

NEMETSCHKE
GROUP

2025 INVITATION TO THE
REGULAR ANNUAL
GENERAL MEETING

Intelligence
beyond AI



Nemetschek SE
Munich

– WKN (international securities identification number): 645290 –
– ISIN: DE0006452907 –

Invitation to the regular annual general meeting

We herewith invite our shareholders to the regular annual general meeting of Nemetschek SE (herein after also referred to as “**Company**”), which will be held on

Tuesday, May 20, 2025, at 10:00 a.m. (CEST)

at

**Haus der Bayerischen Wirtschaft (hbw ConferenceCenter),
Max-Joseph-Straße 5, 80333 Munich**

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I. Agenda

1. Submission of the promulgated annual financial statements, the approved consolidated financial statements, the consolidated management report for Nemetschek SE and the Group, the explanatory report of the executive board on the information in accordance with § 289a and § 315a HGB as well as the report of the supervisory board for the 2024 financial year

As of the point in time that the annual general meeting is called, the documents specified are made available for access on the Company's website under ir.nemetschek.com/agm. The documents specified are also made available for access and explained in more detail at the annual general meeting.

The Corporate Governance Statement pursuant to §§ 289f, 315d HGB is available for access on the Company's website under ir.nemetschek.com/cgd. The nonfinancial (Group) declaration as per §§ 289b, 315b HGB is part of the consolidated management report.

The supervisory board has approved the annual financial statements and consolidated financial statements prepared by the executive board. The annual financial statements are thus final as per § 172 Sentence 1 of the German Stock Corporation Act (Aktiengesetz – AktG).¹⁾ Therefore, in accordance with the applicable provisions, no resolution is provided for regarding this agenda item.

2. Resolution on the use of the balance sheet profit for the 2024 financial year

The executive board and supervisory board propose to use the balance sheet profit of the Company arising from the 2024 financial year past in the amount of EUR 488,688,195.03 as follows:

USE OF THE BALANCE SHEET PROFIT	
	EUR
Payment of dividends of EUR 0.55 per no-par value share entitled to a dividend (115,445,916 shares)	63,495,253.80
Profit carried forward	425,172,941.23
Balance sheet profit	488,668,195.03

Pursuant to Section 71b of the German Stock Corporation Act (AktG), the 54,084 treasury shares held by the company are not entitled to a dividend. Should the number of dividend-bearing shares change before the Annual General Meeting, an appropriately amended resolution proposal will be put to the vote at the Annual General Meeting, which will continue to provide for an unchanged dividend of EUR 0.55 per dividend-bearing share. In this case, the amount allocated to no-par value shares which are not entitled to a dividend will be carried to a new account.

Pursuant to § 58 (4) Sentence 2 AktG, the entitlement to the dividend is effective on the third business day following the resolution of the annual general meeting. The payment of the dividend is therefore planned for May 23, 2025.

3. Resolution on approving the action of the members of the executive board for the 2024 financial year

The executive board and supervisory board propose to approve the action of the members of the executive board of the Company in office during the 2024 financial year for this time period.

4. Resolution on approving the action of the members of the supervisory board for the 2024 financial year

The executive board and supervisory board propose to approve the action of the members of the supervisory board of the Company in office during the 2024 financial year for this time period.

It is anticipated to have the annual general meeting vote on approving the action of the members of the supervisory board by way of individual voting:

- » 4.1 Mr. Kurt Dobitsch
- » 4.2 Ms. Iris M. Helke
- » 4.3 Mr. Bill Krouch
- » 4.4 Ms. Christine Schöneweis
- » 4.5 Prof. Andreas Söffing
- » 4.6 Dr. Gernot Strube

5. Resolution on the appointment of the auditor for the annual financial statements and the consolidated financial statements for the 2025 financial year and for any review of the condensed financial statements and the interim management report for the 2025 financial year

The Supervisory Board proposes – based on the recommendation of its Audit Committee – that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditor of the annual financial statements and the consolidated financial statements of the Company for the fiscal year 2025 and as auditor for the possible review of the condensed financial statements and the interim management report for the first half of the fiscal year 2025.

The Audit Committee declared that its recommendation is free from improper influence by a third party and that no clause restricting the selection options has been imposed upon it within the context of Art. 16 (6) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 regarding specific requirements for auditing annual financial statements in the case of enterprises of public interest and for the withdrawal of 2005/909/EC of the Commission (EU Audit Regulation).

¹⁾ The provisions of the German Stock Corporation Act (AktG) generally apply to the Company as per Art. 9 (1) lit. c) (ii) of Regulation (EC) No. 2157/2001 of the Council of October 8, 2001 on the statute of the European Company (SE) (German SE Regulation (SE-Verordnung – SE-VO)), inasmuch as nothing else arises from the special provisions of SE-VO.

6. Resolution on the appointment of the auditor of the sustainability report for the 2025 financial year for the Company and the Group

According to Directive (EU) 2022/2464 of the European Parliament, which went into effect on January 5, 2023 and of the Council of December 14, 2022 for amendment of Regulation (EU) No. 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU regarding corporate sustainability reporting (“**CSRD**”), large, capital market-oriented companies with more than 500 employees must extend their (consolidated) management report to include a (consolidated) sustainability report, which is to be audited by the auditor or – depending on the selection options of the respective member state – by a different auditor (of annual accounts) or by an independent provider of assurance services, for the financial year starting on or after January 1, 2024. CSRD was to be transposed into national law as of July 6, 2024. As of the point in time that the annual general meeting was called, German legislators had not yet passed a law for transposing CSRD into national law (“**CSRD Implementation Act**”). According to the last government draft of the CSRD Implementation Act of July 24, 2024, the appointment of the auditor of the sustainability report was to fall under the jurisdiction of the annual general meeting. The government draft also included a transitional provision, pursuant to which the auditor of the sustainability report relating to a financial year beginning before January 1, 2025 shall be deemed appointed if the auditor of the annual financial statements was appointed before the CSRD Implementation Act comes into force and no separate auditor for the sustainability report has been appointed. Albeit, as of the point in time that the annual general meeting is called, the further course of the legislative process is open. In particular, it is unclear whether the CSRD Implementation Act will ultimately also contain a corresponding transitional provision for auditors of sustainability reports for the 2025 financial year. For the case that the Company is to create a sustainability report for the Company and/or Group which is subject to mandatory external auditing for the 2025 financial year, the auditor of this sustainability report for the Company and/or Group is consequently to be appointed provisionally.

The supervisory board proposes – on the basis of the recommendation of its Audit Committee – to appoint the PricewaterhouseCoopers GmbH auditing firm, Munich, as the auditor of the sustainability report for the 2025 financial year for the Company and the Group.

This appointment is made subject to the precedent condition that the Company, upon the CSRD Implementation Act's going into effect, must create a sustainability report for the Company and/or Group for the 2025 financial year for which an external audit is required and that it is possible to appoint an auditor for the audit of this sustainability report through the annual general meeting.

7. Resolution on the approval of the remuneration report for the 2024 financial year

§ 120a (4) AktG provides for the annual general meeting of listed companies to resolve on the approval of the remuneration report created and audited as per § 162 AktG for the preceding financial year. Pursuant to § 162 (3) AktG, the remuneration report is to be verified by the auditor as to whether the legally required disclosures were made in accordance with § 162 (1) and (2) AktG.

The executive board and the supervisory board have prepared a remuneration report for the 2024 financial year, which has been audited by the auditor. The remuneration report for the 2024 financial year is, together with the audit note of the auditor, available for access on the Company's website under ir.nemetschek.com/agm as of the point in time that the annual general meeting is called, and will also be made available for viewing at the annual general meeting.

The executive board and supervisory board propose that the remuneration report for the 2024 financial year, which was prepared and audited according to § 162 AktG, be approved.

8. Resolution on the cancellation of Authorized Capital 2021 and the creation of a new Authorized Capital 2025/I with the option to exclude the shareholders' right of subscription as well as on the corresponding amendment of the Articles.

With the resolution of the annual general meeting of the Company under Agenda Item 8 on May 12, 2021, with the consent of the supervisory board, the executive board was permitted to increase the company's share capital once or repeatedly, up to (and including) May 11, 2026 by issuing up to 11,550,000 new, no-par value bearer shares in return for cash contributions and/or contributions in kind up to a total of EUR 11,550,000 (Authorized Capital 2021).

This authorization has not been exercised to date. However, Authorized Capital 2021 would expire as of the end of May 11, 2026 and thus in all likelihood prior to the regular annual general meeting planned for May 21, 2026. In order to put the Company in a position to make flexible and short-term use of financing options, without interruptions in terms of time, so that it can seize business opportunities and strengthen equity basis, Authorized Capital 2021 is to be cancelled and a new authorized capital (Authorized Capital 2025/I) is to be created.

In connection with the creation of the new Authorized Capital 2025/I, as per § 203 (2) Sentence 2 AktG in conjunction with § 186 (4) Sentence 2 AktG, the executive board reports on the reasons for the authorization for excluding the shareholders' right of subscription when new shares are issued. This report by the executive board is available for access on the Company's website under ir.nemetschek.com/agm as of the point in time that the annual general meeting is called, and will also be made available for viewing at the annual general meeting.

The executive board and supervisory board therefore propose the following resolution:

a) Cancellation of Authorized Capital 2021

The resolution passed by the annual general meeting on May 12, 2021 under Agenda Item 8, with the consent of the supervisory board, authorizing the executive board to increase the Company's share capital once or repeatedly, in accordance with § 5 (3) of the Articles of the Company by issuing up to 11,550,000 new, no-par value bearer shares in return for cash contributions and/or contributions in kind up to a total of EUR 11,550,000 ("**Authorized Capital 2021**") is cancelled subject to the precedent condition of the new Authorized Capital 2025/I under lit. b) of this Agenda Item 8 going into effect as well as the filing of the amendment of § 5 (3) of the Articles of the Company as per lit. c) of this Agenda Item 8 in the Commercial Register.

b) Creation of a new Authorized Capital 2025/I with the option to exclude the right of subscription

With the consent of the supervisory board, the executive board is permitted to increase the Company's share capital once or repeatedly, in the time up to (and including) May 19, 2030 by issuing up to 11,550,000 new, no-par value bearer shares in return for cash contributions and/or contributions in kind up to a total of EUR 11,550,000 ("**Authorized Capital 2025/I**").

Shareholders are to be generally granted the applicable right of subscription to the new shares. As per § 186 (5) AktG, the shares can also be acquired by one or more than one credit institution, securities institution or enterprises operating pursuant to § 53 (1) Sentence 1 or § 53b (1) Sentence 1 or (7) of the German law on banking (Kreditwesengesetz –KWG), with the obligation to offer them to the shareholders of the Company for subscription (so-called indirect right of subscription).

The executive board is however authorized, with the consent of the supervisory board, to exclude the shareholders' right of subscription in full or in part, for one or more than one capital increase within the scope of Authorized Capital 2025/I, in accordance with the following provisions:

aa) in order to exclude large amounts from the shareholders' right of subscription;

bb) for the issue of shares against cash contributions if the issue price of the new shares, within the context of §§ 203 (1) and (2), 186 (3) Sentence 4 AktG, is not substantially lower than the stock exchange price of the company's shares already listed and if the proportional amount of the share capital attributable to the new shares which are issued under exclusion of the subscription right does not exceed a total of 10%, neither at the time of Authorized Capital 2021/I taking effect nor at the time of Authorized Capital 2021 being utilized. This restriction of 10% of the

share capital is to include the proportional amount of the share capital that is attributable to shares (i) which are sold during the term of Authorized Capital 2025/I as a result of an authorization to sell own shares in accordance with § 71 (1) No. 8 Sentence 5 second half of sentence AktG in conjunction with § 186 (3) Sentence 4 AktG, subject to the exclusion of the shareholders' right of subscription; (ii) which were or are to be issued for servicing bonds carrying conversion or option rights and/or conversion or option obligations if these bonds are issued during the term of Authorized Capital 2025/I subject to the exclusion of the shareholders' right of subscription by analogous application of § 186 (3) Sentence 4 AktG; (iii) which are issued during the term of Authorized Capital 2025/I from other authorized capital in accordance with § 203 (2) Sentence 1 AktG in conjunction with § 186 (3) Sentence 4 AktG or on the basis of other capital measures by analogous application of § 186 (3) Sentence 4 AktG;

cc) for issuing shares against contributions in kind, particularly – but without restriction to this – within the scope of business combinations or for the purpose of (also indirectly) acquiring enterprises, operations, parts of enterprises, interests in enterprises or other assets, including receivables due from the Company or its Group companies, or for servicing financing instruments which are issued in return for contributions in kind;

dd) insofar as it is required in order to grant a right of subscription to holders and/or creditors of convertible bonds, warrant bonds, profit participation rights and/or profit participating bonds (and/or combination of these instruments) (hereinafter referred to as "**bonds**"), which have conversion or option rights and/or conversion or option obligations and which have been or will be issued by the Company or by a domestic or foreign enterprise in which the Company directly or indirectly holds a majority of the votes and capital, a subscription right to new no-par value bearer shares of the Company to the extent to which they would be entitled as shareholders after exercising the option or conversion rights or after fulfilling the conversion or option obligations, or to the extent that the Company exercises a right to choose, in connection with such bonds, to grant shares of the Company in whole or in part instead of paying the due amount in cash;

ee) in order to grant new shares against cash and/or non-cash contributions, including claims against the Company, to members of the executive board of the Company, members of the executive boards and management of affiliated Group companies of the Company within the context of § 18 AktG, as well as employees of the Company or of Group companies (hereinafter respectively referred to as "**Eligible Participants**") within the framework of agreed

upon compensation and/or to fulfill obligations arising from management and employee participation programs, share matching plans, performance share programs, stock appreciation rights or other virtual stock or stock option programs, and provided that no other authorization for the exclusion of subscription rights is used for this purpose. The new shares can also be transferred to Eligible Participants after termination of the body or work relationship. The new shares can also be issued via an intermediary credit institution, securities institution or a company operating pursuant to §53 (1) Sentence 1 or §53b (1) Sentence 1 or (7) KWG, which assumes the shares with the obligation to offer them to Eligible Participants. The new shares can also be used to repay loans on securities and, for this purpose, may be issued to a credit institution, securities institution or enterprise operating pursuant to §53 (1) Sentence 1 or §53b (1) Sentence 1 or (7) KWG if the loan on securities serves the purpose of procuring shares which are or were transferred to Eligible Participants for the purposes stated in the above Sentence 1 of this lit. ee). For this, in particular, the issue of new shares can also be carried out subject to preferential terms (including an issuance at the minimum issue amount within the context of §9 (1) AktG) and/or against contribution of compensation claims. If permissible by law, it is also possible to issue shares in such a way that the contribution to be made for them can be covered by that part of the net income for the year that the executive board and supervisory board could allocate to other revenue reserves in accordance with §58 (2) AktG. The proportional amount of the share capital attributable to shares which are issued subject to exercising the authorization in accordance with this lit. ee) with exclusion of the right of subscription must not exceed a total of 5% of the share capital, and this neither at the time that this authorization comes into effect nor at the time that this authorization is exercised. This restriction of 5% of the share capital is to include the proportional amount of the share capital that is attributable to shares that have been issued or transferred to Eligible Participants since the resolution on Authorized Capital 2025/I from authorized capital or contingent capital, or from treasury shares – also on the basis of a loan on securities – within the scope of the agreed upon compensation and/or for the fulfillment of obligations arising from management and employee participation programs, share matching plans, performance share programs, stock appreciation rights or other virtual stock or stock option programs. If, within the scope of this authorization, members of the executive board of the Company are to be granted shares, also on the basis of a loan on securities, it is the supervisory board of the Company] that decides in accordance with the distribution of responsibilities under corporate law;

- ff) on the distribution of a dividend in kind, in the context of which shares of the company (also in part and/or subject to selection) are issued against contribution of shareholders' dividend claims (scrip dividend).

According to this authorization, the issue of shares subject to the exclusion of the right of subscription of shareholders within the scope of Authorized Capital 2025/I is only permissible if the total of the new shares, together with shares that are issued or transferred by the Company during the term of Authorized Capital 2025/I under another authorization subject to the exclusion of the right of subscription of shareholders, or shares to be issued due to a bond issued during the term of Authorized Capital 2025/I based on the use of another authorization subject to the exclusion of the right of subscription, does not exceed 10% of the company's share capital, both at the time this authorization becomes effective and, if this amount is smaller, at the time the authorization is exercised. The maximum limit reduced as per the aforementioned sentence will be increased again upon a new authorization resolved by the annual general meeting going into effect after the reduction with the exclusion of the shareholders' right of subscription, to the extent of this new authorization, albeit up to a maximum of 10% of share capital as per the provisions of the aforementioned sentence.

From the beginning of the financial year on in which the new shares are created on the basis of Authorized Capital 2025/I, they participate in the profit; in deviation of this, the executive board can, to the extent which is legally permissible, specify with the consent of the supervisory board that the new shares participate in the profit from the beginning of the financial year on for which, at the point in time of the increase in capital, no resolution had yet been resolved by the annual general meeting regarding the appropriation of the balance sheet profit.

Moreover, the executive board is empowered, with the consent of the supervisory board, to specify further details of the increase in capital and their execution, especially regarding the content of share rights and the terms and conditions of share issue. After utilization of Authorized Capital 2025/I or expiration of the period for utilization of Authorized Capital 2025/I, the supervisory board is authorized to correspondingly amend the version of the Articles.

c) Amendment of § 5 (3) of the Articles of the Company

§ 5 (3) of the Articles of the Company is completely rewritten as follows:

“With the consent of the supervisory board, the executive board is permitted to increase the Company’s share capital once or repeatedly, in the time up to (and including) May 19, 2030 by issuing up to 11,550,000 new, no-par value bearer shares in return for cash contributions and/or contributions in kind up to a total of EUR 11,550,000 (**“Authorized Capital 2025/I”**).

Shareholders are to be generally granted the applicable right of subscription to the new shares. As per § 186 (5) AktG, the shares can also be acquired by one or more than one credit institution, securities institution or enterprises operating pursuant to § 53 (1) Sentence 1 or § 53b (1) Sentence 1 or (7) KWG, with the obligation to offer them to the shareholders of the Company for subscription (so-called indirect right of subscription).

The executive board is however authorized, with the consent of the supervisory board, to exclude the shareholders’ right of subscription in full or in part, for one or more than one capital increase within the scope of Authorized Capital 2025/I, in accordance with the following provisions:

- a) in order to exclude large amounts from the shareholders’ right of subscription;
- b) for the issue of shares against cash contributions if the issue price of the new shares, within the context of §§ 203 (1) and (2), 186 (3) Sentence 4 AktG, is not substantially lower than the stock exchange price of the Company’s shares already listed and if the proportional amount of the share capital attributable to the new shares which are issued under exclusion of the subscription right does not exceed a total of 10%, neither at the time of Authorized Capital 2021/I taking effect nor at the time of Authorized Capital 2021 being utilized. This restriction of 10% of the share capital is to include the proportional amount of the share capital that is attributable to shares (i) which are sold during the term of Authorized Capital 2025/I as a result of an authorization to sell own shares in accordance with § 71 (1) No. 8 Sentence 5 second half of sentence AktG in conjunction with § 186 (3) Sentence 4 AktG, subject to the exclusion of the shareholders’ right of subscription; (ii) which were or are to be issued for servicing bonds carrying conversion or option rights and/or conversion or option obligations if these bonds are issued during the term of Authorized Capital 2025/I subject to the exclusion of the shareholders’ right of subscription by analogous application of § 186 (3) Sentence 4 AktG; (iii) which are issued during the term of Authorized Capital 2025/I from other authorized capital in accordance with § 203 (2) Sentence 1 AktG in conjunction with § 186 (3) Sentence 4

AktG or on the basis of other capital measures by analogous application of § 186 (3) Sentence 4 AktG;

- c) for issuing shares against contributions in kind, particularly – but without restriction to this – within the scope of business combinations or for the purpose of (also indirectly) acquiring enterprises, operations, parts of enterprises, interests in enterprises or other assets, including receivables due from the Company or its Group companies, or for servicing financing instruments which are issued in return for contributions in kind;
- d) insofar as it is required in order to grant a right of subscription to holders and/or creditors of convertible bonds, warrant bonds, profit participation rights and/or profit participating bonds (and/or combination of these instruments) (hereinafter referred to as **“bonds”**), which have conversion or option rights and/or conversion or option obligations and which have been or will be issued by the Company or by a domestic or foreign enterprise in which the Company directly or indirectly holds a majority of the votes and capital, a subscription right to new no-par value bearer shares of the Company to the extent to which they would be entitled as shareholders after exercising the option or conversion rights or after fulfilling the conversion or option obligations, or to the extent that the Company exercises a right to choose, in connection with such bonds, to grant shares of the Company in whole or in part instead of paying the due amount in cash;
- e) in order to grant new shares against cash and/or non-cash contributions, including claims against the Company, to members of the executive board of the Company, members of the executive boards and management of affiliated Group companies of the Company within the context of § 18 AktG, as well as employees of the Company or of Group companies (hereinafter respectively referred to as **“Eligible Participants”**) within the framework of agreed upon compensation and/or to fulfill obligations arising from management and employee participation programs, share matching plans, performance share programs, stock appreciation rights or other virtual stock or stock option programs, and provided that no other authorization for the exclusion of subscription rights is used for this purpose. The new shares can also be transferred to Eligible Participants after termination of the body or work relationship. The new shares can also be issued via an intermediary credit institution, securities institution or a company operating pursuant to § 53 (1) Sentence 1 or § 53b (1) Sentence 1 or (7) KWG, which assumes the shares with the obligation to offer them to Eligible Participants. The new shares can also be used to repay loans on securities and, for this purpose, may be issued to a credit institution, securities institution or enterprise operating pursuant to § 53 (1) Sentence 1 or § 53b (1) Sentence 1 or

(7) KWG if the loan on securities serves the purpose of procuring shares which are or were transferred to Eligible Participants for the purposes stated in the above Sentence 1 of this lit. e). For this, in particular, the issue of new shares can also be carried out subject to preferential terms (including an issuance at the minimum issue amount within the context of §9 (1) AktG) and/or against contribution of compensation claims. If permissible by law, it is also possible to issue shares in such a way that the contribution to be made for them can be covered by that part of the net income for the year that the executive board and supervisory board could allocate to other revenue reserves in accordance with §58 (2) AktG. The proportional amount of the share capital attributable to shares which are issued subject to exercising the authorization in accordance with this lit. e) with exclusion of the right of subscription must not exceed a total of 5% of the share capital, and this neither at the time that this authorization comes into effect nor at the time that this authorization is exercised. This restriction of 5% of the share capital is to include the proportional amount of the share capital that is attributable to shares that have been issued or transferred to Eligible Participants since the resolution on Authorized Capital 2025/I from authorized capital or contingent capital, or from treasury shares – also on the basis of a loan on securities – within the scope of the agreed upon compensation and/or for the fulfillment of obligations arising from management and employee participation programs, share matching plans, performance share programs, stock appreciation rights or other virtual stock or stock option programs. If, within the scope of this authorization, members of the executive board of the Company are to be granted shares, also on the basis of a loan on securities, it is the supervisory board of the Company that decides;

- f) for distribution of a dividend in kind, in the context of which shares of the Company (also in part and/or subject to selection) are issued against contribution of shareholders' dividend claims (scrip dividend).

According to this authorization, the issue of shares subject to the exclusion of the right of subscription of shareholders within the scope of Authorized Capital 2025/I is only permissible if the total of the new shares, together with shares that are issued or transferred by the Company during the term of Authorized Capital 2025/I under another authorization subject to the exclusion of the right of subscription of shareholders, or shares to be issued due to a bond issued during the term of Authorized Capital 2025/I based on the use of another authorization subject to the exclusion of the right of subscription, does not exceed 10% of the company's share capital, both at the time this authorization becomes effective and, if this amount is smaller, at the time the authorization is exercised. The maximum limit reduced as per the aforementioned sentence will be increased again upon a new authori-

zation resolved by the annual general meeting going into effect after the reduction with the exclusion of the shareholders' right of subscription, to the extent of this new authorization, albeit up to a maximum of 10% of share capital as per the provisions of the aforementioned sentence.

From the beginning of the financial year on in which the new shares are created on the basis of Authorized Capital 2025/I, they participate in the profit; in deviation of this, the executive board can, to the extent which is legally permissible, specify with the consent of the supervisory board that the new shares participate in the profit from the beginning of the financial year on for which, at the point in time of the increase in capital, no resolution had yet been resolved by the annual general meeting regarding the appropriation of the balance sheet profit.

Moreover, the executive board is empowered, with the consent of the supervisory board, to specify further details of the increase in capital and their execution, especially regarding the content of share rights and the terms and conditions of share issue. After utilization of Authorized Capital 2025/I or expiration of the period for utilization of Authorized Capital 2025/I, the supervisory board is authorized to correspondingly amend the version of the Articles.

d) Registration for filing in the Commercial Register

The executive board is instructed to file the cancellation of Authorized Capital 2021 contained in §5 (3) of the Articles of the Company under the aforementioned lit. a) of this Agenda Item 8 and the resolved creation of the new Authorized Capital 2025/I in accordance with the aforementioned lit. b) and lit. c) of this Agenda Item 8 with the proviso to enter in the Commercial Register that, first, the cancellation of Authorized Capital 2021 will be filed, but this will only occur if, at the same time, the newly created Authorized Capital 2025/I and the corresponding amendment of the Articles of the Company are filed in the Commercial Register which has jurisdiction for the Company.

Subject to the preceding section, the executive board is authorized to file the resolution on the cancellation of Authorized Capital 2021 and the resolution on the creation of Authorized Capital 2025/I, including the amendment of §5 (3) of the Articles of the Company, for entry in the Commercial Register, independent of the other resolutions of the annual general meeting.

9. Resolution on the cancellation of the existing authorization and the granting of a new authorization to issue convertible bonds, warrant bonds, profit participation rights and/or profit participating bonds (and/or combination of these instruments) with the option to exclude the right of subscription, the cancellation of Contingent Capital 2021, the creation of Contingent Capital 2025/I as well as the corresponding amendment of the Articles

As a result of the resolution of the annual general meeting of May 12, 2021 under Agenda Item 9, with the consent of the supervisory board, the executive board was authorized to issue bearer or name convertible and/or warrant bonds or a combination of these instruments, once or repeatedly, up to (and including) May 11, 2026, amounting to a total nominal value of up to EUR 700,000,000.00 with or without term limitation (bonds) and to grant creditors of bonds conversion or option rights for the subscription of a total of up to 11,550,000 new, no-par value bearer shares of the Company with a proportional amount of the share capital of a total of up to EUR 11,550,000.00 in accordance with the terms and conditions of bonds.

This authorization has not been exercised to date. However, the authorization would expire as of the end of May 11, 2026, and thus in all likelihood prior to the regular annual general meeting planned for May 21, 2026. In order to put the Company in a position that allows it to flexibly respond to financial needs, without interruptions in terms of time, the existing authorization is to be cancelled as early as this year and a new authorization is to be granted. In addition, for this purpose, the existing Contingent Capital 2021 is to be cancelled, a new Contingent Capital 2025/I created and § 5 (4) of the Articles of the Company are to be reformulated accordingly.

In connection with the authorization to issue convertible and/or warrant bonds, profit participation rights and/or profit participating bonds (and/or combination of these instruments), the executive board reports as per § 221 (4) Sentence 2 AktG in conjunction with § 186 (4) Sentence 2 AktG in writing regarding the reasons for the authorization to exclude the shareholders' right of subscription within this context. This report by the executive board is available for access on the Company's website under ir.nemetschek.com/agm as of the point in time that the annual general meeting is called, and will also be made available for viewing at the annual general meeting.

The executive board and supervisory board therefore propose the following resolution:

- a) Cancellation of the existing authorization to issue convertible and/or warrant bonds (and/or combination of these instruments)

The authorization granted by the annual general meeting on May 12, 2021 under Agenda Item 9, with the consent of the supervisory board, allowing the executive board to issue bearer or name convertible and/or warrant bonds or a com-

ination of these instruments, once or repeatedly, amounting to a total nominal value of up to EUR 700,000,000.00 with or without term limitation (bonds) and to grant creditors of bonds conversion or option rights for the subscription of a total of up to 11,550,000 new, no-par value bearer shares of the Company with a proportional amount of the share capital of a total of up to EUR 11,550,000.00 in accordance with the corresponding terms and conditions of bonds, is cancelled subject to the precedent condition of the new authorization of the executive board to issue convertible and/or warrant bonds, profit participation rights and/or profit participating bonds (and/or combination of these instruments) proposed under the following lit. b) of this Agenda Item 9 going into effect as well as the filing of the amendment of § 5 (4) of the Articles of the Company as per lit. d) of this Agenda Item 9 in the Commercial Register with jurisdiction for the Company.

- b) Authorization for issuing convertible and/or warrant bonds, profit participation rights and/or profit participating bonds (and/or combination of these instruments) and for excluding the right of subscription
 - aa) Nominal value, authorization period, number of shares

The executive board is authorized, with the consent of the supervisory board, to issue bearer or name convertible and/or warrant bonds, profit participation rights and/or profit participating bonds (or combinations of these instruments), once or repeatedly, up to (and including) May 19, 2030, amounting to a total nominal value of up to EUR 2,000,000,000.00 with or without term limitation (hereinafter referred to collectively as **"bonds"**) and to grant creditors of bonds conversion or option rights for the subscription of a total of up to 11,550,000 new, no-par value bearer shares of the Company with a proportional amount of the share capital of a total of up to EUR 11,550,000.00 in accordance with the terms and conditions of bonds (hereinafter referred to together as **"bond terms and conditions"**). The bond terms and conditions may also provide for mandatory conversions at the end of the term or at other times, including the obligation to exercise the conversion or option right. The bonds can be made subject to variable interest, whereby the interest can be completely or partially dependent on the amount of the net income for the year, the retained earnings or the dividends of the Company.

The bonds can be issued in return for cash or in return for a contribution in kind. In the case of bonds being issued in return for contributions in kind, the value of the contribution in kind must be appropriate in relation to the theoretical market value of the bonds at the time of issue as calculated using recognized finance-mathematical methods. § 9 (1) AktG and § 199 AktG remain unaffected.

In addition to being issued in euros, the bonds can be issued in the legal tender of an OECD country – provided that this is limited to the corresponding euro equivalent. The bonds can also be issued by domestic or foreign companies in which the Company possesses, directly or indirectly, the majority of the votes and of the capital; in this case, the executive board is authorized, with the consent of the supervisory board, to assume the guarantee for the bonds for the Company and to grant creditors of such bonds conversion and/or option rights to shares of the Company and/or to perform conversion or option obligations in shares of the Company as well as to undertake further declarations and actions required for successful issue. In the case of bond issue, these can and/or will as a rule be correspondingly subdivided into partial bonds which are equivalent among themselves.

If a bond does not provide for an obligation to deliver Nemetschek shares or conversion or option rights and/or conversion or option obligations with respect to Nemetschek shares until after a declaration has been made for the exercise of an exchange right on the part of the issuing company or on the part of Nemetschek SE, the corresponding declaration must be submitted on or before May 19, 2030.

bb) Granting of right of subscription, exclusion of right of subscription

In general, shareholders are to be granted a right of subscription to bonds. If the bonds are issued by domestic or foreign companies in which the Company holds directly or indirectly the majority of the votes and of the capital, the Company must ensure that shareholders are granted the legally applicable right of subscription. The executive board is however entitled, with the consent of the supervisory board, to exclude the shareholders' right of subscription to the bonds once or repeatedly:

- (1) in order to exclude large amounts from the shareholders' right of subscription;
- (2) insofar as it is required in order to grant a right of subscription to holders and/or creditors of bonds subject to conversion or option rights which were or have yet to be issued by the Company or by domestic or foreign companies in which the Company directly or indirectly holds the majority of the votes and of the capital; this right of subscription is to be granted in the same volume as they would be entitled to as a shareholder if they exercised their conversion and/or option rights or performed their conversion and/or option obligations;

(3) for bonds issued in return for cash, if the issue price does not fall significantly below the theoretical market value determined according to recognized principles, especially finance-mathematical principles. This authorization to exclude the subscription right, however, only applies to bonds with rights to shares or obligations regarding the subscription of shares which involve a proportional amount of the share capital which in total does not exceed 10% of the share capital, neither at the point in time that they become effective nor at the point in time that this authorization is exercised. This limitation is to apply to the Company's own shares if they are sold by the Company during the term of this authorization, subject to the exclusion of the right of subscription in accordance with §§ 71 (1) No. 8 Sentence 5 second half of sentence, 186 (3) Sentence 4 AktG. Moreover, this limitation is to apply to those shares that are issued or sold during the term of this authorization from authorized capital, subject to the exclusion of the right of subscription in accordance with §§ 203 (2) Sentence 2, 186 (3) Sentence 4 AktG or on the basis of other authorizations for the issue or sale of shares of the Company, subject to the exclusion of the shareholders' right of subscription with direct or corresponding application of § 186 (3) Sentence 4 AktG;

(4) if bonds are issued in return for contributions in kind.

The authorizations for excluding the right of subscription specified in the above sections are in total limited to an amount which does not exceed 10% of the share capital, neither at the time of this authorization taking effect nor at the time of this authorization being utilized. In addition, the aforementioned 10% limit is to apply to the Company's own shares which are sold during the term of this authorization, subject to the exclusion of the right of subscription, as well as to those shares which are issued during the term of this authorization, subject to the exclusion of the shareholders' right of subscription. Moreover, this limitation applies to shares which were or are to be issued for servicing bonds with conversion or option rights and/or conversion or option obligations if these bonds were issued on the basis of another authorization as per § 221 (2) AktG during the term of this authorization, subject to the exclusion of the right of subscription. The maximum limit reduced as per the aforementioned sentences of this section will be increased again upon a new authorization resolved by the annual general meeting going into effect after the reduction with the exclusion of the shareholders' right of subscription, to the extent of the new authorization, albeit up to a maximum of 10% of share capital as per the provisions of Sentence 1 of this section.

To the extent that the subscription right is not excluded under the above provisions, it may also be granted to the shareholders by way of an indirect subscription right pursuant to § 186 (5) AktG or, in part, by way of a direct subscription right, and otherwise by way of an indirect subscription right pursuant to § 186 (5) AktG, if so determined by the executive board with the consent of the supervisory board.

To the extent that profit participation rights or profit participating bonds without conversion or option rights and/or conversion or option obligations are issued, the executive board is moreover authorized, with the consent of the supervisory board, to exclude the shareholders' right of subscription entirely if these profit participation rights or profit participating bonds are structured in a manner similar to bonds, i.e. they do not constitute any rights of membership in the Company, they do not grant any participation in liquidation proceeds, and the amount of interest is not calculated on the basis of the amount of the net income for the year, the retained earnings or the dividends. In addition, in such case, the interest and the amount of the issue price of the profit participation rights or profit participating bonds must correspond to the prevailing market conditions at the time they are issued for a comparable form of financing.

cc) Conversion right, conversion obligation

In the case of issue of bonds carrying a conversion right, the holders and/or creditors may convert their bonds into shares of the Company in accordance with the bond terms and conditions. The proportional amount of the share capital of the shares to be issued at the time of the conversion must not exceed the nominal amount of the bond or an issue price of the bond which is lower than the nominal amount, unless the difference is compensated by means of an additional payment to be made in cash. The exchange ratio is determined by dividing the nominal amount, or an issue price of a bond which is lower than the nominal amount, by the fixed conversion price for a share of the Company. The exchange ratio may be rounded up or down to a whole number (or also to a number of decimal places to be stipulated); moreover, an additional payment to be made in cash may also be determined. The bond terms and conditions may also provide for a variable exchange ratio. Should conversion rights arise in respect of fractions of shares, provision can be made for these to be compensated in cash or to be combined so that conversion rights to subscribe to whole shares arise – as the case may be, subject to an additional payment.

The bond terms and conditions may lay down a conversion obligation upon maturity or at another point in time, which may also be determined by a future event which is still uncertain at the time the bonds are issued. In the case of a conversion obligation, the Company may be authorized in the bond terms and conditions to settle in cash, in whole or in part, at the time of the mandatory conversion, any difference between the nominal amount of the bonds and the product arising from the exchange ratio and a stock exchange price of the shares that is to be defined in the bond terms and conditions. The stock exchange price to be applied for the purpose of the calculation according to the above sentence will be at least 80% of the share's market price that is relevant for the lower limit of the conversion price pursuant to lit. ee) of this Agenda Item 9.

dd) Option right, option obligation

In the case of the issue of bonds with an option right, one or more warrants entitling the holder and/or creditor to subscribe to shares of the Company in accordance with the bond terms and conditions will be added to each bond. The bond terms and conditions may also lay down an obligation to exercise the option upon maturity or at another point in time, which may also be determined by a future event which is still uncertain at the time the bonds are issued. It may be stipulated that the option price is variable.

The bond terms and conditions may also provide that the option price may be paid by transferring bonds and, as the case may be, making an additional payment in cash. The proportional amount of the share capital of the shares to be subscribed must in this case not exceed the nominal amount of the bond or an issue price of the bond which is lower than the nominal amount, unless the difference is compensated by means of an additional payment to be made in cash. The subscription ratio is determined by dividing the nominal amount, or an issue price of a bond which is lower than the nominal amount, by the fixed option price for a share of the Company. It may be stipulated that the subscription ratio is variable. The subscription ratio may be rounded up or down to a whole number (or also to a number of decimal places to be stipulated); moreover, an additional payment to be made in cash may also be defined. Should subscription rights arise in respect of fractions of shares, provision can also be made for these to be compensated in cash or to be combined so that – subject to an additional payment, as the case may be – subscription rights to subscribe to whole shares arise.

The term of the option right must not exceed the term of the bond.

ee) Conversion price/Option price, dilution protection

The respective conversion or option price to be determined for a share must amount – also in case of a variable conversion and/or option price – to no less than 80% of the average price of the share of the Company in Xetra trading (or a comparable successor system) during the respective period of time specified below:

- If the bonds are not offered to the shareholders for subscription, the average price during the last ten trading days at the Frankfurter Wertpapierbörse (Frankfurt securities exchange) prior to the day when the executive board adopted the resolution to issue the bond (date of the final decision to submit an offer for the subscription of bonds and/or to declare the acceptance after a request for the submission of subscription offers was made) will be decisive.
- If the bonds are offered to the shareholders for subscription, the average price during the last ten trading days at the Frankfurter Wertpapierbörse (Frankfurt securities exchange) prior to the day of announcement of the subscription period pursuant to § 186 (2) Sentence 1 AktG or, if the final terms and conditions for the issue of bonds pursuant to § 186 (2) Sentence 2 AktG are only announced during the subscription period, instead during the trading days at the Frankfurter Wertpapierbörse (Frankfurt securities exchange) from the commencement of the subscription period until the second last trading day preceding the announcement of the final terms and conditions will be decisive.

The average price must be calculated in each case as the arithmetic mean of the closing auction prices of the shares of the Company in Xetra trading (or a comparable successor system) on the relevant trading days. If no closing auction takes place, the closing auction price will be replaced by the price which is determined in the last auction on each trading day, and in the absence of an auction by the last price determined on each trading day (in each case in Xetra trading and/or comparable successor system).

By way of derogation from this, in the cases of a conversion and/or option obligation or a put right within the context of lit. ff) of this Agenda Item 9, a conversion and/or option price for a share may also be stipulated, in accordance with the bond terms and conditions, which is not lower than 80% of the volume weighted average price of the share of the Company in Xetra trading (or a comparable successor system) during the last ten trading days at the Frankfurter Wertpapierbörse (Frankfurt securities exchange) prior to or after the date of final maturity and/or prior to or after the date of obligatory conversion and/or the exercise of the option obligation

or of the put right, also if such average price is below the minimum price resulting pursuant to the preceding paragraphs of this lit. ee).

Notwithstanding § 9 (1) AktG, the bond terms and conditions may provide for dilution protection clauses in the event that the Company, during the conversion or option period, increases the share capital by granting its shareholders a right of subscription, or issues further bonds carrying a conversion or option right and/or conversion or option obligation, and/or grants or guarantees other option rights and the holders of conversion or option rights and/or obligors of a conversion or option obligation are not granted a right of subscription to an extent to which they would be entitled after their exercise of the conversion or option rights and/or after the performance of a conversion or option obligation. An adjustment of the conversion or option price may also be brought about by means of a payment in cash upon exercising the conversion or option right and/or performing the conversion or option obligation or by means of a reduction of any additional payment. The bond terms and conditions may also provide for a value-preserving adjustment of the conversion and/or option price with regard to other measures of the Company that may result in a dilution of the value of the conversion and/or option rights. Moreover, in the case of an acquisition of control by third parties, a customary adjustment of the option and conversion price as well as a reduction of the term can be stipulated.

In any event, the proportional amount of the share capital of the shares to be subscribed per partial bond must not exceed the nominal amount of the respective partial bond or an issue price of the partial bond which is lower than the nominal amount, unless the difference is compensated by means of an additional payment to be made in cash.

ff) Further structuring options

The bond terms and conditions may provide for the right of the Company to grant bond creditors shares of the Company or of another listed company, in whole or in part, instead of paying the amount of money due, when bonds mature (this also includes maturity due to termination) (put option).

The bond terms and conditions may respectively determine that, in the case of a conversion and/or exercise of an option, the Company can also grant own shares, shares from authorized capital of the Company or other considerations. Further, the bond terms and conditions can be provided for the Company to not grant shares of the Company to those entitled or obliged to effect a conversion or exercise an option, but instead to pay the

equivalent in cash. Moreover, the bond terms and conditions may also provide that the number of shares to be subscribed in the case of an exercise of the option or conversion rights, or after the performance of the option or conversion obligations, or the pertinent conversion right may be variable and/or that the option and/or conversion price may be changed during the term within a range to be determined by the executive board, depending on the development of the share price or as a result of dilution protection provisions.

- gg) Authorization to specify further bond terms and conditions

Subject to compliance with the above provisions, the executive board is authorized to define further details regarding the issuing and structuring of the bonds, in particular the interest rate, issue price, maturity and denomination, conversion and/or option price and conversion and/or option period and/or to specify these details in agreement with the company bodies of the companies issuing the bonds, in which the Company directly or indirectly holds the majority of the votes and of the capital.

Inasmuch as the agreement of the supervisory board is required pursuant to this authorization, the supervisory board can delegate the decision regarding agreement to its committees.

- c) Cancellation of the existing Contingent Capital 2021, creation of a new Contingent Capital 2025/I and amendment of § 5 (4) of the Articles of the Company

- aa) Cancellation of Contingent Capital 2021

Contingent Capital 2021 resolved by the annual general meeting on May 12, 2021, pursuant to § 5 (4) of the Articles of the Company, which exclusively serves the issuing of shares to creditors of convertible and/or warrant bonds with a conversion or option right and/or conversion or option obligation (and/or a combination of these instruments), which are issued in accordance with the authorization of the annual general meeting of the Company of May 12, 2021 under Agenda Item 9 up to May 11, 2026 by Nemetschek SE or by domestic or foreign companies in which Nemetschek SE directly or indirectly holds the majority of the votes and of the capital, is cancelled.

- bb) Creation of a new contingent capital (Contingent Capital 2025/I)

The share capital of the Company is contingently increased by up to EUR 11,550,000.00 by means of issuing up to 11,550,000 new, no-par value bearer shares ("**Contingent Capital 2025/I**"). Contingent Capital 2025/I serves the issuing of shares to creditors of convertible bonds, warrant bonds, profit participation rights and/or profit participating bonds (and/or combinations of these instruments) (hereinafter collectively referred to as "**bonds**"), which are issued in accordance with the authorization of the annual general meeting of the Company of May 20, 2025 under Agenda Item 9 up to May 19, 2030 by the Company or by domestic or foreign companies in which the Company directly or indirectly holds the majority of the votes and of the capital.

The issuing of the new shares is carried out at the conversion or option price to be stipulated respectively as per the authorization of the annual general meeting of the Company of May 20, 2025 under Agenda Item 9. The contingent capital increase is to be carried out only to the extent that the holders of conversion or option rights arising from the bonds specified exercise their conversion or option rights and/or that conversion or option obligations are not serviced by means of own shares, by means of shares arising from authorized capital or by means of other contributions.

The new shares will participate in the profit as of the beginning of the financial year in which they arise as a result of the exercise of conversion/option rights or as a result of conversion/option obligations. If permitted by law, the executive board can, with the consent of the supervisory board, determine that the new shares will also participate in the profit of an earlier financial year, by way of derogation of § 60 (2) AktG.

The executive board is authorized to determine the further details of the performance of the contingent capital increase.

The supervisory board is authorized to amend the version of § 5 (1) and (4) of the Articles to reflect the issue of new shares from Contingent Capital 2025/I. The same applies to the extent that the authorization to issue bonds in accordance with the resolution of the annual general meeting of May 20, 2025 will not be exercised during the term of the authorization or the respective option or conversion rights and/or option or conversion obligations have lapsed because the exercise periods have expired or for some other reason.

cc) Amendment of § 5 (4) of the Articles of the Company

§ 5 (4) of the Articles is completely rewritten as follows:

“The share capital of the Company is contingently increased by up to EUR 11,550,000.00 by means of issuing up to 11,550,000 new, no-par value bearer shares (“Contingent Capital 2025/I”). Contingent Capital 2025/I serves the issuing of shares to creditors of convertible bonds, warrant bonds, profit participation rights and/or profit participating bonds (and/or combinations of these instruments) (hereinafter collectively referred to as “bonds”), which are issued in accordance with the authorization of the annual general meeting of the Company of May 20, 2025 under Agenda Item 9 up to May 19, 2030 by the Company or by domestic or foreign companies in which the Company directly or indirectly holds the majority of the votes and of the capital. The issuing of the new shares is carried out at the conversion or option price to be stipulated respectively as per the authorization of the annual general meeting of the Company of May 20, 2025 under Agenda Item 9. The contingent capital increase is to be carried out only to the extent that the holders of conversion or option rights arising from the bonds specified exercise their conversion or option rights and/or that conversion or option obligations are not serviced by means of own shares, by means of shares arising from authorized capital or by means of other contributions. The new shares will participate in the profit as of the beginning of the financial year in which they arise as a result of the exercise of conversion/option rights or as a result of conversion/option obligations. If permitted by law, the executive board can, with the consent of the supervisory board, determine that the new shares will also participate in the profit of an earlier financial year, by way of derogation of § 60 (2) AktG.

The executive board is authorized to determine the further details of the performance of the contingent capital increase.

The supervisory board is authorized to amend the version of § 5 (1) and (4) of the Articles to reflect the issue of new shares from Contingent Capital 2025/I. The same applies to the extent that the authorization to issue bonds in accordance with the resolution of the annual general meeting of May 20, 2025 will not be exercised during the term of the authorization or the respective option or conversion rights and/or option or conversion obligations have lapsed because the exercise periods have expired or for some other reason.”

d) Registration for entry in the Commercial Register

The executive board is instructed to register the cancellation of Contingent Capital 2021 and the creation of 2025/I with the proviso to register the entry in the Commercial Register so that first the cancellation of Contingent Capital 2021 will be registered, but this will only occur if at the same time the newly created Contingent Capital 2025/I and the corresponding amendment of the Articles are registered in the Commercial Register which has jurisdiction for the Company.

Subject to the preceding paragraph, the executive board is authorized to register the resolution on the cancellation of Contingent Capital 2021 and the resolution on the creation of Contingent Capital 2025/I, including the amendment of § 5 (4) of the Articles of the Company, for entry in the Commercial Register, independent of the other resolutions of the annual general meeting.

10. Resolution on the approval of the conclusion of a profit and loss transfer agreement between the Company and Graphisoft Deutschland GmbH

The Company as the parent company and Graphisoft Deutschland GmbH, with its registered office in Munich, as the subsidiary, entered into a profit and loss transfer agreement on March 31, 2025.

Graphisoft Deutschland GmbH is a wholly-owned indirect subsidiary of the Company. All shares and voting rights in Graphisoft Deutschland GmbH are held by Graphisoft SE Zártkörűen Működő Európai Részvénytársaság, registered in the Hungarian commercial register under registration number Cg. 01-20-000001 and with its registered office at Záhony u. 7, Graphisoft Park, 1031 Budapest, Hungary, whose shares are in turn held in full by the Company.

The profit and loss transfer agreement is intended to enable the establishment of a corporate and trade tax group between the Company and Graphisoft Deutschland GmbH. The profit and loss transfer agreement requires the consent of the Annual General Meeting of the Company to become effective.

The Executive Board and the Supervisory Board propose to consent to the profit and loss transfer agreement between the Company and Graphisoft Deutschland GmbH dated March 31, 2025.

The profit and loss transfer agreement between the Company and Graphisoft Deutschland GmbH dated March 31, 2025 has the following content:

PROFIT AND LOSS TRANSFER AGREEMENT

between

Nemetschek SE

registered with the commercial register of the local court of Munich under HRB 224638,
(“Parent Company”)

and

Graphisoft Deutschland GmbH

registered with the commercial register of the local court of Munich under HRB 84725,
(“Subsidiary”)

Preamble

All shares and all voting rights in the Subsidiary have been held by the Parent Company indirectly through its wholly owned subsidiary Graphisoft SE Zártkörűen Működő Európai Részvénytársaság, registered in the Hungarian commercial register under registration number Cg. 01-20-000001 and with its registered seat at Záhony u. 7, Graphisoft Park, 1031 Budapest, Hungary (**“Graphisoft SE”**), continuously since the beginning of the fiscal year of the Subsidiary per 1 January 2025, in accordance with Sec. 14 (1) sentence 1 no. 1 sentence 2 of the German Corporate Income Tax Act (**“KStG”**).

By entering into this agreement by the Parent Company and the Subsidiary a tax group within the meaning of Sec. 14 KStG shall become effective as of 1 January 2025.

§1

Profit Transfer

- (1) The Subsidiary is obliged to transfer its entire profit to the Parent Company in accordance with Sec. 301 of the German Stock Corporation Act (**“AktG”**) as amended from time to time. The amount of the profits to be transferred may not exceed the amount to be calculated in accordance with Sec. 301 AktG in its respective current version.
- (2) With the consent of the Parent Company, the Subsidiary may allocate parts of the annual net income to the earnings reserves (Sec. 272 (3) of the German Commercial Code, “HGB”) – except for statutory reserves – to the extent permitted by commercial law and economically justified by a sound commercial judgment. Other earnings reserves within the meaning of Sec. 272 (3) HGB created during the term of this agreement shall be dissolved upon the request of the Parent Company and used to

compensate an annual net loss or loss carried forward or transferred as profit.

- (3) The transfer of amounts resulting from the release of retained earnings reserves and profits carried forward created or accrued from profits earned prior to the fiscal year, in which this agreement became effective, as well as the transfer of amounts resulting from the release of capital reserves according to Sec. 272 (2) HGB created prior to or during the term of this agreement, is excluded.
- (4) Prior to adoption of the Subsidiary’s annual financial statement the Parent Company may claim advance payments on its reasonably expected claim for profit transfer, to the extent that Subsidiary’s liquidity allows such advance payment. The Subsidiary may, prior to the adoption of its annual financial statement, claim advance payments on its reasonably expected claim for loss compensation to the extent that such advance payment is required to ensure the liquidity of the Subsidiary. Any advances shall be set off against the actual claim for profit transfer respectively loss compensation. To the extent that advances exceed the actual claim for profit transfer respectively loss compensation the difference shall be reimbursed by the respective recipient of the advance.

§2

Loss Compensation

The Parent Company is obligated to compensate for any annual deficit incurred during the contract period in corresponding application of Section 302 AktG as amended from time to time.

§3

Effectiveness and Term

- (1) To become effective, this agreement requires the consent of the general meeting of the Parent Company and the shareholders’ meeting of the Subsidiary.
- (2) This agreement becomes legally effective upon its registration with the commercial register of the Subsidiary. It will apply retroactively with effect as of the beginning of the financial year of the Subsidiary in which this agreement has been registered with the commercial register.
- (3) The agreement shall be concluded for an indefinite period and may be terminated with three months’ notice to the end of any financial year of the Subsidiary, however only for the first time with effect from the end of the financial year of the Subsidiary that ends at least five years after such financial year of the Subsidiary in which this agreement is registered with the commercial register of the Subsidiary.
- (4) The right to terminate this agreement for good cause without observing a notice period remains unaffected. Good cause shall be deemed to include in particular

- a. the elimination of the financial integration of the Subsidiary into the Parent Company that is required for tax purposes in order to recognize the tax group by a sale of shares in the Subsidiary by way of sale or contribution; or
- b. form-changing transformation, merger, split or liquidation of the Parent Company or the Subsidiary; a form-changing transformation, however, only if there is no change from the form of a corporation (Kapitalgesellschaft) to another form of corporation;
- c. the occurrence of other circumstances which, in accordance with the provisions of German tax law applicable when the circumstances arise, represent an important reason for the tax-free termination of a tax group or profit transfer agreement before the end of the minimum tax term; as well as
- d. the first participation of an outside shareholder within the meaning of Section 307 AktG.

(5) In the event of a termination for good cause, the Parent Company shall only be obliged to compensate the proportionate losses of the Subsidiary incurred up to the time the extraordinary termination takes effect. The same applies to the Parent Company's claim for the profit transfer.

(6) If this agreement terminates, the Parent Company shall provide security to the creditors of the Subsidiary pursuant to Sec. 303 AktG as amended from time to time.

§4 Final Provisions

(1) Place of performance for the mutual obligations arising from this agreement and sole place of jurisdiction is at the seat of the Parent Company.

(2) The Parties agree that no compensation or settlement payments for outside shareholders are to be granted in accordance with §§304, 305 AktG, as all shares in the Subsidiary are held by Graphisoft SE, a wholly-owned subsidiary of the Parent Company. As a precautionary measure, it is intended that Graphisoft SE, as the sole shareholder of Graphisoft GmbH, will waive any compensation and settlement payments for outside shareholders in accordance with §§304, 305 AktG.

(3) The Subsidiary bears the costs of the notarization of the resolution by which the shareholders' meeting of the Subsidiary consents to this agreement and the costs of the registration of this profit and loss transfer agreement with the commercial register. The Parent Company bears the costs of the notarization of the resolution by which the general meeting of the Parent Company consents to this agreement.

(4) Should a provision of this agreement be or become invalid, the validity of the remaining provisions shall not be affected thereby. The parties shall replace an invalid provision by a provision which, within the framework of what is legally permissible,

comes closest to the commercial purpose of the invalid provision. The same applies if there is an omission in the agreement. For purposes of interpreting the provisions of this agreement, the requirements of Sections 14 and 17 KStG in their applicable versions as amended from time to time, or, if applicable, their succeeding provisions have to be taken into account. To the extent provisions of this agreement conflict with Sec. 2 of this agreement, such sec. 2 prevails.

(5) In case of discrepancies between the German and the English wording of this Agreement, the German wording shall prevail.

From the point in time on that the annual general meeting is called, the following documents are made available for access on the Company's website under ir.nemetschek.com/agm.

- The profit and loss transfer agreement between the Company and Graphisoft Deutschland GmbH of March 31, 2025;
- the joint report of the executive board of the company and the management of Graphisoft Deutschland GmbH made in accordance with § 293a AktG;
- the audit report of the court-appointed joint auditor of the agreement drawn up in accordance with §§293b, 293e AktG
- the promulgated annual financial statements of the Company and the approved consolidated financial statements of the Company as well as the summarized management reports for the Company and the Group for the financial years 2022, 2023 and 2024, respectively; and
- the promulgated annual financial statements of Graphisoft Deutschland GmbH for the financial years 2022, 2023 and 2024. In accordance with the statutory provisions, Graphisoft Deutschland GmbH has not prepared a management report for the financial years 2022, 2023 and 2024.

These documents will also be available for viewing at the annual general meeting it-self.

II. Further information and instructions on calling the annual general meeting

1. Total number of shares and voting rights

As of the point in time that the annual general meeting is called, the share capital of the company amounts to EUR 115,500,000.00 and is divided into 115,500,000 no-par value bearer shares, each of which entitles to one vote. The company holds 54,084 treasury shares as of the point in time which do not confer any voting rights.

2. Prerequisites for participation in the annual general meeting and the exercising of shareholders' rights

a) Registration for the annual general meeting and proof of authorization

In accordance with § 17 (1) of the Articles of the Company, only those shareholders who have registered for the annual general meeting in accordance with the applicable provisions and have submitted proof to the Company of their holding shares in accordance with the applicable provisions of the law are authorized – in person or via proxies – to participate in the annual general meeting and exercise their voting rights. The proof of ownership of shares must be submitted to the Company, either in written form (§ 126b of the German Civil Code (Bundesgesetzbuch – BGB)) or by means of transmission via intermediaries in compliance with the prerequisites of § 67c (3) AktG in conjunction with Art. 5 of Commission Implementing Regulation (EU) 2018/1212 (respectively **“proof of authorization”**). The proof of authorization must be formulated in the German or English language and is to refer to the end of business of the twenty-two day (local time at the registered office of the Company) before the annual general meeting, i.e. to **April 28, 2025, 24:00 (CEST) (“proof date”)**.

The registration and the proof of authorization must be received by the Company no later than **May 13, 2025, 24:00 (CEST)**, in written form

- either at the address

NEMETSCHKE SE
c/o BADER & HUBL GmbH
Friedrich-List-Straße 4a
70565 Stuttgart

- or at the e-mail address

hauptversammlung@baderhubl.de

In compliance with the prerequisites of § 67c (3) AktG, the registration and proof of authorization can be transmitted to the Company no later than **May 13, May 2025, 24:00 (CEST)**, also by means of intermediaries using one of the aforementioned contact options (receipt at the Company is decisive).

Shareholders are to inquire at their respective (final) intermediary, e.g. their custodian bank, with regard to the options available to them in each individual case.

After receipt of the registration and the proof of authorization at the Company before the deadline, shareholders and/or their proxies will be sent **“admission”** for the annual general meeting. In order to ensure receipt of admission in good time, we request that shareholders register and submit the proof of authorization as early as possible.

In relation to the Company, only those who have submitted proof of authorization are deemed shareholders for participation in the annual general meeting and the exercising of the voting right. This means that shareholders who do not acquire their shares until after the proof date are not entitled to take part in the annual general meeting or exercise their voting rights. The proof date has no effect on the shares' salability. Shareholders who sell their shares after the proof date are – given registration in good time and presentation of the proof of authorization – never-theless, in relation to the Company, entitled to participate in the annual general meeting and to exercise their voting right – inasmuch as they are entitled to a voting right according to the Articles or the applicable provisions of the law. Persons who do not yet own shares as of the proof date, and who do not become shareholders until after that point in time, can thus only exercise their shareholders' rights in the annual general meeting inasmuch as they have been granted power of attorney or have been authorized to exercise rights. The proof date is of no relevance for the entitlement to dividends.

b) Procedure for casting votes via proxies

Inasmuch as the prerequisites specified in Section II.2 lit. a) are met (proper registration for the annual general meeting and proof of authorization), shareholders have the option of having their voting right exercised by a proxy – e.g. an intermediary, a shareholders' association, a proxy advisor within the context of § 134a (1) No. 3, (2) No. 3 AktG, the voting representatives appointed by the company or a person of their choice.

The granting, revocation and proof of power of attorney vis-à-vis the Company must be made in written form as per § 134 (3) Sentence 3 AktG (§ 126b BGB).

In the event that an intermediary within the context of § 67a (4) AktG, a shareholders' association, a proxy advisor within the context of § 134a (1) No. 3, (2) No. 3 AktG or any other person as per § 135 (8) AktG is granted power of attorney, or the granting of the power of attorney is otherwise subject to the application area of § 135 AktG, neither is the written form stipulation of § 134 (3) Sentence 3 AktG required, nor do the Articles contain any special provision governing such event; albeit these may provide diverging provisions for their being granted power of attorney. A violation of this and certain other requirements specified in § 135 AktG for granting power of attorney to an intermediary within the context of § 67a (4) AktG, a shareholders' association, a proxy advisor or any other person within the context of § 135 (8) AktG does not however impair the validity of the vote cast, pursuant to § 135 (7) AktG.

If neither an intermediary within the context of § 67a (4) AktG, a shareholders' association, a proxy advisor within the context of § 134a (1) No. 3, (2) No. 3 AktG nor any other person pursuant to § 135 (8) AktG is granted power of attorney, the power of attorney is to be granted

- either vis-à-vis the Company in written form to the address

NEMETSCHKE SE
Investor Relations
Konrad-Zuse-Platz 1
81829 Munich, Germany

or to the e-mail address

hauptversammlung@nemetschek.com

or subject to the prerequisites of § 67c AktG by means of transmission via intermediaries

- or directly in written form to the proxy (in this case, the power of attorney must be proven vis-à-vis the Company in written form or, subject to the prerequisites of § 67c AktG, by means of transmission via intermediaries)

The same applies to the amendment and revocation of the power of attorney and/or proof of granting power of attorney.

If a shareholder grants power of attorney to more than one person, the Company is entitled to reject one or more of them pursuant to § 134 (3) Sentence 2 AktG. This does not affect the option which allows a shareholder to appoint their own representative for the annual general meeting for each securities account in which they hold shares of the Company.

c) Procedure for casting votes via voting representatives appointed by the Company

In addition, we offer our shareholders the option of having themselves represented by voting representatives who are appointed by the Company and bound by instructions. The powers of attorney are to be granted in writing (§ 126b BGB). If the voting representatives appointed by the Company are to be granted power of attorney, the shareholder must provide them with instructions as to how the voting right is to be exercised. The voting representatives appointed by the Company are required to vote according to the instructions they are given. Even if granted power of attorney, they are only authorized to exercise voting rights if there are express instructions concerning the individual agenda items. Shareholders wishing to make use of this option and grant power of attorney to the voting representatives appointed by the Company are requested to use the power of attorney form which is sent to the shareholders together with the admission.

Prior to the annual general meeting, the powers of attorney granted in writing to voting representatives appointed by the Company and written instructions for voting representatives appointed by the Company must be received by the Company

- at the address

NEMETSCHKE SE
Investor Relations
Konrad-Zuse-Platz 1
81829 Munich, Germany

- or at the e-mail address

hauptversammlung@nemetschek.com

Forms for granting power of attorney and issuing instructions are also available for our shareholders on the Company's website under ir.nemetschek.com/agm, it is also possible to request the forms free of charge from the company using aforementioned contact options.

The voting representatives appointed by the Company (i) cannot accept any requests to speak, to lodge objections to annual general meeting resolutions or to ask questions and/or submit motions and (ii) are only available for voting on such motions and election nominations in respect of which resolution proposals by the executive board and/or supervisory board pursuant to § 124 (3) AktG or by shareholders pursuant to Art. 56 SE-VO), § 50 (2) of the German SE Implementation Act (SE-Ausführungsgesetz – SEAG), §§ 124 (1), 122 (2) Sentence 2 AktG that have been published in this convocation or subsequently, or which pursuant to §§ 126, 127 AktG have been made available, inasmuch as these motions or election nominations are respectively voted on at the annual general meeting.

Powers of attorney may be granted, amended or revoked and instructions for voting representatives appointed by the Company may be issued, amended or revoked in written form sent to the Company using one of the aforementioned contact options up to the day before the annual general meeting, i.e. no later than **May 19, 2025, 18:00 (CEST)**. In all of these cases, the receipt of the power of attorney and/or instruction, amendment or revocation at the Company is decisive.

It is possible to grant, amend or revoke powers of attorney and issue, amend or revoke instructions for the voting representatives appointed by the Company subject to the prerequisites of § 67c AktG no later than **May 19, 2025, 18:00 (CEST)** also by means of transmission via intermediaries. The receipt of the power of attorney and/or instruction, amendment or revocation at the Company is decisive.

d) Additional provisions for exercising voting rights

If the Company receives deviating declarations regarding the exercise of voting rights or the granting, amendment or revocation of powers of attorney or the issuing, amendment or revocation of instructions for one and the same shareholding via different transmission channels, only the declaration most recently received will be considered. If it is not evident to the Company which of the declarations was submitted most recently, these declarations will be considered in the following order: (1) e-mail, (2) transmission by intermediaries in accordance with Section 67c AktG, and (3) paper form.

If shareholders wish to take part in the annual general meeting and represent shares in person or via proxies, despite having already granted power of attorney and issued instructions to voting representatives appointed by the Company, it is possible to do so. In this case, attendance in person or participation by means of a proxy shall be deemed a revocation of any powers of attorney granted and instructions issued to the voting representatives appointed by the Company. Votes or powers of attorney which are granted and instructions which are issued to the voting representatives appointed by the Company during the annual general meeting shall take precedence.

Should a separate vote be carried out in respect of an agenda item, without notification of such being given prior to the annual general meeting, any instruction previously issued to the voting representatives appointed by the Company regarding that entire agenda item for the exercising of the voting right shall, unless amended or revoked, also be deemed a corresponding instruction and/or corresponding vote for each item of the respective separate vote.

The instruction issued to the voting representatives appointed by the Company, in connection with Agenda Item 2, shall also apply in the event that the number of bearer shares entitled to a dividend changes prior to the annual general meeting and, in the case of an unchanged dividend of EUR 0.55 per bearer share entitled to a dividend, a correspondingly adapted resolution proposal for the appropriation of profits is submitted to the annual general meeting.

e) Amendments as per Art. 56 SE-VO, § 50 (2) SEAG, § 122 (2) AktG

Shareholders, whose shares together represent the twentieth portion of the share capital or the proportional amount of EUR 500,000.00 (this corresponds to 500,000 shares), can, pursuant to Art. 56 SE-VO and § 50 (2) SEAG, request that items be placed on the agenda and announced. This quorum is required pursuant to Art. 56 Sentence 3 SE-VO in conjunction with § 50 (2) SEAG for requests for amendment of the agenda made by the shareholders of a European Company, or Societas Europaea (SE). § 50 (2) SEAG corresponds in terms of content to the provision of § 122 (2) AktG.

A justification or resolution must be submitted with every new item. A request received at the Company after the annual general meeting has been called is to be made accessible on the website of the Company as per § 124a Sentence 2 AktG immediately after its receipt at the Company.

The request must be received by the executive board of the Company no later than the end of **April 19, 2025 24:00 (CEST)**. We ask that such a request be sent

- in writing to

NEMETSCHKE SE
Executive board
Konrad-Zuse-Platz 1
81829 Munich, Germany

- or electronically as per §§ 126 (3), 126a BGB (e.g. by e-mail with specification of the name of the requester with a qualified electronic signature) to

e-mail: hauptversammlung@nemetschek.com

Amendments to the agenda which are to be announced – unless they were already announced when the annual general meeting is called – are announced in the Federal Gazette without delay after receipt of the request and transmitted to such media for publication which can be assumed to distribute the information throughout the entire European Union. In addition, they will be made accessible on Company's website at ir.nemetschek.com/agm and communicated to the shareholders in accordance with § 125 (1) Sentence 3 AktG.

f) Countermotions and election nominations pursuant to §§ 126, 127 AktG

At the annual general meeting, as per § 126 (1) (AktG), every shareholder is entitled to make a countermotion in response to the proposals made by the executive board and/or supervisory board regarding a specific agenda item and/or make an election nomination as per § 127 AktG.

Counter motions pursuant to § 126 (1) AktG and election nominations pursuant to § 127 AktG are to be submitted solely to:

NEMETSCHKE SE
Investor Relations
Konrad-Zuse-Platz 1
81829 Munich, Germany

or via e-mail to: hauptversammlung@nemetschek.com

or subject to the prerequisites of § 67c AktG by means of transmission via intermediaries

Counter motions and election nominations, including the name of the shareholder as well as any grounds, are made accessible to the shareholders on the Company's website under ir.nemetschek.com/agm if the counter motions and election nominations are received at the Company by **May 5, 2025, 24:00 (CEST)** using one of the aforementioned contact options and the remaining prerequisites which would obligate the Company to make such accessible as per § 126 and/or § 127 AktG are met. Further details regarding this are available on the Company's website under ir.nemetschek.com/agm. Any statements issued by management will also be made accessible on the website specified.

Moreover, counter motions and election nominations, even if they are transmitted to the Company in advance, are only considered in the annual general meeting if they are made and/or submitted during the annual general meeting. The right of a shareholder who is entitled to participate to submit counter motions or election nominations on various agenda items during the annual general meeting – even without having submitted them in due form and time in advance – remains unaffected.

g) Right to be informed pursuant to § 131 (1) AktG and § 293g (3) AktG

At the annual general meeting, upon request, the executive board is to provide every shareholder with information concerning the affairs of the Company including legal or commercial relationships to associated entities as well as concerning the position of the Group and of the entities included in the consolidated financial statements inasmuch as this information is required for due assessment of an agenda item and there is no right to refuse to provide information pursuant to § 131 (3) AktG. The exercising of the applicable right to be informed as per § 131 (1) AktG requires participation in the annual general meeting.

Moreover, pursuant to Section 293g (3) AktG, in connection with the resolution on the consent to the profit and loss transfer agreement between the Company and Graphisoft Deutschland GmbH, every shareholder can also request information from the executive board regarding all matters of the other contracting party that are essential to the conclusion of the agreement, as referenced under Agenda Item 10.

The right to be informed can be exercised at the annual general meeting without requiring advance notice or any other announce-

ment. The chairperson of the meeting can, pursuant to § 131 (2) Sentence 2 AktG in conjunction with § 18 (2) of the Articles of the Company, reasonably limit the speaking time and the number of questions of shareholders.

h) Information and documents for the annual general meeting; website

The calling of the annual general meeting, the documents to be made available to the annual general meeting, including the required information as per § 124a AktG, motions from shareholders as well as more detailed explanations on shareholders' rights are available for access on the Company's website under ir.nemetschek.com/agm from the point in time that the annual general meeting is called.

In particular, the following are also available for access there:

- the remuneration report for the 2024 financial year together with the audit note of the auditor, in connection with Agenda Item 7;
- the written report of the executive board pursuant to § 203 (2) Sentence 2 AktG in conjunction with § 186 (4) Sentence 2 AktG on the reasons for the authorization for excluding the shareholders' right of subscription when new shares are issued, in connection with Agenda Item 8;
- the written report of the executive board pursuant to § 221 (4) Sentence 2 in conjunction with § 186 (4) Sentence 2 AktG on the reasons for the authorization for excluding the shareholders' right of subscription when convertible bonds, warrant bonds, profit participation rights and/or profit participating bonds (and/or combination of these instruments) are issued, in connection with Agenda Item 9;
- the profit and loss transfer agreement between the Company and Graphisoft Deutschland GmbH of March 31, 2025, in connection with Agenda Item 10;
- the joint report of the executive board of the Company and the management of Graphisoft Deutschland GmbH made in accordance with § 293a AktG, in connection with Agenda Item 10;
- the audit report of the court-appointed joint auditor of the agreement drawn up in accordance with §§ 293b, 293e AktG in connection with Agenda Item 10;
- the promulgated annual financial statements of the Company and the approved consolidated financial statements of the Company as well as the summarized management reports for the Company and the Group, for the financial years 2022, 2023 and 2024, respectively, in connection with Agenda Item 10; and
- the promulgated annual financial statements of Graphisoft Deutschland GmbH for the financial years 2022, 2023 and 2024, in connection with Agenda Item 10.

These documents will also be available for viewing at the annual general meeting itself.

It is planned that the main statements of the speeches and presentations of the executive board will also be published on the company's website at ir.nemetschek.com/agm on May 14, 2025. Moreover, the voting results will be published there after the annual general meeting.

i) Information on privacy

When shareholders register for the annual general meeting and exercise their shareholder rights in relation to the annual general meeting or grant voting power under power of attorney, the company collects personal data on the shareholders and/or their proxies in order to enable the shareholders and their proxies to exercise their rights in relation to the annual general meeting. As the controller, the Company processes personal data in compliance with the provisions of the General Data Protection Regulation (“**GDPR**”) and all other applicable laws.

Details on the handling of personal data and on the rights of shareholders and/or their proxies under GDPR are available for access on the Company's website at ir.nemetschek.com/agm.

j) Time information

Unless expressly stated otherwise, all time information in this invitation to the Annual General Meeting is in Central European Summer Time (CEST), which applies in Germany. Universal Time Coordinated (UTC) is Central European Summer Time (CEST) minus two hours.

Munich, in April 2025

NEMETSCHEK SE
The Executive Board

**NEMETSCHEK
GROUP**

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81829 Munich
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