

Corporate Governance Declaration

The Nemetschek Group is a global corporation with an international shareholder structure. The Executive and Supervisory Boards place particular importance on responsible and transparent corporate governance and control, with a view toward adding lasting value. Meaningful and transparent corporate communication, respect for shareholder interests, proactive approaches to risks and opportunities, and efficient and trusting cooperation between the Executive Board and Supervisory Board are major aspects of positive and effective corporate governance for the Nemetschek Group. The latter helps the Nemetschek Group to gain the trust of shareholders, business partners, employees, and – ultimately – society as a whole. These principles are simultaneously important points of reference for the management and control of the Group.

The corporate governance declaration pursuant to sections 289f and 315d of the German Commercial Code (HGB) is part of the Group Management Report. In accordance with HGB section 317(2), sixth sentence, the professional audit of the disclosures under HGB sections 289f and 315d is limited to whether the disclosures were made. As part of the corporate governance declaration, the Executive Board and Supervisory Board also report on the company's corporate governance.

Declaration of Conformity Pursuant to the German Corporate Governance Code

On March 5, 2025, the Executive Board and Supervisory Board submitted the following declaration pursuant to section 161 of the German Stock Corporation Act (AktG) and made this permanently available to shareholders via the Nemetschek Group website:

The Executive Board and Supervisory Board declare:

The recommendations of the 'Government Commission of the German Corporate Governance Code', version dated April 28, 2022, published by the German Federal Ministry of Justice in the official part of the Federal Gazette on June 27, 2022, have been followed in the period since the previous Declaration of Conformity of March 6, 2024, and will continue to be followed with the exception of the following deviations:

a) Recommendation A.1, second sentence, (ecological and social goals in corporate strategy)

The code recommends in section A.1, second sentence, that, in addition to long-term commercial objectives, corporate strategy shall also give appropriate consideration to ecological and social objectives. The Executive Board has taken measures to incorporate ecological and social targets into the corporate strategy and these measures are explained as part of the non-financial reporting in accordance with statutory provisions. The corporate and corporate social responsibility strategies are refined continuously.

The short-term variable remuneration component of the Executive Board members (STIP) contained specific ESG (environmental, social and governance) targets for the first time in the 2024 financial year. Because it is unclear what DCGK A.1, second sentence, requires for appropriate consideration of ecological and social objectives, the company is taking the precaution of declaring a deviation from recommendation A.1, second sentence.

b) Recommendations A.2, B.1 and C.1, second sentence (appointments to executive positions in the enterprise as well as the composition of the Executive Board and Supervisory Board)

According to recommendation A.2, the Executive Board shall consider diversity when making appointments to executive positions. Likewise, the Supervisory Board shall consider diversity for the composition of the Executive Board (recommendation B.1) as well as in determining specific targets for its composition and in creating a profile of required skills and expertise for the board as a whole (recommendation C.1, second sentence).

The Executive Board and Supervisory Board expressly welcome the objective of the DCGK to ensure diversity and advocate diversity in the composition of the boards and appointments to executive positions. In the election proposals for the last Supervisory Board elections at the 2022 and 2024 Annual General Meetings and in the composition of the Executive Board, the Supervisory Board placed particular emphasis on diversity. The Supervisory Board has 33.3% female representation and, in the assessment of the Supervisory Board, a composition that meets the criterion of diversity. The proportion of female representation on the Executive Board currently also stands at 33.3%. However, when making appointments to leadership positions and Executive Board positions and in the composition of the Supervisory Board, the Executive Board and the Supervisory Board continue to primarily value personal aptitude, especially the individual's experience, skills, and knowledge. The criterion of diversity is additionally considered during such decision-making.

c) Recommendation B.5 (disclosure of the age limit for members of the Executive Board)

According to recommendation B.5, an age limit shall be specified for members of the Executive Board and disclosed in the corporate governance declaration. The Supervisory Board has specified an age limit for members of the Executive Board (70 years). Nemetschek SE will disclose the age limit in the next corporate governance declaration, which is expected to be published in March 2025. As from that time, it will fully comply with recommendation B.5.

d) Recommendation C.2 (age limit for members of the Supervisory Board)

According to recommendation C.2, an age limit shall be specified for members of the Supervisory Board and disclosed in the corporate governance declaration. Nemetschek SE does not consider a universally applicable age limit to be a suitable criterion for the selection of members of the Supervisory Board. The suitability for discharging the duties of a position on the Supervisory Board is dependent on the experience, knowledge, and skills of the person in question. The specification of an age limit would place general and inappropriate restrictions on the selection of suitable candidates for positions on the Supervisory Board.

e) Recommendation D.1 (publication of the rules of procedure for the Supervisory Board)

According to recommendation D.1, the Supervisory Board shall adopt its own rules of procedure and shall publish these on the company's website. The Supervisory Board has set rules of procedure for itself. Departing from recommendation D.1, however, the Supervisory Board has not made the rules of procedure accessible on the company's website. The main rules of procedure for the Supervisory Board are prescribed by law as well as by the Articles of Incorporation and are publicly accessible. It is our opinion that publication of the rules of procedure above and beyond this would not add any value.

f) Recommendation D.4 (formation of a Nomination Committee)

According to recommendation D.4, the Supervisory Board shall form a Nomination Committee, composed exclusively of shareholder representatives, which names suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting. Departing from recommendation D.4, the Supervisory Board has not set up a Nomination Committee as the Supervisory Board is composed solely of shareholder representatives. The Supervisory Board in its entirety is responsible for these tasks. The Supervisory Board considers this to be appropriate, as a Supervisory Board with six ordinary members is able to hold efficient discussions in a meeting of the full Supervisory Board and engage in an intensive exchange of views. Accordingly, the Supervisory Board sees no need to set up a Nomination Committee.

g) Recommendation G.4 (vertical comparison of remuneration)

According to recommendation G.4, in order to determine whether remuneration is in line with usual levels within the enterprise itself, the Supervisory Board shall take into account the relationship between Executive Board remuneration and the remuneration of upper management and the staff as a whole, and how remuneration has developed over time. Departing from recommendation G.4, in order to ascertain whether Executive Board remuneration is in line with usual levels within the company, the Supervisory Board did not take into account the relationship between Executive Board remuneration and the remuneration of upper management or the staff of Nemetschek SE as a whole,

nor did it take into account how remuneration has developed over time (vertical comparison of remuneration). As a holding company, Nemetschek SE does not offer any appropriate standards of comparison for either upper management or the staff as a whole. Furthermore, the Supervisory Board does not consider a comparison with the remuneration of upper management and the staff as a whole to be sufficiently meaningful. The company's international positioning, its various locations around the world and the associated regional differences result in highly differentiated salary structures that would not provide any meaningful transparency in comparison with the Executive Board's remuneration. Nonetheless, the Supervisory Board used the remuneration of the heads of the most important product organizations as a standard of comparison on which to base its actual remuneration decision-making.

h) Recommendation G.7, first sentence (time of definition of performance criteria for variable remuneration components)

According to recommendation G.7, first sentence, the Supervisory Board shall, referring to the upcoming financial year, establish for each Executive Board member performance criteria that cover all variable remuneration components. In accordance with the remuneration system for the Executive Board members, the Supervisory Board will specify the performance criteria for the variable remuneration components and the targets respectively no later than February 28 of a given financial year. In individual cases, the Supervisory Board considers it wise to make a decision concerning performance criteria and targets only on the basis of preliminary business figures from the previous financial year. Consequently, the company is declaring a provisional departure from recommendation G.7, first sentence.

i) Recommendation G.10 (form of investment and time of accessibility of long-term variable remuneration components)

According to recommendation G.10, first sentence, variable remuneration amounts granted to Executive Board members shall be invested predominantly in company shares or shall be granted as share-based remuneration. Departing from the first sentence of recommendation G.10, the members of the Executive Board are under no obligation to invest the variable remuneration amounts granted to them predominantly in company shares, and the variable remuneration components must not predominantly be granted in a share-based form. The remuneration system creates the possibility of granting to Executive Board members virtual stock appreciation rights (SARs) under the SAR plan as an additional, long-term remuneration element. The development of their value depends on the development of the Nemetschek SE stock price. Whether this share-based variable remuneration element outweighs the non-share-based variable remuneration elements (STIP, LTIP) depends on the circumstances of the individual case. Consequently, the company is declaring a provisional departure from recommendation G.10, first sentence.

According to recommendation G.10, second sentence, granted long-term variable remuneration amounts are intended to be accessible to Executive Board members only after a period of four years. The Executive Board remuneration system provides for long-term variable remuneration with a three-year term (LTIP), which is paid out in general in cash in the fourth year after being granted. Consequently, the company is declaring a departure from recommendation G.10, second sentence. In the case of a cash payment of the long-term variable remuneration under the LTIP, a later payout date has no ongoing incentivizing effect since the amount is determined upon expiration of the corresponding LTIP term and is not subject to any further changes even if the payout date is later. The exercise of SARs granted under the SAR plan is usually only partially (25%) subject to a four-year waiting period.

The Supervisory Board is of the opinion that this remuneration system, which was established and approved in this form by the Annual General Meeting on May 12, 2022, is in the interests of the long-term and sustainable development of the company, takes the interests of the shareholders into appropriate account, and provides the members of the Executive Board with incentives that are sufficiently oriented towards the long term.

Company Website

The Declaration of Conformity pursuant to AktG section 161 is published on the Nemetschek Group's website at ir.nemetschek.com/declarationofconformity. Declarations of Conformity for previous years can also be viewed on this page. In addition to the Declarations of Conformity, the website ir.nemetschek.com/corporate-governance also makes further information about the corporate governance declaration and on the corporate governance of the Nemetschek Group publicly accessible.

The Remuneration Report for the 2024 financial year and the auditor's report pursuant to AktG section 162, the Executive Board's applicable remuneration system pursuant to AktG section 87a(1) and (2), first sentence; the applicable remuneration arrangement for the Supervisory Board, and the most recent remuneration resolutions at the Annual General Meeting pursuant to AktG sections 113(3) (Supervisory Board remuneration) and 120a(1) (Executive Board remuneration) are also publicly available on the Nemetschek Group's website at ir.nemetschek.com/remuneration.

Relevant Disclosures of Corporate-Governance

Further corporate governance practices that go beyond the legal requirements are described in the Company's Code of Conduct. Furthermore, the principles underlying relations with suppliers and business partners are laid down in a Supplier Code of Conduct. Both documents are publicly available on the Nemetschek Group's website at nemetschek.com/en/responsibility.

Details about business management and corporate governance are also reported in the Group Management Report in subsection [<< 1.4 Business Management and Corporate Governance >>](#).

Compliance and Management of Risks and Opportunities

One of the principles of responsible company leadership is to consider opportunities and risks continuously and responsibly. The objective of risk and opportunity management is to develop a strategy and define targets and actions which generate a balanced equilibrium between sustainable growth and profit targets on the one hand and the risks associated with them on the other. Details on the risk and opportunity management systems of the Nemetschek Group are provided in section [<< 6 Report on Risks and Opportunities >>](#) of the Group Management Report. Sustainability-related impacts, risks and opportunities are integrated into the Group's existing risk and opportunity management system and are disclosed, among other things, in the [<< 2 Non-Financial Statement >>](#).

Internal Control and Risk Management System (ICS, RMS)

The Nemetschek Group's internal control and risk management, which also includes sustainability aspects, entails the management of risks and opportunities in relation to business activities, the achievement of the defined business targets, the propriety and dependability of the relevant processes, internal and external accounting, and compliance with the legal requirements and regulations applicable to Nemetschek.

In preparation for the transposition of the Corporate Sustainability Reporting Directive (CSRD) into German law and the associated preparation for reporting in compliance with the European Sustainability Reporting Standards (ESRS), the Nemetschek Group has established an ICS for sustainability reporting that is being developed further on an ongoing basis.

Overall responsibility for the ICS and RMS at the Group level lies with the Executive Board of Nemetschek SE. The ICS and the RMS cover Nemetschek SE and all consolidated subsidiaries and apply the three-lines-of-defense model.

With the ICS, RMS and the compliance management system, the Executive Board of the Nemetschek Group has created a control framework aimed at achieving appropriate and effective internal control and risk management. In the 2024 financial year, the Executive Board was not aware of any circumstances impairing the appropriateness and effectiveness of these systems.

Compliance

A basic requirement for long-term commercial success is the compliance of business activities with all relevant laws and standards as well as with the company's internal principles. The success of the Nemetschek Group is therefore based not only on good business policy, but also on ethical integrity, reliable data, trust, and open and fair dealings with employees, clients, business partners, shareholders, and all other stakeholders.

Compliance Culture and Targets

Compliance has always been an important component of risk prevention at the Nemetschek Group and is firmly entrenched in the company's culture. The objective of the Company is to act in compliance with all relevant laws, norms, international standards, and internal guidelines at all times. In this context, the Nemetschek Group pursues an approach of preventive compliance and aims for a corporate culture that sensitizes and educates the staff, and provides the workforce with regular training so that potential violations of the rules are avoided from the start. The Executive Board and management staff bear special responsibility in this regard. They act as role models and, as such, are required to ensure compliance within their area of responsibility and beyond, to clearly communicate this expectation to every employee, and to consistently and without exception set an example for ethical behavior according to the rules for ensuring compliance.

Compliance Organization

Compliance-related activities of the Nemetschek Group are closely linked to the RMS and ICS. Among other things, Corporate Legal & Compliance oversees Group-wide compliance activities by means of a Group-wide network which has compliance coordinators in all Group brands whose names have been communicated. The focus is on installing effective (local) structures and processes as well as providing support for the efficient and effective implementation of compliance measures. Corporate Legal & Compliance is also the point of contact for any individual questions that may arise from within the organization. There is a direct reporting line to the department's representation on the Nemetschek Group Executive Board (the Chief Financial Officer).

Compliance Program and Communication

The compliance structures and measures for ensuring adherence to laws, guidelines, and ethical principles are consistently aligned with the risk position of the Nemetschek Group and continuously enhanced. The basis for compliance-related activities is the Code of Conduct of the Nemetschek Group, which is binding for all employees and is available on the Nemetschek Group's website. Moreover, the Nemetschek Group uses a modern compliance training tool for efficiently and sustainably communicating relevant compliance-related content across the Group. The Nemetschek Group also obligates its suppliers and business partners, as well as their business partners, to comply with the specified fundamental principles by committing to a Supplier Code of Conduct.

Compliance Reporting Channels, Reviews, and Further Development

Having reliable reporting channels and protecting internal and external information providers against sanctions and negative impact are major elements in the identification of compliance risks.

The Nemetschek Group encourages its employees to report any behavior that may possibly breach the Code of Conduct, other internal regulations, or legal provisions. Information on possible violations can be submitted anonymously – not only by employees, but also by external third parties – via a modern, enterprise-wide whistleblowing system. This digital system also serves all Group brands as a whistleblower system and meets, in particular, regulatory requirements relating to whistleblower protection, anonymity, and data security.

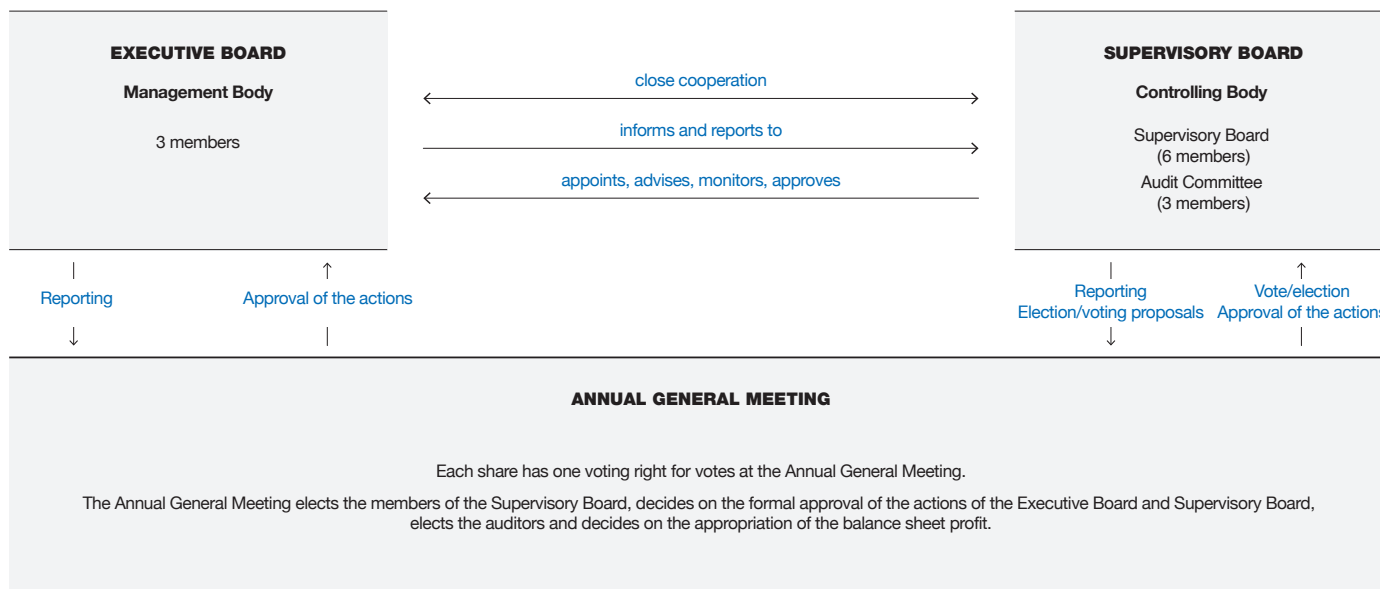
In addition to using the digital whistleblowing system, employees can communicate directly with superiors, relevant HR managers, or (local) Compliance. All information submitted is first checked for plausibility and treated with absolute confidentiality. Further investigations are initiated and steps taken as required. Corporate Legal & Compliance, acting as the independent internal body for receiving reports, regularly reviews the whistleblower process in terms of its effectiveness and adapts it as required.

Corporate Audit regularly performs internal audits to assess compliance with internal guidelines and legal requirements. The Executive Board, the Supervisory Board's Audit Committee, and the Supervisory Board are informed about compliance-related issues and the expansion of compliance structures as well as planned compliance-related initiatives regularly as well as on an ad hoc basis if necessary.

Executive Board and Supervisory Board Procedures

Nemetschek SE has a dual leadership and control structure consisting of its two governing bodies: its Executive Board and Supervisory Board.

DUAL MANAGEMENT SYSTEM OF NEMETSCHKE SE



Executive Board

Composition

In the 2024 financial year, the Executive Board was composed of the following two members:

- » Yves Padrines, Chief Executive Officer (CEO)
- » Louise Öfverström, Chief Financial Officer (CFO)

Usman Shuja, Chief Division Officer Build & Construct and CEO of Bluebeam, Inc., was appointed as a member of the Executive Board effective January 1, 2025.

The résumés of the members of the Executive Board can be found on the Nemetschek Group's website at ir.nemetschek.com/executiveboard.

Further details about the Executive Board members and the memberships that are required to be disclosed in accordance with section 285 No. 10 of the HGB are provided in the notes to the consolidated financial statements in [« Item 33 – Governing Bodies of the Company »](#).

The remuneration of the members of the Executive Board is described in a separate remuneration report at ir.nemetschek.com/remuneration.

When making appointments to the Executive Board and leadership roles, the Executive Board and the Supervisory Board primarily value personal aptitude. This includes the respective managers' prior experience, skills, and knowledge. The criterion of diversity is additionally considered during such decision-making. Nemetschek SE is convinced that applying the principle of selecting members based on their qualifications is the best way to safeguard the company's interests and address diversity requirements. In its rules of procedure, the Supervisory Board has defined an age limit for Executive Board member of 70 years (recommendation B.5 of the German Corporate Governance Code).

Procedures

The Executive Board manages the company under its own responsibility and conducts the company's business in accordance with the law, the Articles of Incorporation, and the rules of procedure issued by the Supervisory Board. The members of the Executive Board are obliged to conscientiously observe the provisions of the German Corporate Governance Code (DCGK), except where a deviation is declared in accordance with section 161 of the German Stock Corporation Act (AktG).

The Executive Board performs its leadership role with a view to creating value sustainably in accordance with the company's interests. The Executive Board bears overall responsibility for the management of the Nemetschek Group.

The principles of management, as well as Executive Board's duties to cooperate with and inform the Supervisory Board, are defined in the rules of procedure for the Executive Board. The Executive Board bears overall responsibility for managing the company in accordance with uniform objectives, plans and guidelines. The Executive Board collectively makes decisions on all matters that are of particular significance and impact for the company or another company in the Nemetschek Group.

Irrespective of the Executive Board's collective responsibility, each member of the Executive Board acts under his or her own responsibility for the area of business assigned to him or her. The Supervisory Board specifies the distribution of tasks within the Executive Board in a business allocation plan at the proposal of the Executive Board.

The members of the Executive Board hold regular meetings, where possible at intervals of not more than two weeks. An in-person meeting is to be held at least once per quarter. Irrespective of that, meetings are held whenever necessary for the good of the company. The Executive Board reports to the Chair of the Supervisory Board, who coordinates and is responsible for the dissemination of information within the Supervisory Board. The Chair of the Supervisory Board reports monthly on the course of business and the situation of the company and the Nemetschek Group as a whole, as well as on future plans. In addition, any business transactions, matters or events that may have a significant impact on the situation of the company or another company in the Nemetschek Group must be reported immediately.

The Executive Board regularly discusses its business policy objectives and strategies for the company and the entire Nemetschek Group with the Supervisory Board. The Executive Board reports to the Supervisory Board regularly, promptly, and comprehensively on all relevant company matters related to planning, business development, the risk situation, risk management and compliance, as well as other current issues such as sustainability and IT, cybersecurity and information security. In the case of acquisition projects, the Executive Board provides detailed information on potential targets, financing options, and the project's status at an early stage and coordinates the acquisition and integration processes in close collaboration with the Supervisory Board. The same thing applies to investments in start-ups. The obligation to inform the Supervisory Board is the responsibility of the Executive Board as a whole, under the coordination of the Chairman of the Supervisory Board.

Furthermore, section 8, paragraph 4 of the Articles of Incorporation of Nemetschek SE, which are published on the Nemetschek Group's website at ir.nemetschek.com/articles, specifies what business transactions the Executive Board can only conduct with the consent of the Supervisory Board. In the rules of procedure for the Executive Board, the Supervisory Board has also defined further business transactions and measures which require the

consent of the Supervisory Board before being undertaken. The Executive Board submits such business transactions and measures to the Supervisory Board for it to take a decision.

The Executive Board is responsible for the preparation of the quarterly statements and half-year financial report as well as the annual financial statements, consolidated financial statements, the Group Management Report of Nemetschek SE and the Group, the Group Non-Financial Statement, and the remuneration report.

Supervisory Board

Composition

The Supervisory Board consists of six members.

There was no change in the composition of the Supervisory Board in the course of 2024. Iris M. Helke was appointed to the Supervisory Board of Nemetschek SE by order of the court for the period from July 1, 2023, up to the end of the Annual General Meeting on May 23, 2024, and was elected to the Supervisory Board by the Annual General Meeting on May 23, 2024.

In the 2024 financial year, the Supervisory Board was composed of the following six members:

- » Kurt Dobitsch, Chair of the Supervisory Board, member of the Audit Committee
- » Iris M. Helke, member of the Supervisory Board, Chair of the Audit Committee
- » Bill Krouch, member of the Supervisory Board
- » Christine Schöneweis, member of the Supervisory Board
- » Prof. Andreas Söffing, member of the Supervisory Board
- » Dr. Gernot Strube, Deputy Chair of the Supervisory Board, member of the Audit Committee

The company's founder, Prof. Georg Nemetschek, is Honorary Chair of the Supervisory Board.

The résumés of the members of the Supervisory Board can be found on the Nemetschek Group's website at ir.nemetschek.com/supervisoryboard and include details of their tenure on the company's Supervisory Board. Further details about the Supervisory Board members and the memberships that are required to be disclosed in accordance with section 285 no. 10 of the HGB are provided in the notes to the consolidated financial statements in [<< Item 33 – Governing Bodies of the Company >>](#).

The remuneration of the members of the Supervisory Board is described in a separate remuneration report, which is available at ir.nemetschek.com/remuneration.

In accordance with the recommendations of the German Corporate Governance Code, the Supervisory Board has named specific objectives for its composition and issued a profile of skills for

the overall Nemetschek SE Supervisory Board. Based on this, each member of the Supervisory Board must meet the requirements of applicable laws (cf. section 100 (1) to (5) AktG of the German Stock Corporation Act – AktG), the company's Articles of Incorporation and the rules of procedure of the Supervisory Board for membership of the Supervisory Board and possess the knowledge and capabilities that are required for the proper discharge of the duties imposed on them by law and the Articles of Incorporation. The members of the Supervisory Board as a whole must be familiar with the sector in which the company is active (cf. section 100 (5) of the German Stock Corporation Act – AktG). Every member of the Supervisory Board must have sufficient time available and the willingness to dedicate the necessary time and attention to his or her position.

In addition to these general requirements, the board as a whole is obliged to meet the following skill requirements in particular:

- » Every member should have a general understanding of the business of the Nemetschek Group, in particular, the global AEC/O market environment, the individual fields of business, clients' requirements, the regions in which the company operates, and the company's strategic alignment.
- » At least one member of the Supervisory Board must have expertise in accounting and at least one other member must have expertise in auditing. The accounting and auditing also include sustainability reporting and the auditing of such reporting.
- » At least two members should meet the criterion of internationality to a special degree or have acquired operational experience in international enterprises.
- » One or more members should have expertise in business administration.
- » On the board as a whole, one or more members should have experience in governance, compliance, and risk management.
- » All members should have operational experience in human resources management.
- » One or more members should have expertise in sustainability.

At present, the company's Supervisory Board considers that the specified targets for the composition of the Supervisory Board are met.

The key skills and qualifications of the members of the Supervisory Board are systematically recorded in a qualifications matrix. The basis for this matrix is the comprehensive résumés of the members of the Supervisory Board, which show the education and training as well as the experience and qualifications acquired by the Supervisory Board members in the course of their professional careers. As part of the Supervisory Board's regular self-assessment, the current status of the qualifications matrix is compared with the target matrix and the future challenges facing the company, and appropriate measures are discussed if necessary. The qualifications matrix is also used to assess whether the size and composition of the Supervisory Board are appropriate.

The tables below shows the current status of implementation of the skills profile in the qualifications matrix of the Supervisory Board as of December 31, 2024:

MATRIX OF SUPERVISORY BOARD QUALIFICATIONS¹⁾

		Supervisory Board Members					
		Kurt Dobitsch	Iris M. Helke	Bill Krouch	Christine Schöneweis	Prof. Dr. Andreas Söffing	Dr. Gernot Strube
Board and Committees	Supervisory Board	SB Chair	Member	Member	Member	Member	Senior SB Chair
	Committees	Audit Committee	Audit Committee (Chair)	–	–	–	Audit Committee
	Year of birth	1954	1970	1959	1976	1962	1965
	Gender	Male	Female	Male	Female	Male	Male
Diversity	Nationality	Austrian	German	US	German	German	German
	International experience / operational experience working at an international company	●	●	●	●	●	●
	First appointment	1998	2023	2018	2022	2022	2022
Tenure and Personal Aptitude	End of appointment	2027	2029	2027	2027	2027	2027
	Independence (as per the DCGK) ²⁾	●	●	●	●	●	●
	No overboarding (as per the DCGK)	●	●	●	●	●	●
	General understanding of the Nemetschek Group's business (global AEC/O media market environment, individual fields of business, client needs, regions, and company's strategic alignment)	●	●	●	●	●	●
Expertise	Detailed knowledge of business administration	●	●	●	●	●	●
	Industry knowledge (as per section 100 (5) AktG)	●	●	●	●	●	●
	Governance, compliance, and risk management	●	●	●	●	●	●
	Personnel management / HR	●	●	●	●	●	●
	Sustainability	●	●	●	●	●	●
	Accounting, including sustainability reporting, and auditing and assurance thereof (AktG § 100 (5) and D.3 of the DCGK)	●	●	●	●	●	●
	Auditing of financial statements and sustainability reporting, and auditing and assurance (section 100 (5) AktG and D.3 of the DCGK)	●	●	●	●	●	●

1) Based on the Supervisory Board's own assessment. A filled circle means that the member has at least good knowledge and experience that can be used as a basis for comprehending the matters relevant to the work of the Supervisory Board.

2) Kurt Dobitsch has been on the Supervisory Board for more than twelve years and continues to be viewed as independent by the company and its Executive Board members. He does not maintain a personal or commercial relationship with the company or its Executive Board members. Pursuant to recommendation C.7 of the German Corporate Governance Code (DCGK), membership of many years on the Supervisory Board is merely an indicator of a possible lack of independence, and an indicator which also allows for a different assessment by the Supervisory Board. In the view of the Supervisory Board, the mere long-standing membership on the Supervisory Board neither constitutes grounds for a conflict of interest or roles, nor does it impair the manner in which the duties are discharged.

Independence

Pursuant to DCGK recommendation C.6, the Supervisory Board shall include what it considers to be an appropriate number of independent members from the group of shareholder representatives. Within the meaning of this recommendation, a Supervisory Board member is considered independent if he/she is independent from the company and its Executive Board, and independent from any controlling shareholder. Overall, in the Supervisory Board's assessment, it is appropriate for the Supervisory Board to have at least three members who are independent of the com-

pany and its Executive Board as well as independent of a controlling interest. In the Supervisory Board's assessment, all members are currently independent from the company and its Executive Board and from any controlling shareholder.

Moreover, pursuant to DCGK recommendation C.7, more than half of the shareholder representatives on the Supervisory Board shall be independent from the company and the Executive Board. In the Supervisory Board's assessment, these requirements are also met. This assessment is not inconsistent with the fact that

Kurt Dobitsch has had a tenure of more than twelve years on the Supervisory Board. Pursuant to DCGK recommendation C.7, many years' membership on the Supervisory Board is merely an indicator of a possible lack of independence, and an indicator which also enables a different assessment by the Supervisory Board. The Supervisory Board considers it inappropriate to make a purely formal consideration on the assumption that independence would be compromised after more than twelve years on the Supervisory Board. In the view of the Supervisory Board, the mere long-standing membership on the Supervisory Board neither constitutes grounds for a conflict of interest or roles, nor does it impair the manner in which the duties are discharged. In the work of the Supervisory Board over the previous years, there have been no major conflicts of interest or even any conflicts of interest that were only temporary. There have been and are no indications that Kurt Dobitsch would possibly deal with the Executive Board in a biased or prejudiced manner. The Supervisory Board also firmly believes that membership for more than twelve years does not hinder the ability to reflect critically on one's own Supervisory Board activities or to work on increasing efficiency.

Finally, pursuant to DCGK recommendation C.9, if the company has a controlling shareholder, and the Supervisory Board comprises six or fewer members, at least one shareholder representative shall be independent from the controlling shareholder. These requirements are also met since, in the assessment of the Supervisory Board, all the members are independent of the controlling shareholder.

Procedures

The Supervisory Board monitors management of the company's business and serves the Executive Board in an advisory capacity. The Supervisory Board conducts its business in accordance with the statutory provisions, in particular, the German Stock Corporation Act (AktG), the Articles of Incorporation, and the rules of procedure for the Supervisory Board, as well as the respective recommendations of the German Corporate Governance Code, except where a deviation is declared. The members of the Supervisory Board are obliged to act in the company's interest.

The Supervisory Board examines all significant transactions by examining the documents concerned. It also advises and guides the Executive Board on its business policy objectives and strategies and sustainability-related matters and the strategic alignment for sustainability. The Supervisory Board is also provided with information by the Executive Board on the position of the segments, including the individual brands, and the Group as well as on further relevant company matters related to planning, business development, the risk situation, risk management, and compliance.

The Supervisory Board examines the annual financial statements and consolidated financial statements prepared by the Executive Board as well as the combined management report of Nemetschek SE and the Group, the non-financial declaration, the remuneration report and the report on the company's relationships with affiliated companies in accordance with section 312 of the German Stock Corporation Act (AktG) (Related Entities Report).

It adopts the annual financial statements and approves the consolidated financial statements of Nemetschek SE. It examines the proposal on the allocation of the unappropriated surplus and, together with the Executive Board, submits it to the Annual General Meeting for resolution. The Chair of the Supervisory Board explains the activities of the Supervisory Board each year in his report at the Annual General Meeting.

The Supervisory Board is convened at least once a quarter, but at least once every calendar half-year. The main topics discussed at the meetings held during the past financial year are summarized in the Supervisory Board's Report. The Chairperson of the Supervisory Board coordinates the work of the Supervisory Board, convenes its meetings and chairs them. The Supervisory Board usually adopts resolutions in meetings. At the order of the Chairperson of the Supervisory Board, written resolutions or resolutions by telephone or by e-mail may be adopted if no member objects to this procedure within a period of time determined by the Chairperson of the Supervisory Board. The Supervisory Board constitutes a quorum if at least half of its members, but at least three members, participate in adopting a resolution. The Supervisory Board adopts resolutions by a simple majority of votes, unless otherwise stipulated by law. Minutes of the discussions and resolutions of the Supervisory Board must be drawn up.

Composition and procedures of the Audit Committee

Composition

The Supervisory Board has established an Audit Committee, which consists of three members. The Chair of the Audit Committee is Ms. Iris M. Helke, and its other members are Mr. Kurt Dobitsch und Dr. Gernot Strube. The Supervisory Board appointed Ms. Helke as the new Committee Chair. In accordance with recommendation D.3, fifth sentence, of the German Corporate Governance Code, the Chair of the Supervisory Board may not simultaneously be Chair of the Audit Committee. The Audit Committee prepares resolutions and topics for consideration by the Supervisory Board. The Chair of the Audit Committee reports on the work of the Committee to the Supervisory Board; in the event of significant events or findings of the Audit Committee, its Chair informs the Chair of the Supervisory Board immediately.

The members of the Audit Committee are familiar with the sectors in which the Nemetschek Group operates. As of December 31, 2024, the Supervisory Board and its Audit Committee consisted of several members with expertise in accounting, namely Iris M. Helke, Kurt Dobitsch, and Dr. Gernot Strube. Moreover, at least two members, specifically Iris M. Helke and Kurt Dobitsch, also have extensive expertise in the field of auditing.

Under the German Corporate Governance Code, the Chair of the Audit Committee should be an expert in at least one of the two areas of accounting and auditing (recommendation D.3, third sentence, of the Code) and should be independent of the company and the Executive Board as well as the controlling shareholder (recommendation C.10 of the Code). The Chair of the Audit Committee, Iris M. Helke, meets these requirements.

Procedures

The tasks of the Audit Committee are as specified by the applicable provisions, the rules of procedure for the Audit Committee, and the resolutions of the Supervisory Board, taking into account the German Corporate Governance Code. The Audit Committee supports the Supervisory Board in monitoring accounting and the integrity of the accounting processes, among other things. It deals intensively with the accounting documents and prepares the discussions and resolutions of the Supervisory Board for the adoption of the annual financial statements and the Combined Management Report, for the proposal of the Executive Board on the allocation of the unappropriated profit and for the approval of the consolidated financial statements as well as the Group Management Report. The Audit Committee discusses auditor's reports, audit procedures and audit results with the Executive Board and Supervisory Board; it also conducts a regular assessment of the quality of the auditing. It discusses the quarterly reports and the half-year financial reports with the Executive Board and the auditor prior to publication, provided the documents are subject to an auditor's review. It monitors the effectiveness of the internal control system, the risk management system, the compliance system and the internal auditing system by discussing fundamental issues and significant matters with the Executive Board. The Audit Committee supports the Supervisory Board in monitoring the auditing of the financial statements, prepares the discussions and resolutions of the Supervisory Board for proposing the election of auditor to the Annual General Meeting, and submits a corresponding proposal to the Supervisory Board. It prepares the Supervisory Board's decisions on corporate governance issues and decides on the approval of material transactions with related parties in accordance with section 111b (1) of the German Stock Corporation Act (AktG). Furthermore, the non-financial declaration, the remuneration report, and the Related Entities Report are discussed in the Audit Committee.

No other committees were formed apart from the Audit Committee. The Supervisory Board has consisted of six members since the effective date of the amendments to the Articles of Incorporation enlarging the Supervisory Board on May 25, 2022, and is of the opinion that a body of this size ensures the efficient and effective discharge of its duties even in the absence of any further specialized committees, in particular, a Nomination Committee.

Self-Assessment

The Supervisory Board regularly assesses – either internally or with the involvement of external consultants – how effectively it and the Audit Committee discharge their duties. The Supervisory Board conducted a self-assessment in the 2024 financial year. This self-assessment covered the following subject areas: the efficiency of the procedures of the full Supervisory Board and the Audit Committee, the quality of the preparation and execution of meetings and the content of the meetings, cooperation and the flow of information between the Executive Board and the Supervisory Board, cooperation with the auditor, the composition and skills profile of the Supervisory Board (qualifications matrix) and the Audit Committee, the independence of the members, and how conflicts of interest are handled. The findings of the assessment and the measures to be derived from them, along with suggestions for improvement, were presented and discussed promptly at the Supervisory Board meeting held on December 19, 2024. The findings of the self-assessment attested to professional, constructive and efficient cooperation within the Supervisory Board and with the Executive Board, marked by mutual trust and open communication. Likewise, the findings attest to efficient meeting organization and execution as well as appropriate provision of information. The composition and structure of the Supervisory Board and the Audit Committee are rated as being appropriate, effective and efficient. The self-assessment did not identify any fundamental need for change. The next self-assessment is scheduled for the year 2026.

Please refer to the [<< Report from the Supervisory Board >>](#) for further information on the issues and activities of the Supervisory Board in 2024.

Long-Term Succession Planning for the Executive Board

Working together with the Executive Board, the Supervisory Board ensures that there is long-term succession planning (recommendation B.2 of the German Corporate Governance Code). To this end, the Supervisory Board maintains regular communication with the Executive Board. Together, the Executive Board and Supervisory Board evaluate the suitability of potential succession candidates and discuss how to develop suitable internal candidates. In addition, the Supervisory Board examines the size and composition of the Executive Board on a regular basis. To this end, the Chairman of the Supervisory Board discusses with the Executive Board the skills and experience as well as professional and personal competencies, in particular, that should be present on the Executive Board, including with a view to the company's strategic development, and to what extent the composition of the Executive Board already meets these requirements.

Remuneration of the Executive Board and Supervisory Board

Executive Board

In keeping with the changes in legislation resulting from the German Act Implementing the Second Shareholder Rights Directive (ARUG II), which took effect on January 1, 2020, the Supervisory Board enhanced the existing Executive Board remuneration system and passed a resolution in this connection at the meeting held on March 18, 2022. This remuneration system was approved at the Annual General Meeting on May 12, 2022. The 2022 remuneration system implements the requirements of the German Stock Corporation Act (AktG) in the version amended by the Second Shareholder Rights Directive (ARUG II) and incorporates the recommendations of the German Corporate Governance Code in the version of April 28, 2022, which took effect on June 27, 2022, except where a deviation from it is declared. The remuneration system is published on the Nemetschek Group's website at ir.nemetschek.com/remuneration. The Supervisory Board will regularly review the remuneration system. Under section 120a (1) of the German Stock Corporation Act (AktG), the Annual General Meeting must pass a resolution approving the remuneration system presented by the Supervisory Board in the event of any material change, but at least once every four years.

Supervisory Board

The Supervisory Board's remuneration is governed in section 15 (Remuneration of the Supervisory Board) of the company's Articles of Incorporation, which are published on the Nemetschek Group's website at ir.nemetschek.com/remuneration.

The Executive Board and Supervisory Board of Nemetschek SE have prepared a remuneration report in accordance with section 162 of the German Stock Corporation Act (AktG) since the 2021 financial year. The report describes the principles of the remuneration systems for the Executive Board and for the Supervisory Board and reports individually on the remuneration granted and owed by the company and by companies in the same group to each current or former member of the Executive Board and Supervisory Board. The report for the 2024 financial year is published on the Nemetschek Group's website at ir.nemetschek.com/remuneration.

Target percentage for female representation, sections 76 (4), 111 (5) of the German Stock Corporation Act (AktG) and diversity policy

Diversity at Nemetschek

Diversity is part of the corporate culture that is practiced at the Nemetschek Group. Different cultures and the distinct individuality of the employees are important drivers for the company's innovation and should therefore be promoted in a targeted manner. With this diversity statement, the Nemetschek Group is emphasizing the importance of respect, inclusion and equal opportunities in the Group. You will find further information on diversity in

the 2024 Group Management Report under [<< 2 Non-Financial Declaration >>](#).

The objective to achieve diversity, including diversity in the employee mix, committee composition, and appointments to leadership positions, is expressly welcomed.

The Supervisory Board has currently not adopted a concrete diversity policy that is pursued in relation to the composition of the Executive Board or Supervisory Board, although it expressly welcomes the commitment to diversity in the German Corporate Governance Code and advocates a diverse composition of governance bodies and in appointments to management positions. In the election proposals for the Supervisory Board at the 2022 and 2024 Annual General Meetings and in the composition of the Executive Board, the Supervisory Board placed particular emphasis on diversity in addition to qualification-related criteria. However, when making appointments to Executive Board positions and in relation to the composition of the Supervisory Board, the emphasis will continue to be on personal aptitude, especially the individual's experience, skills, and knowledge. The criterion of diversity is additionally considered.

Targets for Female Representation

According to AktG section 111(5), the Supervisory Board must define targets for the share of positions held by women on the Supervisory Board and Executive Board.

Executive Board

Decision Regarding the Target for Female Representation on the Executive Board and Justification

In its resolution passed on March 9, 2023, the Supervisory Board set a target of 25% for female representation on the Executive Board for the period through to December 31, 2025. The Executive Board consisted of four members at the time this decision was made. The Supervisory Board generally supports the objective of achieving diversity in the Executive Board and views the future increase of the percentage of women at all levels of the enterprise as an important part of the personnel concept of the worldwide Nemetschek Group. For the composition of the Executive Board, however, the individual's experience, expertise, and knowledge is of critical importance to the Supervisory Board. The Supervisory Board is therefore convinced that a target of 25% female representation on the Executive Board for 2023 to 2025 is realistic, appropriate, and proper.

Determination of the Status Quo for Female Representation on the Executive Board

The Executive Board consisted of Yves Padrines (CEO) and Louise Öfverström (CFO) as of December 31, 2024. Female representation on the Executive Board therefore stood at 50% at the end of 2024 (previous year: 50%), thus exceeding the defined target.

Due to the enlargement of the Executive Board as of January 1, 2025, with the appointment of Mr. Usman Shuja (Chief Division Officer Build & Construct Division, CEO of Bluebeam), the proportion of female representation on the Executive Board changed as of January 1, 2025, and has remained at 33.3% and thus above the target since then.

Supervisory Board

Decision Regarding the Target for Female Representation on the Supervisory Board

In its resolution passed on December 17, 2021, the Supervisory Board set a target of 25% for female representation on the Supervisory Board for the period through to December 31, 2025.

Determination of the Status Quo for Female Representation on the Supervisory Board

The Supervisory Board was composed of four male and two female members as of December 31, 2024. Accordingly, the proportion of female representation on the Supervisory Board was 33.3% (previous year: 33.3%) and was thus above the defined target.

Management Tier Directly beneath Executive Board

Decision Regarding the Target for Female Representation at the Management Tier Directly beneath the Executive Board

In accordance with section 76 (4) of the German Stock Corporation Act (AktG), the Executive Board also sets targets for female representation on the two management tiers beneath the Executive Board. In its resolution passed on December 17, 2021, the Executive Board set a target of 28.6% for female representation on the first management tier directly beneath the Executive Board for the period through to December 31, 2025. All employees who report directly to members of the Executive Board are deemed to belong to the management tier directly beneath the Executive Board.

As Nemetschek SE traditionally has flat hierarchies due to its holding structure and therefore has no continuous second management tier, no target figure for female representation on the second management tier has been set. Nevertheless, the company performs an annual check to determine whether the installation of a second management tier is appropriate in view of the Group's steady growth.

Determination of the Status Quo for Female Representation at the Management Tier Directly beneath the Executive Board

The first management tier comprised 14 individuals as of December 31, 2024 (previous year: 14), including 4 women (previous year: 4 women), translating into female representation of 28.6% (previous year: 28.6%). The company's continuous growth and the related adjustments to its management structures may also

cause fluctuations in the gender representation at the first management tier.

Further Information on Corporate Governance

Financial Reporting and Audit

Nemetschek SE prepares its consolidated financial statements and consolidated interim reports in accordance with the International Financial Reporting Standards (IFRS) as endorsed in the European Union. The annual financial statements of Nemetschek SE (separate financial statements) are prepared in accordance with the provisions of the German Commercial Code (HGB). On May 23, 2024, the Annual General Meeting – at the proposal of the Supervisory Board – duly elected PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich, as independent auditors of the annual financial statements and the consolidated financial statements for 2024. The signing auditors of the separate financial statements of Nemetschek SE and of the consolidated financial statements as of December 31, 2024 are Sebastian Stroner as the responsible auditor and right-hand signatory as well as Katharina Deni as the left-hand signatory. The Supervisory Board awarded the audit engagement and also negotiated the audit fee. The Audit Committee likewise reviewed the independent auditors' independence. Moreover, it assessed the services rendered by the auditor and reviewed the quality of the auditing, and reported on this to the Supervisory Board.

Shareholders and the Annual General Meeting

Shareholders can assert their rights and exercise their voting rights at the Annual General Meeting. Each share in Nemetschek SE grants one voting right. The Annual General Meeting usually decides on the appropriation of profits, the official approval and discharge of the members of the Executive Board and the Supervisory Board, the selection of the independent auditor and the approval of the remuneration report. The Annual General Meeting also decides on the election of Supervisory Board members, amendments to the Articles of Incorporation, capital measures, company agreements, approval of the remuneration system for members of the Executive Board, and the remuneration of the Supervisory Board. The Annual General Meeting usually takes place within the first five months of a given financial year and is chaired by the Chair of the Supervisory Board. The Executive Board presents the consolidated financial statements and annual financial statements as well as more detailed reports, explains the prospects of the company, and, together with the Supervisory Board, answers the shareholders' questions.

The invitation to the Annual General Meeting and the corresponding documents and information are made available on the Nemetschek Group website on the day the meeting is called in accordance with the statutory requirements.

The Annual General Meeting for the 2024 financial year was held as an in-person event at the Haus der Bayerischen Wirtschaft in Munich on May 23, 2024.

Transparency and Communication

The Nemetschek Group makes open and trustful communication with its shareholders and other stakeholders a priority and maintains a prompt and reliable dialog with them. All information relevant to capital markets is published in German and English simultaneously and made accessible on the Nemetschek Group's website. This information includes annual and interim reports, press releases and ad hoc notifications, information on the Annual General Meeting and sustainability, and company presentations. The financial calendar with the relevant publication and event dates can also be found on it.

Share Dealings by Board Members, Voting Rights Announcements and Share-Based Compensation Components (SAR Plan)

Pursuant to Article 19 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation), members of the Executive Board and Supervisory Board are legally required to disclose transactions conducted on their own account relating to the shares or debt instruments of Nemetschek SE or to derivatives or other financial instruments linked thereto, where the total amount of the transactions conducted by the member or related parties within a calendar year reaches or exceeds the amount of EUR 20,000. The transactions reported to Nemetschek SE have been duly published and can be found on the Nemetschek Group's website at ir.nemetschek.com/managers-transactions.

Nemetschek SE also discloses changes among its shareholders that have been reported to it if the thresholds defined in the German Securities Trading Act (sections 33 et seq. WpHG) are reached, exceeded or fallen below. The voting rights announcements reported to Nemetschek SE have been duly published and can be found on the Nemetschek Group's website at ir.nemetschek.com/votingrights.

The Nemetschek Group wishes to involve the Executive Board and other categories of employees in the company's future success over the medium and long term. A stock appreciation rights (SAR) plan was initiated for this purpose and integrated into the current Executive Board remuneration system which was approved at the Annual General Meeting on May 12, 2022. Under the SAR plan, the members of the Executive Board and other categories of employees may be granted stock appreciation rights (SARs), the value of which depends on the development of the Nemetschek SE stock price. There is no entitlement to the granting of new SARs. The increase in the value of the SARs is normally paid out in cash, though it can also take the form of Nemetschek shares. Information about the SAR plan can be found in the description of the current system for Executive Board remuneration on the Nemetschek Group's website at ir.nemetschek.com/remuneration.

Munich, March 14, 2025



Yves Padrines

Louise Öfverström

Usman Shuja