

Supervisory Board's Report on the 2023 Fiscal year of Nemetschek SE

The Supervisory Board of Nemetschek SE extensively reviewed the situation and development of the Nemetschek Group during the 2023 fiscal year. The Supervisory Board monitored the work of the Executive Board throughout the fiscal year, supported it closely, and advised it on important issues. Furthermore, it discharged the duties incumbent on it under legislation, the Articles of Incorporation, and the rules of procedure with the utmost care.

The Supervisory Board was involved directly and at an early stage in all decisions of fundamental and strategic importance to the company, and debated these intensively and in detail with the Executive Board.

Constructive deliberations between the Supervisory Board and the Executive Board

In the 2023 fiscal year, the collaboration between the Supervisory Board and the Executive Board was always constructive and characterized by open and trustful discussions. The Executive Board informed the Supervisory Board regularly, promptly and comprehensively, orally as well as in writing, about all relevant topics pursuant to corporate development and corporate strategy. The associated opportunities and risks and the development of revenues, earnings and liquidity were extensively discussed. Moreover, the Supervisory Board received information on planned and current investments, on the implementation of the strategic direction and planning for the Group, for the segments, and for the individual brands as well as on risk management and compliance.

The Supervisory Board conferred about and intensively discussed business development in the respective months and reporting quarters, the short-term and medium-term planning, and the long-term growth and earnings strategy internally and together with the Executive Board. This also included information about the deviation of business development from the original planning during the course of the fiscal year. The Supervisory Board additionally dealt with the effects of the various geopolitical crises on the Nemetschek Group, discussing and analyzing the effects of the persistent Russian war of aggression on Ukraine and Hamas' terrorist attacks on Israel, among other issues. The Chair of the Supervisory Board and Chair of the Audit Committee, and for certain topics other Supervisory Board members too, maintained close contact with the Executive Board outside the scheduled meetings as well and regularly communicated with each other.

Based on reporting by the Executive Board, the Supervisory Board supported the Executive Board's work in an advisory capacity and also made decisions on actions requiring approval. On the basis of the extensive information provided by the Executive Board as well as independent audits, the Supervisory Board was able to completely fulfill its monitoring and advisory role at all times.

Supervisory Board meetings, individual meeting attendance, and focuses of work

A total of four ordinary Supervisory Board meetings were held during the 2023 fiscal year; these meetings were held in person. The overall attendance rate for the Supervisory Board's meetings was 100%. In addition to the meetings, there were further resolutions on current topics, for which written procedures were used.

Attendance at the meetings of the Supervisory Board is presented in individualized form in the following table:

SUPERVISORY BOARD MEETINGS AND ATTENDANCE RATES		
	Number of meetings/Participation ¹⁾	Participation rate in %
Kurt Dobitsch, Chair	4/4	100%
Patricia Geibel-Conrad, member and Deputy Chair of the Supervisory Board until June 30, 2023	1/1	100%
Iris M. Helke (appointed to the Supervisory Board by order of the court effective July 1, 2023; Chair of the Audit Committee since July 28, 2023)	3/3	100%
Bill Krouch	4/4	100%
Christine Schöneweis	4/4	100%
Prof. Dr. Andreas Söffing	4/4	100%
Dr. Gernot Strube, Deputy Chair of the Supervisory Board since July 28, 2023	4/4	100%
Total participation rate		100%

- 1) The table presents the individual attendance rates of all members of the Supervisory Board active during the fiscal year in terms of the meetings held during their period of office. Neither Patricia Geibel-Conrad nor Iris M. Helke were members of the Supervisory Board for the entire 2023 fiscal year, so their attendance rates relate to the respective number of meetings held while they were in office.

During the 2023 fiscal year, deliberations revolved in particular around long-term strategic development of the Nemetschek Group and its four segments, in addition to short and medium-term business development and the changing geopolitical, macroeconomic and sector-specific environment. The discussions on strategic development focused in particular on artificial intelligence, transitioning the business model to a subscription and SaaS models, developing a company-wide cloud infrastructure including the Digital Twin solution, further developing the go-to-market approach, innovative focuses, potential acquisition targets, investments in start-ups and ventures, and the company-wide Business Enablement initiative. Detailed reports concerning the four segments and the brand companies were received by the Supervisory Board. Business performance which deviated from the corresponding annual targets was discussed in detail at the Supervisory Board meetings and analyzed. The Executive Board presented its planning for acquisitions and corresponding actual projects and decided on these in close collaboration with the Supervisory Board. Interim reports, such as quarterly and six-monthly reports, were also discussed by the Supervisory and Executive Boards ahead of their publication. In addition, the Supervisory Board convened regularly, at times without the

Executive Board. The Supervisory Board also engaged in regular dialog with the Executive Board, departmental experts and, on specific issues, also with external experts, on changes in the regulatory environment, for example, such as the increasing requirements on sustainability reporting and their impact on the Nemetschek Group.

The Supervisory Board also dealt with personnel decisions regarding Executive Board members and succession planning for the Executive Board. The Supervisory Board appointed Louise Öfverström as the Chief Financial Officer (CFO) of Nemetschek SE with effect from January 1, 2023, and approved the early departure of Executive Board members Viktor Várkonyi and Jon Elliot.

The members of the Supervisory Board take responsibility for undertaking any professional development measures necessary for them to fulfill their duties, e.g. regarding changes to the applicable framework conditions or regarding new solutions and future-oriented technologies, and are supported in this by the company. Any costs incurred are borne by the company. During the reporting period, information was made available by the company on the expansion of the compliance management and risk management system, on IT and cybersecurity, and on the subjects of sustainability (ESG), diversity, and executive remuneration. In addition, the members of the Supervisory Board were informed about current amendments to laws, new accounting and auditing standards and changes with regard to corporate governance topics as well as future developments in connection with sustainability reporting.

At the four ordinary Supervisory Board meetings, the Supervisory Board was provided with information about the current course of business, the market and competitor environment, communication with the capital market, the systems for internal control as well as risk and opportunity management system, and the status of audit and compliance issues. In addition, topics related to short-, medium-, and long-term business development were also discussed regularly and the Supervisory Board was informed about the progress of initiated programs and of the development of strategic focus topics. The Chair of the Audit Committee also reported regularly to the Supervisory Board on the work of the Committee. Moreover, the meetings covered the following focus topics in particular:

Meeting on March 17, 2023:

- Annual financial statements and consolidated financial statements as well as the combined management report for the 2022 fiscal year including the non-financial statement and acknowledgement of the 2022 related entities report.
- Supervisory Board's Report for the 2022 fiscal year
- Remuneration Report for the 2022 fiscal year
- Proposal on the appropriation of profits for the 2022 fiscal year
- Invitation and agenda items for the 2023 Annual General Meeting with proposed resolutions for the Annual General Meeting
- Approval of the business plan for the 2023 fiscal year

- Targets achieved by the Executive Board and general managers and release of payments of variable remuneration shares for the 2022 fiscal year
- Formulation of target agreements for the Executive Board's variable remuneration components for fiscal 2023
- Strategic projects on segment level and Group level, including cross-brand and cross-segment initiatives

Meeting on July 28, 2023:

- Introduction of a new Supervisory Board member
- Election of Iris M. Helke as Chair of the Audit Committee and Dr. Gernot Strube as Deputy Chair of the Supervisory Board
- Resolution of the updated business allocation plan for the Executive Board
- Further development of sustainability at the company
- Strategic projects on segment level and Group level, including cross-brand and cross-segment initiatives
- Market and competitor situation
- Short-term and medium-term initiatives and business development
- Long-term strategic development of the company
- Current M&A and venture activities

Meeting on October 25, 2023

- Resolution of the updated business allocation plan for the Executive Board
- Planning process and planning foundations for the business plan for the 2024 fiscal year
- Strategic projects on segment level and Group level, including cross-brand and cross-segment initiatives
- Analysis and development of geographical and customer-specific markets
- Discussions on current development and strategic orientation of selected brand companies
- Current M&A and venture activities

Meeting on December 14, 2023:

- CSRD-compliant sustainability reporting – the status quo and upcoming activities
- Business and investment planning at the Group level for the years 2024 to 2026
- Business planning for individual segments and brands, including detailed revenue planning according to different points of view
- Current M&A and venture activities, as well as current and potential strategic cooperations and partnerships
- Outlook for the Group's key strategic projects

Committees

The Supervisory Board set up one committee, the Audit Committee, in the 2023 fiscal year. The Supervisory Board consists of six members and is of the opinion that a body of this size ensures the efficient and effective discharge of its duties even without forming further specialized committees. The duties for which the German Corporate Governance Code (DCGK) recommends the formation of such committees were performed by the Supervisory Board of Nemetschek SE as a whole during the reporting period, except for the duties of the Audit Committee. A Nomination Committee was not established as the Supervisory Board consists solely of shareholder representatives.

The Audit Committee consistently comprised three members in 2023. Until her resignation from the Supervisory Board, Ms. Patricia Geibel-Conrad was Chair of the Audit Committee. Thereafter, Ms. Iris M. Helke was appointed to the Supervisory Board by order of the court. The Supervisory Board elected Ms. Helke to the Audit Committee and appointed her as Chair. The Audit Committee's tasks include preparing resolutions and topics for consideration by the Supervisory Board. At the ensuing meeting of the Supervisory Board, the Chair of the Audit Committee reports on the work of the Committee.

Audit Committee Meetings and Focuses of Work

The Audit Committee held four meetings in person during the 2023 fiscal year. The total attendance rate was 100%.

AUDIT COMMITTEE MEETINGS AND INDIVIDUAL ATTENDANCE RATE		
	Number of meetings/Participation¹⁾	Participation rate in %
Kurt Dobitsch	4/4	100%
Patricia Geibel-Conrad, Chair (until June 30, 2023)	1/1	100%
Iris M. Helke, Chair (appointed to the Supervisory Board by order of the court effective July 1, 2023; Chair of the Audit Committee since July 28, 2023)	3/3	100%
Dr. Gernot Strube	4/4	100%
Total participation rate		100%

- 1) The table presents the individual attendance rates of all members of the Audit Committee active during the fiscal year in terms of the committee meetings held during their period of office. Neither Patricia Geibel-Conrad nor Iris M. Helke were members of the Audit Committee for the entire 2023 fiscal year, so their attendance rates also relate to the respective number of committee meetings held while they were in office.

The Audit Committee concentrated on the following topics in the 2023 fiscal year:

- Audit of the financial statements and Combined Management Report of Nemetschek SE and the Group, including the non-financial statement integrated into the Combined Management Report
- Report on the company's relationships with affiliated companies (Related Entities Report)
- Half-year financial report as well as quarterly reports and the internal reporting underpinning them
- Recommendation to the Supervisory Board and Annual General Meeting for the auditor election for the 2023 fiscal year
- Confirmation of the audit engagement, definition of audit focuses, and setting of the auditor's fee

- Monitoring of the selection, independence, qualification, rotation, and efficiency of the auditor and the non-auditing services rendered by the auditor
- Review of the quality of the audit
- Regular discussion of the topics of accounting, accounting procedures, the effectiveness of the internal control system, the company's risk management system, and the effectiveness, resources, and findings of internal audit; deliberation about possible and pending legal disputes and the implementation of the compliance management system, monitoring of transactions with related parties, and discussion of sustainability-related topics within the company

On top of that, the Audit Committee also dealt with the following topics in the 2023 fiscal year:

- Current and future requirements for corporate governance and information security in respect of the company, its governing bodies, and the fulfillment of these requirements
- Remuneration-related topics, including stock option plans and their effects on accounting
- Financing and further development of the treasury department and treasury activities
- Implementation of the EU Corporate Sustainability Reporting Directive (CSRD) at the company
- Implementation and effects of the future requirements relating to sustainability reporting
- Dialog with company departments relevant to the Audit Committee
- Implementation and effects of the future rules on global minimum taxation of companies

The Audit Committee's meetings were also attended by members of the Executive Board, segment managers, experts from relevant departments, and the auditor, depending on the agenda item. In addition, the Audit Committee convened regularly without the presence of Executive Board members or the auditor. Furthermore, the Chair of the Audit Committee maintained regular dialog with the Supervisory Board, the Chief Financial Officer and auditors outside of meetings.

Audit of the annual financial statements and consolidated financial statements for the 2023 fiscal year

Audit firm PricewaterhouseCoopers GmbH, Munich, was elected at the Annual General Meeting on May 23, 2023, as the auditor for the audit of the separate financial statements of Nemetschek SE and the consolidated financial statements for 2023 as well as the corresponding Combined Management Report. The Audit Committee satisfied itself of the auditor's independence, obtained a written declaration from the auditor, verified its qualification, and confirmed the engagement.

The annual financial statements of Nemetschek SE for the 2023 fiscal year, prepared by the Executive Board according to the German Commercial Code (HGB); the consolidated financial statements prepared according to International Financial Reporting Standards (IFRS) as

applicable in the EU and also according to section 315e (1) HGB, and the Combined Management Report for Nemetschek SE and the Group for the 2023 fiscal year were each audited and approved with an unqualified opinion by auditing firm PricewaterhouseCoopers GmbH, Munich.

The Audit Committee regularly conferred with the auditor as part of the preparation for and performance of the audit, at times without the presence of the Executive Board. The specified, relevant final documents of Nemetschek SE, the Nemetschek Group, the Executive Board's proposal for the appropriation of profits, and the auditor's reports were made available to the members of the Supervisory Board in sufficient time ahead of the Audit Committee meeting on March 14, 2024, and the Supervisory Board's annual accounts meeting on March 15, 2024. The auditor took part in the meeting, reported extensively on its auditing activities and the main audit results, explained the audit report and provided detailed answers to all of the Supervisory Board members' questions. It explained in particular the especially important key audit matters and the audit procedures conducted. No material weaknesses with regard to the internal control system or the early risk detection system were reported.

Taking the auditor's reports into consideration, the Audit Committee examined the annual financial statements, the consolidated financial statements, and the Combined Management Report for Nemetschek SE and the Group, was convinced of the correctness and completeness of the actual disclosures, and reported to the Supervisory Board about this. The Supervisory Board then concurred with the result of the audit performed by the auditor and, following the final outcome of the latter's audit, determined that there were no objections to be raised. The Supervisory Board approved the 2023 financial statements and consolidated financial statements of Nemetschek SE at the annual accounts meeting of March 15, 2024. The 2023 annual financial statements are thus final in accordance with section 172 of the German Stock Corporation Act (AktG).

The Supervisory Board also addressed the Executive Board's proposal for the appropriation of profits for the 2023 fiscal year at the annual accounts meeting. Following its own assessment, the Supervisory Board endorsed the Executive Board's proposal.

The Executive Board prepared a report on the company's relationships with related entities in accordance with section 312 AktG (Related Entities Report) also for the 2023 fiscal year. The Related Entities Report was audited by the auditor in accordance with section 313 AktG. The Related Entities Report and the auditor's audit report were submitted to the Supervisory Board and Audit Committee in good time. The Supervisory Board audited the Executive Board's Related Entities Report and the auditor's audit report. All legal and commercial relationships with related parties and the controlling company that are listed in the Related Entities Report correspond to normal market terms of the same type that would be agreed between the Nemetschek Group and third parties. Transactions with related parties of the types that are set out in sections 107 and 111a to 111c AktG and are subject to approval by the Supervisory Board did not take place during the 2023 fiscal year. Nemetschek SE concluded a consulting agreement with Supervisory Board member Dr. Gernot Strube at normal market terms in 2023. The approval of the Supervisory Board required in accordance with section 114 AktG was obtained at the meeting on March 17, 2023.

The auditor issued the following opinion for the Related Entities Report:

“Following our duly performed audit and evaluation, we confirm that

1. the actual information contained in the report is correct,
2. the company’s payments relating to the legal transactions referred to in the report were not unduly high.”

After the final outcome of its audit, the Supervisory Board did not raise any objections to the report or to the Executive Board’s declaration at the end of the Related Entities Report.

Moreover, the Audit Committee evaluated the services rendered by the auditor and reviewed the quality and independence of audit firm PricewaterhouseCoopers GmbH, Munich, as an auditor, and reported to the Supervisory Board about this. In doing so, no grounds were determined which would oppose an audit performed by the audit firm PricewaterhouseCoopers GmbH, Munich.

Reporting on sustainability

Nemetschek SE integrated its non-financial statement for fiscal 2023 in the consolidated management report. Auditing firm PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich, subjected the Group Non-Financial Statement of the Nemetschek Group to a limited-assurance audit. The Audit Committee also examined the non-financial statement and has come to the conclusion that the non-financial statement provides no grounds for reservations. The Supervisory Board adopted these assessments as its own in its review and did not raise any objections.

Reporting on Executive Board and Supervisory Board remuneration (remuneration report)

The report on the remuneration of the Executive Board and Supervisory Board to be prepared in accordance with section 162 AktG was prepared by the Executive Board and Supervisory Board in the 2023 fiscal year. Auditing firm PricewaterhouseCoopers GmbH, Munich, subjected the remuneration report to an auditor’s review and in doing so determined that it contains the disclosures required pursuant to section 162 (1) and (2) AktG. The corresponding report on the verification of the remuneration report in accordance with section 162 (3) AktG is attached to the separate remuneration report.

Investor communication

The Chair of the Supervisory Board additionally conducts regular dialog with shareholders in order to increase transparency. The main topics of the talks are especially issues in connection with the governance structures of the Nemetschek Group.

Conflicts of interest / Self-assessment

In the reporting year, there were no conflicts of interest on the part of Supervisory Board members. Moreover, no conflicts of interest on the part of Executive Board members were reported to the Supervisory Board.

The Supervisory Board regularly assesses how effectively it discharges its duties. The most recent self-assessment by the Supervisory Board took place in the 2021 fiscal year. Given that the Supervisory Board was reconstituted in 2022, the next self-assessment is planned for the 2024 fiscal year. Further information can be found in the << Corporate Governance Statement >>.

Corporate governance

The Supervisory Board was continuously occupied with the principles of good corporate governance in the 2023 financial year. On March 9, 2023, the Executive Board and Supervisory Board resolved to submit a Declaration of Conformity pursuant to section 161 AktG, in accordance with which the company has conformed since submission of the previous Declaration of Conformity, and in future will also conform with the recommendations of the German Corporate Governance Code in the version of 16 December 2019 and the recommendations of the German Corporate Governance Code in the version of April 28, 2022, in the periods in applicable, with the exception of the justified deviations specified in the Declaration of Conformity. Moreover, the Executive Board and Supervisory Board published an update to the Declaration of Conformity on October 13, 2023. On March 6, 2024, the Executive Board and Supervisory Board submitted a new Declaration of Conformity, in accordance with which the company has conformed since submission of the previous Declaration of Conformity on March 9, 2023 (and the interim update on October 13, 2023), and in future will also conform with the recommendations of the German Corporate Governance Code in the version of April 28, 2022, with the exception of the justified deviations specified in the Declaration of Conformity.

The text of the Declaration of Conformity dated March 6, 2024 is presented in the << Corporate Governance Statement >> in the << To our Shareholders >> section of the annual report for the 2023 fiscal year and is permanently available to our shareholders on the company website at ir.nemetschek.com/declaration-of-conformity

Changes to the Executive Board and Supervisory Board

There were changes in the composition of the Executive Board and Supervisory Board in 2023, as follows:

The Supervisory Board appointed Louise Öfverström to the Executive Board as Chief Financial Officer with effect from January 1, 2023.

Viktor Várkonyi left the Executive Board of Nemetschek SE with effect from June 30, 2023. He had been a member of the board since 2013 and his dedication and expertise were key to the Nemetschek Group's success. Mr. Várkonyi made a particular contribution to the positive performance and development of the Design segment as Chief Division Officer for Planning & Design.

Jon Elliott left the Executive Board of Nemetschek SE with effect from September 5, 2023. He was appointed to the board in 2019 and was responsible for the Build segment. His dedication and experience were invaluable to the success of the Nemetschek Group, and in particular to the achievements of the Bluebeam brand.

The Supervisory Board would like to thank Viktor Várkonyi and Jon Elliott for their loyalty, hard work and outstanding commitment to the company.

At her own request, Patricia Geibel-Conrad resigned as a member of the Supervisory Board of Nemetschek SE on June 30, 2023. She had been a member of the Supervisory Board since May 12, 2022, serving as Deputy Chair of the Supervisory Board also as Chair of the Audit Committee. The Supervisory Board would like to thank Ms. Geibel-Conrad for her good cooperation.

On July 1, 2023, Iris M. Helke was appointed to the Supervisory Board of Nemetschek SE by order of the court. At the meeting of the Supervisory Board held on July 28, 2023, she was elected to the Audit Committee and appointed Chair of the Audit Committee.

Thanks for dedicated performance

The Nemetschek Group continued to demonstrate its operational strength in 2023 and sustained its profitable growth trajectory despite the geopolitical crises and ongoing transition of the business model to a subscription and SaaS models. This success is attributable to the attractive existing and new solutions of the Nemetschek Group, the consistent implementation of strategic focus topics, and the high levels of commitment of the entire workforce and of management. The Supervisory Board thanks all employees for their excellent performance and personal commitment. At the same time, the Supervisory Board would like to express its recognition and high level of appreciation to the Executive Board and the CEOs of all the brands for their achievements.

Munich, March 15, 2024

Kurt Dobitsch
Chairman of the Supervisory Board