price of a company.

All employees are therefore required to comply with the statutory and internal insider trading rules applicable to securities trading and to observe the relevant instructions. If they have any queries, any employee can contact Corporate Investor Relations.

## I. Communication Management & Social Media

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**We are aware of the effects of our communication.**

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The respective brands of the Nemetschek Group and their image are among our most valuable assets. The Nemetschek Group must therefore promote and protect these brands in a uniform, consistent and targeted manner in order to maintain a strong international competitive position. Every employee must therefore always forward any media inquiry to the appropriate communications department and observe internal regulations on communication and social media.



## IV. Employees & Society

Every company and every employee of the Nemetschek Group bears social responsibility beyond the purpose of the operational business.

### A. Long-term Customer Relationships

The satisfaction of our customers is the benchmark for our services and an important factor for long-term customer relationships. Every employee strives every day to achieve the highest level of quality and to constantly improve the processes and procedures required for this. This is the basis for

the trust of our customers and at the same time a contribution to the future of the entire Nemetschek Group.

Every employee works with our customers in a partnership and professional manner in order to find high-quality, reliable and sustainable solutions together.

### B. Social Commitment

Social commitment is an important concern for the Nemetschek Group. Therefore, the Nemetschek Group is committed worldwide through donations or voluntary activities.

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**We make sure that we deal with our customers in a cooperative and professional manner.**

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Every employee is encouraged, if possible, to declare his willingness for voluntary activities – initiated by the Nemetschek Group.

### C. Employee Responsibility

It is very important to the Nemetschek Group to create a motivating and inclusive working environment that promotes well-being, personal development and mutual trust as conditions for first-class teamwork.

### D. Human Rights

Everyone has human rights, regardless of nationality, place of residence, gender, national or ethnic origin, religion or similar characteristics. The Nemetschek Group has a zero-tolerance policy towards all human rights abuses, including modern slavery and child labor, within the Group, in all our operations and throughout the supply chain.

Every employee must therefore be aware of their social duty and act responsibly and tolerantly in accordance with our values.

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**We always act responsibly and respect human rights.**

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### E. Prohibition of Discrimination & Protection against Harassment

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**We refrain from any kind of discrimination and harassment.**

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The Nemetschek Group does not tolerate any discrimination or harassment in the group, whether based on origin, gender, disability, religion, age, sexual orientation, political views or trade union activities. The Nemetschek Group is committed to equal opportunities and equal treatment of all employees. Any kind of discrimination, (sexual) harassment or mobbing/bossing must be refrained from and will not be tolerated and sanctioned accordingly.

### F. Work Safety & Health

The Nemetschek Group promotes safe and healthy working by complying with statutory occupational health and safety regulations and through numerous individual company health offers.

All managers have the task of looking after the health of their employees. However, each employee also assumes responsibility for this themselves and undertakes to prevent occupational accidents and work-related illnesses through proactive, health-promoting behavior.



## V. Environment & Climate

Managing our company well while taking responsibility for employees, society and the environment is of central importance to us.

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We take responsibility for the quality of our products.

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### A. Product Responsibility

Sustainable product responsibility stands on two legs at the Nemetschek Group: On the one hand, sustainability aspects are important in the development and use of software and, on the other hand, the Nemetschek Group has the claim to fulfill the high expectations of our customers and partners regarding the quality, security and functionality of our products and services. In this respect,

every employee always must ensure the group-wide claim.

### B. Environment & Operational Resource Conservation

Intact ecosystems are the basis for healthy living and sustainable business. The Nemetschek Group supports climate and environmental protection through a precau-

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We contribute to environmental and climate protection through our products.

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tionary approach and takes group-wide initiatives to further strengthen the sense of responsibility of employees and the entire value chain. Every employee is encouraged to use all resources as sparingly and environmentally friendly as possible in their daily work. When selecting suppliers, advertising materials or other external services, each

employee is required to consider ecological, ethical and social criteria in addition to economic aspects.

Company property may only be used by each employee for business purposes, unless otherwise agreed in individual cases.



## VI. “Speak-up Culture” – Talk to us before a feeling becomes a problem!

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We use our open, group-wide  
“Speak-up Culture” to confidently  
address any issues.

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The Nemetschek Group demands and promotes an open group-wide “Speak-up Culture”. Therefore, it encourages its employees to report behavior that may violate this “Code of Conduct (CoC)”. No employee will suffer any disadvantage as a result of complying with the above principles and making a report.

To this end, our employees can contact the relevant manager, the responsible HR management, the local Compliance Coordinator or Corporate Compliance ([compliance@nemetschek.com](mailto:compliance@nemetschek.com)) directly in German or English.

In addition, every employee has access to the Group-wide whistleblower system, which is regularly communicated and allows violations to be reported anonymously, at least in German or English.

All reports are first checked internally for plausibility with the utmost confidentiality. If necessary, further investigations and steps are initiated. In individual cases, other company departments or external consultants may be consulted. All indications of violations are consistently followed up and proven misconduct is sanctioned appropriately.

The Nemetschek Group does not tolerate any retaliation against employees who – to the best of their knowledge and belief – make honest reports about possible violations of the law.



## VII. Training & Questions

The Nemetschek Group ensures compliance with the above regulations through mandatory, group-wide compliance training. Furthermore, the Nemetschek Group encourages its employees not only to report possible irregularities or violations, but also to ask questions if something is unclear to them. However, this “Code of Conduct (CoC)” cannot solve every potentially problematic situation.

Therefore, if there are specific questions of interpretation or application, all employees can contact **Corporate Compliance** in confidence at any time.

**Contact: [compliance@nemetschek.com](mailto:compliance@nemetschek.com)**

# NEMETSCHek GROUP

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