

# **Code of Conduct**

## **Code of Conduct of the Nemetschek Group**

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## Preamble

As employee, each of us contributes significantly to the public image of the Nemetschek group, through our appearance, conduct and actions. All of us are jointly responsible for ensuring that the Nemetschek group lives up to its worldwide social responsibilities. Our strategy as well as our day-to-day operations are based on high ethical and legal principles.

This Code of Conduct provides a framework of standards which apply to every employee of the Nemetschek group (hereinafter „employee<sup>1</sup>“), regardless of her or his position. The Code of Conduct specifies how employees should deal with the ethical and legal requirements in running the business, and also shapes the way in which we interact with our business partners, employees, shareholders and the public.

This Code of Conduct constitutes the minimum standard of behavior for all employees of the companies in the Nemetschek group and must be complied with by all employees.

Violations of the Code of Conduct will be prosecuted in the interests of all employees and violators will face sanctions. All employees are obliged to inform themselves about the existing internal and external policies to ensure that they comply with them. If an employee is not sure of the compliance of an event or action with the standards of the Nemetschek group, do not hesitate to ask your line manager or Compliance. It is the responsibility of each manager to ensure, that her or his organization complies with the Code of Conduct.

### **1. Conduct with, and respect, for one another**

Every employee acts as an ambassador for the Nemetschek group. Nemetschek expects employees to demonstrate friendly, objective, fair and decent conduct towards other persons, both within and outside of the group.

Employees must ensure a fast and smooth exchange of information within the group. Information shall not be withheld unlawfully, falsified or communicated selectively.

It must be communicated accurately and completely to other divisions or departments unless it is possible that the interests of Nemetschek could be compromised.

Any type of discrimination is not permitted. In particular, Nemetschek will not tolerate any form of discrimination or harassment on the basis of origin, gender, disability, religion, age, sexual orientation, political views or involvement in a labor/trade union.

Nemetschek fosters a culture that encourages and appreciates candid feedback and collaboration. The essential criteria for the development of employees are performance, potential, experience, conduct and integrity.

<sup>1</sup> In the interests of better readability, the text that follows is not gender-inclusive. We hope our female employees will understand.

## **2. Compliance with laws and accountable business management**

All employees must comply with all laws and regulations relevant and specific to their working environment, as well as any internal instructions and guidelines.

External and internal business activities must be documented in full and accurately in order to comply with statutory laws as well as Nemetschek's own regulations.

## **3. Confidentiality**

Business and industrial secrets must be kept confidential; this also applies to other types of information which Nemetschek, its contracting partners or customers have, or may have, an interest in keeping confidential.

Such information is not permitted to be passed to unauthorized persons without the appropriate approval, and must also be appropriately protected from being available in any form or in any way to a third party or an unauthorized employee.

## **4. Conflicts of interest, separation of private and group interests**

Nemetschek requires its employees to be loyal to the group. Every employee must separate her / his private interests from the interests of Nemetschek. Objective criteria must form the basis for taking internal decisions or for business relations with a third party.

Any secondary employment, professional consulting services or substantial financial investment in a competitor, customer or supplier are subject to prior approval and may not have any adverse impact on the interests of Nemetschek.

Substantial financial investment by close family members in a competitor, customer or supplier must be disclosed to the employee's manager to ensure that the employee is not subject to a potential conflict of interest.

## **5. Corruption or bribery**

Nemetschek does not tolerate any form of corruption, bribery, venality or other unlawful granting of advantage. Any violation on the part of an employee will invariably result in the termination of their employment contract and criminal prosecution.

## **6. Prevention of money-laundering / no unlawful activities**

Nemetschek supports all necessary measures to prevent money-laundering within its sphere of control and makes all efforts to avoid being misused for any other illegal purpose.

In the workplace, employees are not permitted to tolerate illegal actions or to support the illegal activities of others.

## **7. Competition and anti-trust laws**

Nemetschek is committed, without any limitation, to competition by fair means and to strict compliance with anti-trust laws.

It is a fundamental principle of Nemetschek that employees must act in compliance with the respective competition laws that are currently in force.

## **8. Protection of natural resources and of Nemetschek assets**

In their work, employees must consider natural resources and ensure that their activities are as environmentally friendly as possible. When selecting suppliers, advertising materials or other external services, employees should give due consideration to ecological, ethical and social as well as economic aspects. Nemetschek's objective is profitable growth with a due respect for society and the natural environment.

The use of assets and resources of the group companies for private or third-party purposes is generally prohibited. Such use is only permitted on a case-by-case basis with prior approval from Nemetschek. All risks arising from business activities are controlled and minimized by Nemetschek's risk-management system.

## **9. Accepting and granting of gifts and other favors**

Gifts and favors from, or to, business partners are acceptable up to a certain level if they are in line with regional custom and practice. However, gifts and favors are unacceptable where they may result in a conflict of interest or harm the reputation of Nemetschek.

As a result, employees are not permitted to accept or to grant benefits or favors - of any kind, particularly personal gifts of an inappropriate value - that would indicate to an objective and reasonable third-party that they may be used to influence business decisions or transactions. Invitations must be within the limits of the regional customs pertaining to hospitality. The acceptance and granting of money is prohibited.

In cases of doubt, the employee must consult her / his line manager or human resource department or Compliance.

## **10. Periodic accounts and financial communications**

Nemetschek assures the timely publication of complete, accurate and comprehensible periodic accounts and financial reports, which are prepared in accordance with national and international accounting rules and principles.

Accordingly, Nemetschek supplies the capital market stakeholders with comprehensive and continuous financial communications.

## **11. Insider rules**

Employees are committed to complying with the insider rules applicable to securities trading, for example, the ban on insider trading.

In particular, employees are not permitted to use or to make available to a third party any information that is not publicly known (insider information) for the purposes of buying or selling shares.

## **12. Data protection and IT security**

Employees and business partners have the informal right of self-determination, which must be upheld; all employees must comply with each and every one of the provisions and regulations pertaining to data protection and privacy.

As a result of the intensive use of IT systems, Nemetschek's business activities are heavily dependent on the proper functioning and availability of such systems. Risks resulting from this dependence are controlled and minimized on the basis of the group guidelines and instructions regarding IT security, which are issued by Nemetschek.

## **13. Implementation of compliance rules**

No employee shall derive any disadvantage at the company from her / his compliance with the above principles.

Employees are required to report any violations of the Code of Conduct. In such instances, employees are initially advised to consult their line manager or [compliance@nemetschek.com](mailto:compliance@nemetschek.com). Reporting can be made by name or, if so desired, anonymously. Anonymous reports have to be provided in English and can be sent to an international law firm appointed by Nemetschek\*.

The efficient and effective processing of reports is guaranteed as well as strictest confidentiality, particularly the anonymity of the employee, for reports of any kind.

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The guideline enters into effect as of March 15, 2012, and shall be complied with by those it is addressed to.

Munich, August 3, 2016