

NEMETSCHKE
GROUP

Building Lifecycle
Intelligence

INVITATION TO THE REGULAR
ANNUAL GENERAL MEETING 2021



Nemetschek SE
Munich

– ISIN: DE 0006452907 –

– WKN: 645290 –

We invite our shareholders to the
regular annual general meeting, which will be held on

Wednesday, May 12, 2021, at 10:00 am (CEST; corresponds to 8:00 am UTC)

as a virtual annual general meeting without the shareholders or
their proxies being in physical attendance.

The annual general meeting will be held as per § 1 Para. 3 of the of the act which governs measures in corporate, cooperative society, association, foundation and residential property law in response to the impact of the COVID-19 pandemic of March 27, 2020 (BGBl I 2020, p. 570), recently amended by the amending act of December 22, 2020 (BGBl I 2020, p. 3332) (German **“COVID-19 Measures Act (COVID-19-Maßnahmengesetz)**), as a virtual annual general meeting without the shareholders (hereinafter referred to as **“shareholders”**) or their proxies (with the exception of the voting right representatives of the company) being in physical attendance at the hbw Conference-Center Haus der Bayerischen Wirtschaft, Europasaal, Max-Joseph-Straße 5, 80333 Munich. For details on the rights and opportunities available to the shareholders and their proxies, please refer to the “Further information and instructions”, which are printed after the agenda following the report of the executive board regarding Agenda Item 9.

Please note that the shareholders and their proxies will not be able to follow the annual general meeting on site.

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 Para. 1 and §315a Para. 1 of the German Commercial Code (HGB) as well as the report of the supervisory board for the 2020 financial year

The specified documents also include the remuneration report and the Corporate Governance Statement. The documents are available on the Internet at <https://ir.nemetschek.com/agm>. They will also be virtually accessible there during the annual general meeting. At the annual general meeting, the aforementioned documents will be explained in more detail by the executive board and – inasmuch as these relate to the report of the supervisory board – by the chairman of the supervisory board.

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, first half of sentence of the German Stock Corporation Act (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

The executive board and supervisory board propose to use the balance sheet profit of Nemetschek SE arising from the 2020 financial year past in the amount of EUR 266,270,277.12 as follows:

USE OF THE BALANCE SHEET PROFIT

	EUR
Payment of dividends of EUR 0.30 per no-par value share entitled to a dividend	34,650,000.00
Profit carried forward	231,620,277.12
Balance sheet profit	266,270,277.12

The proposal regarding the appropriation of profits is based on the no-par value shares entitled to a dividend on the day of preparation of the annual financial statements by the executive board for the past financial year 2020. If the number of these should change prior to the annual general meeting, a correspondingly adapted resolution proposal will be made at the annual general meeting to be resolved upon, which will continue to provide for a dividend of EUR 0.30 per no-par value share entitled to a dividend for the past financial year 2020. 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.

The entitlement to the dividend is effective on Monday, May 17, 2021.

3. Resolution on approving the action of the executive board for the 2020 financial year

The executive board and supervisory board propose to approve the action of the members of the executive board of Nemetschek SE for the 2020 financial year.

1) The provisions of the German Stock Corporation Act (AktG) are generally applied to the company pursuant to Art. 9 Para. 1 lit. c) (ii) of the Regulation (EC) No. 2157/2001 of the Council of October 8, 2001 on the statute of the European Company (SE-VO).

4. Resolution on approving the action of the supervisory board for the 2020 financial year

The executive board and supervisory board propose to approve the action of the members of the supervisory board of Nemetschek SE for the 2020 financial year.

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.

5. Resolution on the appointment of the auditor of the annual financial statements and auditor of the consolidated financial statements for the 2021 financial year

The supervisory board proposes that Ernst & Young GmbH auditing firm, Munich, be appointed auditor and Group auditor for the 2021 financial year.

The supervisory board formed no audit committee. Instead of an audit committee, in accordance with Article 16 Para. 2 Subsection 3 of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014, the supervisory board declares that its nomination for the selection of the auditor is free from improper influence by a third party and that no restriction regarding the selection of a specific auditor has been imposed upon it.

6. Resolution on the approval of the remuneration system for the members of the executive board

In accordance with § 120a Para. 1 of the German Stock Corporation Act (AktG) in the version resulting from the German Act Implementing the Second Shareholder Rights Directive of December 12, 2019 (ARUG II), the annual general meeting of a listed company resolves on the approval of the remuneration system for the members of the executive board in the case of any major change to the system, albeit no less than every four years. On December 18, 2020, the supervisory board resolved on a new remuneration system for the members of the executive board which corresponds to the provisions of German Act Implementing the Second Shareholder Rights Directive (ARUG II) and the recommendations of the German Corporate Governance Code. The new remuneration system is printed out as an annex to this Agenda Item 6 following the agenda.

The supervisory board proposes that the remuneration system for the members of the executive board, which was resolved upon by the supervisory board, and is printed out as an annex to this Agenda Item 6 following the agenda, be approved.

7. Resolution on the remuneration of members of the supervisory board

In accordance with § 113 Para. 3 of the German Stock Corporation Act (AktG) in the version resulting from the German Act Implementing the Second Shareholder Rights Directive of December 12, 2019 (ARUG II), the annual general meeting of a listed company is to resolve no less than every four years on the remuneration and the remuneration system for the members of the supervisory board.

§ 15 of the articles of incorporation of Nemetschek SE regulates the remuneration of members of the supervisory board as follows:

“§ 15 Remuneration of the Supervisory Board

1. The members of the Supervisory Board receive a fixed remuneration in the amount of EUR 200,000 for every full financial year of their belonging to the Supervisory Board which is due on the day following the annual general meeting at which the action of the Supervisory Board for the financial year in question is decided upon. The Chair of the Supervisory Board receives a fixed remuneration in the amount of EUR 250,000, the Deputy Chair receives a fixed remuneration in the amount of EUR 225,000. Members of the Supervisory Board who have not

been on the Supervisory Board for a full year receive remuneration proportional to the time they have been on the Supervisory Board.

2. The members of the Supervisory Board receive reimbursement for all expenses. They are included in a directors' and officers' pecuniary damage liability insurance, which is in the interest of the company and taken out by the company in an appropriate amount for institutions and certain employees of the Nemetschek Group. The premiums for this are paid by the company.

3. The company reimburses every member of the Supervisory Board for the value-added tax on his earnings."

After detailed investigation, the executive board and supervisory board have come to the conclusion that the remuneration policies for the members of the supervisory board are in keeping with the corporate interests of Nemetschek SE, that these policies account for the recommendations of the German Corporate Governance Code and they are appropriate.

The executive board and supervisory board therefore propose to the annual general meeting that the existing remuneration policies for the members of the supervisory board in § 15 of the articles of association be confirmed and that the remuneration system for the supervisory board members printed out as an annex to this Agenda Item 7 be resolved upon and to approve the agenda annexed to this item.

8. Resolution on the creation of Authorized Capital 2021 and the corresponding amendment of the articles of association

Nemetschek SE does not have authorized capital at its disposal at present. As a result of the creation of Authorized Capital 2021, the company is to be put in a position to make flexible and short-term use of financing options for the realization of business opportunities and in order to strengthen the equity basis. The availability of flexible financing options is significant for the further growth of Nemetschek SE since decisions in connection with covering capital requirements regularly need to be made in the short term. Authorized Capital 2021 makes it possible for the executive board to increase the company's share capital with the consent of the supervisory board without having to wait for the annual general meeting or an extraordinary general meeting.

Against this backdrop, the executive board and supervisory board propose the following resolutions:

a) Creation of Authorized Capital 2021

With the consent of the supervisory board, the executive board is 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)**.

Shareholders are to be generally granted the applicable right of subscription to the new shares. 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, in accordance with the following provisions:

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

bb) if and to the extent that this is necessary in order to grant the holders or creditors of conversion or option rights, and/or the holders or creditors of financing instruments carrying conversion or option obligations, which were or are issued by the company or by a domestic or foreign company in which the company directly or indirectly holds the majority of the votes and of the capital, a subscription right to the extent to which

they would be entitled after the exercise of the conversion or option rights and/or after the performance of a conversion or option obligation;

cc) in case of a capital increase against cash contributions in accordance with or corresponding to § 186 Para. 3 Sentence 4 of the German Stock Corporation Act (AktG), if the issue price of the new shares is not substantially lower than the stock exchange price of the company's shares already listed and if the new shares which are issued under exclusion of the subscription right do not exceed a proportional amount of a total of 10% of the share capital, neither at the time of Authorized Capital 2021 taking effect nor at the time of Authorized Capital 2021 being utilized. This restriction to 10% of the share capital is to include the proportional amount of the share capital that is attributable to shares that are issued under exclusion of the subscription right or sold during the term of Authorized Capital 2021, based on an authorization to issue new shares or sell own shares by direct or corresponding application of § 186 Para. 3 Sentence 4 of the German Stock Corporation Act (AktG). Further, this restriction will also include the proportional amount of the share capital that is attributable to shares which may or must be issued in order to service bonds carrying a conversion or option right or a conversion or option obligation, if the bonds are issued during the term of Authorized Capital 2021 under exclusion of the shareholders' subscription right by corresponding application of § 186 Para. 3 Sentence 4 of the German Stock Corporation Act (AktG);

dd) in the case of capital increases through contributions in kind, particularly for the purpose of (also directly) acquiring enterprises, parts of enterprises or 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;

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

The authorizations for excluding the right of subscription in the case of capital increases in return for cash contributions and/or contributions in kind specified in the above paragraphs are in total limited to an amount which does not exceed 10% of share capital, neither at the time of Authorized Capital 2021 taking effect nor at the time of this authorization being utilized. Furthermore, attributable to the aforementioned 10% limit are own shares which are sold during the term of Authorized Capital 2021 under exclusion of the right of subscription, as well as those shares which were or are to be issued for servicing financing instruments, provided that the financing instruments for their part were issued during the term of Authorized Capital 2021 subject to the exclusion of the shareholders' right of subscription. In addition, attributable to the aforementioned maximum limit of 10% of share capital are those shares which were issued during the term of Authorized Capital 2021 on the basis of other capital measures subject to the exclusion of the shareholders' subscription right. 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 according to the above provisions, the shareholders' subscription right, provided this is specified by the executive board with the consent of the supervisory board, may also be granted by way of an indirect subscription right as per to § 186 Para. 5 of the German Stock Corporation Act (AktG) or, in part, by way of a direct subscription right, and otherwise by way of an indirect subscription right as per § 186 Para. 5 of the German Stock Corporation Act (AktG).

The new shares participate in the profit as from the beginning of the financial year in which they are created on the basis of Authorized Capital 2021; by way of derogation from this, the executive board may determine, if permitted by law, with the consent of the supervisory board, that the new shares will participate in the profit as from the beginning of the financial year for which, at the point in time of the increase in capital, no resolution had yet been adopted 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.

b) Amendment of the articles of association

§ 5 of the articles of association is supplemented with the following Paragraph 3:

"With the consent of the supervisory board, the executive board is 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).

Shareholders are to be granted the applicable right of subscription to the new shares. The executive board is however entitled, with the consent of the supervisory board, to exclude the shareholders' right of subscription once or repeatedly in accordance with the following provisions:

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

b) if and to the extent that this is necessary in order to grant the holders or creditors of conversion or option rights, and/or the holders or creditors of financing instruments carrying conversion or option obligations, which were or are issued by the company or by a domestic or foreign company in which the company directly or indirectly holds the majority of the votes and of the capital, a subscription right to the extent to which they would be entitled after the exercising of the conversion or option rights and/or after the performance of a conversion or option obligation;

c) in case of a capital increase against cash contributions in accordance with or corresponding to § 186 Para. 3 Sentence 4 of the German Stock Corporation Act (AktG), if the issue price of the new shares is not substantially lower than the stock exchange price of the company's shares already listed and if the new shares which are issued under exclusion of the subscription right do not exceed a proportional amount of a total of 10% of the share capital, neither at the time of Authorized Capital 2021 taking effect nor at the time of Authorized Capital 2021 being utilized. This restriction to 10% of the share capital is to include the proportional amount of the share capital that is attributable to shares that are issued under exclusion of the subscription right or sold during the term of Authorized Capital 2021, based on an authorization to issue new shares or sell own shares by direct or corresponding application of § 186 Para. 3 Sentence 4 of the German Stock Corporation Act (AktG). Further, this restriction shall also include the proportional amount of the share capital that is attributable to shares which may or must be issued in order to service bonds carrying a conversion or option right or a conversion or option obligation, if the bonds are issued during the term of Authorized Capital 2021 under exclusion of the shareholders' subscription right by corresponding application of § 186 Para. 3 Sentence 4 of the German Stock Corporation Act (AktG);

d) in the case of capital increases through contributions in kind, particularly for the purpose of (also directly) acquiring enterprises, parts of enterprises or 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;

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

The authorizations for excluding the right of subscription in the case of capital increases in return for cash contributions and/or contributions in kind specified in the above paragraphs are in total limited to an amount which does not exceed 10% of the share capital, neither at the time of Authorized Capital 2021 taking effect nor at the time of this authorization being utilized. Furthermore, attributable to the aforementioned 10% limit are own shares which are sold during the term of Authorized Capital 2021 under exclusion of the right of subscription, as well as those shares which were or are to be issued for servicing financing instruments, provided that the financing instruments for their part were issued during the term of Authorized Capital 2021 subject to the exclusion of the shareholders' right of subscription. In addition, attributable to the aforementioned maximum limit of 10% of share capital are those shares which were issued during the term of Authorized Capital 2021 on the basis of other capital measures subject to the exclusion of the shareholders' subscription right. 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, but 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 according to the above provisions, the shareholders' subscription right, provided this is specified by the executive board with the consent of the supervisory board, may also be granted by way of an indirect subscription right as per to § 186 Para. 5 of the German Stock Corporation Act (AktG) or, in part, by way of a direct subscription right, and otherwise by way of an indirect subscription right as per § 186 Para. 5 of the German Stock Corporation Act (AktG).

From the beginning of the financial year on in which the new shares are created on the basis of Authorized Capital 2021, 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."

c) Authorization to amend the articles of association

The supervisory board is authorized to amend the wording of § 5 Para. 1 and Para. 3 of the articles of association in accordance with the issue of new shares from Authorized Capital 2021 and, if Authorized Capital 2021 is not used or not completely used by May 11, 2026, after expiration of the period of the authorization.

The written report of the executive board on agenda item 8 concerning the grounds on the basis of which it is to be authorized to exclude the shareholders' right of subscription under certain circumstances is printed following the annex on Agenda Item 7 and, as of the calling of the annual general meeting, can also be accessed on the company's website under <https://ir.nemetschek.com/agm>.

9. Resolution on the creation of an authorization for the issue of convertible and/or warrant bonds and for exclusion of the subscription right as well as the creation of Contingent Capital 2021 and corresponding amendment of the articles of association

Appropriate capital resources as well as the availability of flexible financing options are critical for the further positive development of Nemetschek SE. As a result of the authorization to issue convertible and/or warrant bonds proposed in Agenda Item 9 as well as the creation of Contingent Capital 2021, the executive board is to be put in a position to be able to incur borrowings at attractive conditions depending on the market situation and with the consent of the supervisory board. This contributes to securing the utmost flexibility for corporate financing as well as helping Nemetschek SE access low-interest debt capital.

The executive board and supervisory board propose the following resolutions:

- a) Authorization to issue convertible and/or warrant bonds and to exclude 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 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 (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 Para. 1 of the German Stock Corporation Act (AktG) and § 199 of the German Stock Corporation Act (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 there 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 11, 2026.

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 shareholder's 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 Para. 1 No. 8 Sentence 5 second half of sentence, 186 Para. 3 Sentence 4 of the German Stock Corporation Act (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 Para. 2 Sentence 2, 186 Para. 3 Sentence 4 of the German Stock Corporation Act (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 Para. 3 Sentence 4 of the German Stock Corporation Act (AktG);
- (4) if bonds are issued in return for contributions in kind.

The authorizations for excluding the right of subscription specified in the above paragraphs 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 Para. 2 of the German Stock Corporation Act (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 Para. 5 of the German Stock Corporation Act (AktG) or, in part, by way of a direct subscription right, and otherwise by way of an indirect subscription right pursuant to § 186 Para. 5 of the German Stock Corporation Act (AktG), if so determined by the executive board with the consent of the supervisory board.

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).

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 Nemet-schek SE 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 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 Para. 2 Sentence 1 of the German Stock Corporation Act (AktG) or, if the final terms and conditions for the issue of bonds pursuant to § 186 Para. 2 Sentence 2 of the German Stock Corporation Act (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 Nemetschek SE 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), 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 Nemetschek SE 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 Para. 1 of the German Stock Corporation Act (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.

The above authorization granted under Agenda Item 9a) is effective independent of the creation of Contingent Capital 2021 provided for under Agenda Item 9b).

b) Creation of Contingent Capital 2021

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 2021).

Contingent Capital 2021 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.

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 12, 2021 under Agenda Item 9. The contingent capital increase is to be carried 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 from 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 Para. 2 of the German Stock Corporation Act (AktG).

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

c) Amendment of the articles of association

§ 5 of the articles of association is supplemented with the following Paragraph 4:

"The share capital of the company is conditionally increased by up to EUR 11,550,000.00 by the issue of up to 11,550,000 new no-par value bearer shares (Contingent Capital 2021). Contingent Capital 2021 serves the issue of shares to the 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. 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 12, 2021 under Agenda Item [9]. The contingent capital increase is to be carried 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 from the beginning of the financial year onward 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 Para. 2 of the German Stock Corporation Act (AktG). The executive board is authorized to determine the further details of the performance of the contingent capital increase."

d) Authorization to amend the articles of association

The supervisory board is authorized to amend the version of § 5 Para. 1 and Para. 4 of the articles of association to reflect the issue of new shares from Contingent Capital 2021. The same applies to the extent that the authorization to issue convertible bonds and/or warrant bonds with or without a conversion or option right and/or conversion or option obligation in accordance with the resolution of the annual general meeting of May 12, 2021 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.

The written report of the executive board on agenda item 9 concerning the grounds on the basis of which it is to be authorized to exclude the shareholders' right of subscription under certain circumstances is printed following the report of the executive board on Agenda Item 8 and as of the calling of the annual general meeting can also be accessed on the company's website under <https://ir.nemetschek.com/aggm>.

10. Resolution on the amendment of the articles of association to reflect the German Act Implementing the Second Shareholder Rights Directive (ARUG II)

As a result of the Second Shareholder Rights Directive (ARUG II), effective as of September 3, 2020, several legal provisions governing formalities in connection with the annual general meeting were amended. Accordingly, these amendments are to be subsequently reflected in the wording of the articles of association of Nemetschek SE. This is merely a matter of editorial clarification:

The provision in § 17 Para 2 of the articles of association, whereby proof of the shareholding must be submitted in written form in German or English (§ 126b of the German Stock Corporation Act (AktG)), is to be amended to clarify that also pursuant to the new provisions of the German Stock Corporation Act (AktG) such proof submitted within the scope of electronic communication via the intermediary chain is sufficient.

Against this backdrop, the executive board and supervisory board propose to resolve that § 17 Para. 2 of the articles of association be reworded as follows:

“The proof of holding shares must refer to the applicable reporting date and is to be submitted in German or English either in written form to the address specified in the notice convening the annual general meeting or by means of transmission via intermediaries in compliance with the prerequisites of § 67c Para. 3 of the German Stock Corporation Act (AktG) in conjunction with Art. 5 of Commission Implementing Regulation (EU) 2018/1212.”

Annex to agenda item 6 – Remuneration system for members of the Executive Board

1. Principles of the remuneration system

1.1 Introduction, background, purpose of the revised remuneration system

The remuneration system for the Executive Board is aimed at appropriately remunerating the members of the Executive Board in line with their respective tasks and performance, taking into account the success of the Company. It also aims to promote the sustainable and long-term development of the Company.

1.2 General principles for the assessment of the remuneration of the Executive Board

The remuneration system for members of the Executive Board of Nemetschek SE makes a significant contribution to promoting the long-term corporate strategy of the Nemetschek Group.

The Executive Board is tasked with leading the Nemetschek Group to continuous success in an economic environment currently characterized by major changes and uncertainties. This must be rewarded with performance related and competitive remuneration. At the same time, remuneration should create incentives for long-term successful and sustainable corporate development.

The following principles apply:

- » The remuneration system comprises both performance-related parameters and parameters linked to the Company's success. These parameters are in an appropriate relationship to each other.
- » The performance-related remuneration components are dependent on the short-term and long-term development of the Company. The Supervisory Board believes that linking remuneration to corporate results, which reflect the overall value of the Company, is a suitable means of ensuring that the work of the Executive Board is committed and successful in the long term.
- » In drawing up the remuneration system, the Supervisory Board takes particular account of the size, economic situation, success and growth potential of the Company.
- » When determining the total remuneration of the individual Executive Board member, care is taken to ensure that the amount is in reasonable proportion to the tasks and performance of the respective Executive Board member. Special achievements of an Executive Board member should be rewarded appropriately, whereas missed targets result in a reduction of the remuneration.

2. Determination of the specific target total remuneration (structure and amount)

The Supervisory Board greatly values the appropriate remuneration of the Executive Board as a whole. An appropriate remuneration takes into account the market remuneration level (horizontal orientation).

The companies SAP SE, Software AG, CompuGroup Medical SE & Co. KGaA and TeamViewer AG, which are comparable in terms of size, revenue, number of employees, market capitalization and industry sector with regard to one or more of the above criteria, are used as reference points in terms of their remuneration level. This horizontal orientation ensures that the remuneration of the members of the Executive Board adequately reflects the market position of the Company and remains competitive.

At the level of Nemetschek SE, the Supervisory Board does not take into account the remuneration level of senior managers and the workforce as a whole. As a holding company, Nemetschek SE does not offer suitable reference points either for senior management or for the workforce as a whole. Nevertheless, the Supervisory Board takes the remuneration of the managing directors of the most important product organizations as a benchmark for comparison when making actual remuneration decisions.

2.1 Structure

The remuneration of the Executive Board members consists of fixed, non-performance-related and variable, performance-related components, the sum of which determines the total remuneration of an Executive Board member. The fixed, non-performance-related remuneration comprises the fixed remuneration and fringe benefits. The performance-related remuneration comprises a short- and medium term variable component (Short Term Incentive Plan, STIP) and a long-term variable component (Long Term Incentive Plan, LTIP). Both components are variable cash payments.

Remuneration received by individual Executive Board members directly from a subsidiary for management activities performed at the level of the subsidiary is fully taken into account when determining the remuneration.

In accordance with the requirements of the German Stock Corporation Act and the recommendations of the DCGK, the long-term variable remuneration component makes up the largest part of the remuneration and exceeds the part of the remuneration resulting from short-term targets. As a result, the focus is placed on the successful sustainable development of the Company, but the short-term development of the operating business is also taken into account.

The total annual remuneration of the members of the Executive Board is determined by the respective contractually agreed-upon fixed remuneration including fringe benefits and the amounts paid out for the variable remuneration components. The disbursement amounts of the variable components depend on the respective degree of target achievement.

Based on 100% achievement of targets, the ratio of the individual remuneration components in the total target remuneration is as follows:

- » Fixed remuneration: 15 – 25%
- » STIP component: 30 – 40%
- » LTIP component: 55 – 65%

2.2 Maximum remuneration

In accordance with sec. 87a para. 1 sentence 2 no. 1 AktG and the recommendations of the DCGK, the total remuneration is limited in amount ("maximum remuneration"). By setting a maximum amount (cap) for the STIP and the LTIP, both variable remuneration components are limited in amount.

The maximum amount is:

- » EUR 3.0 million for the Executive Board Spokesperson
- » EUR 2.8 million for ordinary Executive Board members

The maximum remuneration determined in this way includes all remuneration components that were earned as a result of Executive Board activities in the fiscal year in question, even if they are not payable until later. The fixed maximum remuneration is therefore independent of the actual monetary inflow in the remuneration year.

Remuneration received by individual Executive Board members directly from a subsidiary for management activities performed at subsidiaries of Nemetschek SE is fully taken into account when determining the maximum remuneration.

3. Components of the Executive Board remuneration in detail

3.1 Non-performance-related remuneration

The non-performance-related remuneration comprises a fixed remuneration and usual fringe benefits.

3.1.1 Fixed remuneration:

Each member of the Executive Board receives a fixed remuneration. The fixed remuneration is paid at the end of each calendar month in twelve equal monthly installments. The amount of the fixed remuneration reflects the role in the Executive Board, experience, area of responsibility and market conditions.

3.1.2 Fringe benefits

The fixed remuneration is supplemented by contractually guaranteed fringe benefits. This includes the provision of a company car for private use as well as subsidies for health and care insurance.

The Company takes out a D&O insurance policy for the members of the Executive Board.

3.1.3 Pension benefits, retirement and early retirement schemes

The remuneration system does not include pension benefits or retirement and early retirement schemes.

In case a new member of the Executive Board has concluded a pension contract with their previous employer, the Company can take over that contract.

3.2 Performance-related remuneration

The performance-related variable remuneration consists of a short-term component (STIP) and a long-term component (LTIP).

The business strategy of the Nemetschek Group comprises short-term and long term goals. The variable remuneration therefore provides the Executive Board with incentives to achieve operating targets both in the short and long term. For both variable remuneration elements, success of the Company and sustainability are the fundamental benchmarks for measuring performance. The Executive Board is required to act in the interests of both shareholders and other stakeholders.

The variable remuneration is based primarily on the economic development of the Nemetschek Group. Growth-related parameters in particular are a good indicator of a successful Executive Board strategy. However, the variable remuneration also takes into account the performance of the Executive Board members in the divisions for which they are responsible. The two components of the variable remuneration differ according to performance period and performance criteria in order to comprehensively reflect the Company's success.

The variable remuneration components are structured in such a way that the amount paid out can fall to zero. On the other hand, maximum amounts (caps) are defined for both the short-term variable remuneration (STIP) and the long-term variable remuneration (LTIP).

3.2.1 Short-term variable remuneration: Short Term Incentive Plan (STIP)

As a short-term variable remuneration component (STIP), the Executive Board members are granted a performance-related bonus for a fiscal year. The amount of the bonus to be paid depends on the Nemetschek Group achieving certain sales and earnings targets in the fiscal year and on certain individual performances by the members of the Executive Board in their divisions. An individual target amount is fixed for each Executive Board member at 100% target achievement.

For Executive Board members, several criteria play a role in measuring the degree of target achievement for the short-term variable remuneration: The annual revenue, adjusted EBITDA/EBITA/EBT of the Executive Board member's division as well as the special objectives individually defined for each Executive Board member within his area of responsibility. These special objectives can be formulated as financial goals or non-financial goals (e.g. the implementation of certain strategic initiatives or plans). An increase in the value of the company, measured in terms of EPS (earnings per share), is relevant only for the Spokesperson of the Executive Board.

In this way, the Supervisory Board provides targeted incentives for profitable growth in the individual segments, rewards individual non-financial performance of Executive Board members, particularly in the area of sustainability, and creates value for shareholders.

The specific targets and relevant earnings figures (adjusted EBITDA, EBITA or EBT) are fixed before the beginning of the financial year, if possible by mutual agreement between the Supervisory Board and the Executive Board. They are not bound by targets agreed or set for previous periods. If a mutual agreement has not been reached by 28 February of the financial year, the Supervisory Board shall determine the specific targets at its reasonable discretion. The target achievement criteria are intended to reward the performance of the Executive Board in the fiscal year in line with the Company's short-term development. They cannot be amended subsequently.

If the target achievement is measured in terms of key financial figures, certain thresholds are set in EUR million. If revenue and the actual adjusted EBITDA, EBITA or EBIT based on the consolidated financial statements exceed the thresholds in each case, members of the Executive Board are entitled to a fixed amount (referred to as bonus) for each EUR million achieved that exceeds the threshold. If a non-financial special objective is relevant for the target achievement, a fixed bonus is also granted if the objective is met. If neither a threshold value nor a non financial special objective is met, no bonus is paid.

After the end of the fiscal year, the Supervisory Board determines the actual degree of target achievement and the amount of the bonuses to be paid out depending on the Executive Board members' target achievement.

For this purpose, the bonuses achieved by the Executive Board members are added up, taking into account the target and the actual annual results. The total amount can range from 0% to 150% of the respective individual target amount. The amount of the bonuses is limited to 150% of the target amount (cap). The Supervisory Board can decide to deviate from this provision to take sufficient account of extraordinary developments. Deviations in individual cases do not establish a legal claim of members of the Executive Board.

Bonuses are granted pro rata temporis if the employment relationship did not exist for the entire year. Bonuses are also reduced pro rata temporis for the duration of a leave of absence or suspension of employment.

Bonuses are paid in the following year.

If an Executive Board member is newly employed, the Supervisory Board may, at its reasonable discretion, guarantee a certain percentage of the individual target amount of the short-term variable remuneration and pay it out to the Executive Board member in monthly installments with the fixed salary.

3.2.2 Long-term variable remuneration: Long Term Incentive Plan (LTIP)

The long-term variable remuneration program (LTIP) is designed to reward the Executive Board members' focus on long-term and sustainable corporate development. The calculation basis for the long-term variable remuneration is the sustainable increase in the value of the Company, measured primarily in terms of the growth trend in the adjusted EBITDA/EBITA/EBT of the Nemetschek Group generated annually according to the consolidated financial statements.

The LTIP has a duration of three fiscal years in each case (LTIP period) following the so-called reference year of the LTIP. The LTIP period generally begins on 1 January of the year following the reference year and ends on 31 December of the third year following the reference year. If targets are achieved, in each case the Executive Board member is paid the long-term variable remuneration achieved in cash in the fourth year following the reference year (year of payment).

The Supervisory Board may nominate Executive Board members at its reasonable discretion to participate in the LTIP annually. This requires a separate resolution of the Supervisory Board.

The amount of the long-term variable remuneration is calculated as the difference between the adjusted EBITDA/EBITA/EBT of the Nemetschek Group according to the annual financial statements of the last year of the LTIP period and the adjusted EBITDA/EBITA/EBT of the Nemetschek Group according to the annual financial statements of the reference year, multiplied by a fixed and a dynamic reference factor (the reference factors are usually between 1% and 2%). The outcome of this calculation results in the so-called LTIP pool, which consists of a fixed and a dynamic part, corresponding to the respective reference factor. Each Executive Board member receives a fixed percentage share of the fixed pool share and a dynamic share from this pool. In the case of ordinary Executive Board members, the dynamic share depends on the percentage of Group sales accounted for by their division. In the case of the Spokesperson of the Executive Board, the dynamic portion depends on the development of EPS (earnings per share) and thus represents the increase in value of the Company as a whole. Yet again, both the growth of the individual divisions and the increase in profitability of the Group as a whole are being incentivized here.

A calculation model based on the business plans is created with the nomination resolution of the Supervisory Board, which reflects the target amount for the respective LTIP period. The Supervisory Board also decides at its reasonable discretion which financial figure is relevant for the target amount of the respective LTIP period (adjusted EBITDA, EBITA or EBT). There can be no subsequent deviation from the defined target values.

The amount of the long-term variable remuneration of each LTIP period is limited to 120% of the target amount (cap).

In the year of payment, the Supervisory Board determines the specific degree of target achievement and specifies the amount of the long-term variable remuneration to be paid. The long-term variable remuneration is then paid out to the Executive Board member within 14 days.

All claims arising from a current LTIP period will expire without any substitution or compensation being payable if the employment contract is terminated extraordinarily by Nemetschek SE before the payment date for good cause for which the Executive Board member is responsible, the appointment of the Executive Board member is revoked on account of a gross breach of duty or the Executive Board member resigns without good cause and without the agreement of Nemetschek SE.

If the term of office of an Executive Board member starts during a fiscal year, the target amount for this fiscal year will be reduced pro rata temporis to the date his term of office starts. If the term of office of an Executive Board member ends during a fiscal year, the target amount will be reduced at the reasonable discretion of the Supervisory Board taking account of the performance of the Executive Board member in question. This also applies to periods in which the Executive Board member is not entitled to remuneration despite still being employed (because his employment has been suspended or he is unable to work but is not entitled to continued remuneration, for example). The date on which the bonus is due and the parameters for calculating the LTIP will not be affected by the Executive Board member joining the board or leaving it during the year.

If an Executive Board member is newly employed, the Supervisory Board may, at its reasonable discretion, guarantee a certain percentage of the individual target amount of the long-term variable remuneration and pay it out to the Executive Board member in monthly installments with the fixed salary.

4. Other remuneration-related stipulations

4.1 Clawback provisions regarding variable remuneration components

In principle, there are clawback provisions for disbursements from the STIP and LTIP.

The Supervisory Board is entitled to reclaim STIP and LTIP payments from Executive Board members if it later turns out that the payment was made wrongly in whole or in part because targets were actually not achieved or not achieved to the extent assumed when determining the payment amount on the basis of false information.

In addition, the Supervisory Board is entitled to reclaim STIP and LTIP payments from Executive Board members if the Executive Board member gives good cause for his dismissal within the meaning of sec. 84 para. 3 AktG in the respective assessment period or if the General Meeting refuses to approve the actions of the Executive Board member. Recovery is also possible in the event of a serious breach of an Executive Board member's legal obligations or of internal Company guidelines of conduct in the respective assessment period.

4.2 Remuneration for internal and external mandates

To the extent that Executive Board members hold Supervisory Board mandates or comparable functions within the Group, the remuneration for such mandates is included in the remuneration structure in accordance with this remuneration system.

External Supervisory Board mandates or comparable positions can be accepted only after prior consent by the Supervisory Board. When accepting external Supervisory Board mandates or comparable positions, the Supervisory Board also decides whether and to what extent the remuneration is to be credited.

5. Terms of contract and benefits upon termination of Executive Board activities

When appointing Executive Board members and for the duration of their contracts, the Supervisory Board observes the requirements of sec. 84 AktG and the recommendations of the DCGK.

The service contracts of Executive Board members apply for the duration of the current appointment and have the following terms at the date the Supervisory Board passes the resolution on the remuneration system:

Dr. Axel Kaufmann:	until 31 December 2024
Jon Elliott:	until 31 December 2021
Viktor Várkonyi:	until 31 December 2021

5.1 Cancellation and termination of the employment contracts of the Executive Board

The employment contract is generally concluded for the term of the appointment to the Executive Board. According to sec. 84 para. 1 sentence 1 AktG, an appointment is permissible for a maximum of five years. In the event of reappointment or extension of the term of office of an Executive Board member, the term of the employment contract shall be extended for the duration of the reappointment or extension.

The employment contract shall be automatically terminated upon termination of the Executive Board office. The revocation of the appointment of the Executive Board is subject to the following special provisions: if the revocation of the appointment is based on a good cause within the meaning of sec. 84 para. 3 AktG, which is not at the same time a good cause within the meaning of sec. 626 German Civil Code (Bürgerliches Gesetzbuch, BGB) for the termination of the employment contract without notice, the employment contract ends with a notice period of twelve months to the end of the month or – if this date falls earlier – with the end of the regular term of the employment contract.

In addition, the employment contract ends, without the need for termination, at the time an unlimited disability pension is granted, but at the latest at the end of the month in which the Executive Board member is first entitled to the statutory regular retirement pension.

In all other respects the statutory provisions shall apply.

5.2 Severance payments

In the event of premature termination of an Executive Board member's contract, severance payments to be agreed upon should not exceed the value of the annual remuneration (severance payment cap) or the value of the remuneration for the remaining term of the employment contract.

The severance payment cap is calculated on the basis of the sum of the fixed salary and the amount of the STIP paid on 100% achievement of targets.

5.3 Post-contractual non-competition clauses

Members of the Executive Board shall be subject to a post-contractual non-competition clause for a period of twelve months after termination of his employment. For the duration of the non-competition clause, the Company undertakes to pay a monthly compensation in the amount of 50% of the last contractual benefits received by the Executive Board member. In the event of a post-contractual non-competition clause, the severance payment is to be credited against the compensation.

The Company may withdraw from the post-contractual non-competition clause with a notice period of six months.

6. Temporary deviation from the agreed remuneration system

In exceptional cases, temporary deviations from individual components of the agreed remuneration system may be made if this is necessary in the interest of the long-term well-being of the Company. Deviations from the remuneration system must be resolved by the Supervisory Board. In this way, deviations may be made from the performance and target achievement criteria of the STIP and LTIP.

Annex on Agenda Item 7 –

Remuneration system for members of the supervisory board

1. Contribution of the remuneration to promoting the business strategy and for the long-term development of Nemetschek SE

With regard to its structure as well level, the supervisory board remuneration accounts for the requirements of the office of supervisory board member of Nemetschek SE, in particular, the demands in terms of the time involved and in terms of the responsibilities involved. The remuneration is structured in keeping with market conventions and its level is – also compared to the remuneration of the members of supervisory boards of comparable listed companies in Germany – is appropriately commensurate to the responsibilities of the members of the supervisory board and to the position of Nemetschek SE. The remuneration makes it possible to gain suitable and qualified candidates for the office of supervisory board member. As a result, the remuneration of the supervisory board contributes to enabling the supervisory board as a whole to perform its duties of duly and competently monitoring and advising the executive board. The restriction to a fixed remuneration is in keeping with the responsibilities of the supervisory board. In the performance of their monitoring and advisory tasks, the restriction serves as an incentive for supervisory board members to appropriately question the company management of the executive board without primarily concentrating on the development of key operating figures for orientation. Together with the executive board, the supervisory board thus supports the business strategy as well as the long-term development of Nemetschek SE. Moreover, the restriction to a fixed remuneration corresponds to Recommendation G.18 Sentence 1 of the German Corporate Governance Code.

2. Remuneration components

The remuneration of members of the supervisory board comprises a fixed remuneration.

The fixed annual remuneration of the members of the supervisory board is in the amount of EUR 200,000. The chairman of the supervisory board receives a fixed remuneration in the amount of EUR 250,000, the deputy chairman receives a fixed remuneration in the amount of EUR 225,000. Thus, the remuneration of the members of the supervisory board also appropriately reflects Recommendation G.17 of the German Corporate Governance Code, according to which the larger time commitment of the chairman and deputy chairman of the supervisory board are to be appropriately accounted for. Members of the supervisory board who have not been on the supervisory board for a full year receive remuneration proportional to the time they have been on the supervisory board.

In addition, the members of the supervisory board receive reimbursement for all expenses. Moreover, the members of the supervisory board are included in a directors' and officers' pecuniary damage liability insurance, which is in the interest of the company and taken out by Nemetschek SE for institutions and certain employees of the Nemetschek Group ("D&O insurance"). Finally, the members of the supervisory board receive the value-added tax on their earnings.

3. Procedure for determining and implementing as well as evaluating the remuneration system

The annual general meeting determines the supervisory board remuneration at the suggestion of the executive board and supervisory board in the articles of association or by means of adopting a resolution. The current supervisory board remuneration is regulated in § 15 of the articles of association of Nemetschek SE.

The annual general meeting resolves on the remuneration of the supervisory board at least every four years. For this, a resolution is also permissible which confirms the existing remuneration. In preparation for the resolution of the annual general meeting, the executive board and supervisory board respectively check whether the supervisory board remuneration continues to be in the interest of Nemetschek SE and is appropriate, especially in view of its level and structure. If required, the executive board and supervisory board propose a suitable adjustment of the remuneration to the annual general meeting.

Report of the executive board on Agenda Item 8

1. Reasons for the creation of authorized capital

Nemetschek SE does not have authorized capital at its disposal at present. The company is to have the possibility to make use of financing options for the realization of business opportunities in the best interest of the company and to strengthen the equity basis. The executive board and supervisory board consider it wise to enable the company to increase share capital, also in the short term, subject to the exclusion of the right of subscription. Consequently, authorized capital with the option of excluding the right of subscription is to be resolved.

Under Agenda Item 8, the executive board and supervisory board propose to the annual general meeting that, with the consent of the supervisory board, the executive board be authorized to increase the company's share capital by up to EUR 11,550,000 by issuing up to 11,550,000 new no-par bearer shares (Authorized Capital 2021). The executive board is to be authorized to issue shares on the basis of Authorized Capital 2021 up to (and including) May 11, 2026. Authorized Capital 2021 is to be available for cash increases as well as capital increases by way of contributions in kind.

With the proposed Authorized Capital 2021, the executive board of Nemetschek SE is to be put in a position that allows it to adjust the equity base of Nemetschek SE within the specified limits at any time to suit business requirements and act in the company's best interests quickly and flexibly. For this, in future, the company is to always have the necessary capital procurement instruments at its disposal – independent of actual utilization plans. Since decisions in connection with covering capital requirements generally need to be made in the short term, it is important that the company not be dependent on the dates of the regular annual general meetings and also that it is not necessary for the company to call any extraordinary general meetings. With the instrument of authorized capital, the legislator has addressed the need for short-term capital procurement. Common reasons for the utilization of authorized capital are to strengthen the equity basis and to finance acquisitions of equity interests.

2. Authorization to exclude the right of subscription

In the case of the utilization of Authorized Capital 2021, the shareholders generally have a right of subscription. In accordance with § 186 Para. 5 of the German Stock Corporation Act (AktG), the new shares may also be acquired from a credit institution or more than one credit institution along with the duty to offer them to the shareholders for subscription (so-called indirect right of subscription). The proposed authorization provides for allowing the executive board – in compliance with the applicable provisions – to exclude the shareholders' right of subscription in whole or in part, with the consent of the supervisory board, in the cases described below.

The total of the shares which are issued as a result of Authorized Capital 2021, subject to the exclusion of the shareholders' right of subscription, is not permitted to exceed a proportional amount of 10% of the share capital, neither at the time of the authorization taking effect nor at the time of the authorization being exercised, with consideration of other shares of the company which are sold and/or issued during the term of Authorized Capital 2021, subject to the exclusion of the right of subscription, and/or which are to be issued after May 12, 2021, subject to exclusion of the right of subscription, as a result of issued bonds. As a result of this limitation of the total scope of an issue of shares without the right of subscription to 10% of the share capital, the shareholders are protected especially against dilution of their shareholdings.

2.1 Exclusion of right of subscription in case of fractional amounts

With the consent of the supervisory board, the executive board is to be authorized to exclude the right of subscription of shareholders for fractional amounts. Such exclusion of the right of subscription is to allow for a practicable subscription ratio and thus facilitate the technical implementation of a capital increase. The value of the fractional amounts is generally low, whereas the time and effort required to issue shares without excluding the right of subscription for fractional amounts are usually considerably higher. The new shares that are excluded from the shareholders' right of subscription as so-called "non-allocable fractional amounts" will be used in the best possible way for the company. The exclusion of the right of subscription in these cases therefore serves to make implementing an issue easier and more practicable.

2.2 Exclusion of the right of subscription for servicing warrant bonds and convertible bonds

Further, in the case of capital increases arising from authorized capital, the executive board is to be authorized to exclude the shareholders' right of subscription, with the consent of the supervisory board, to the extent that this is necessary in order to grant the holders and/or creditors of conversion or option rights and/or the holders and/or creditors of financing instruments carrying conversion or option obligations, which were or are issued by the company or by a domestic or foreign company in which the company holds, directly or indirectly, the majority of the votes and of the capital, a right of subscription to the same extent to which they would be entitled after exercising the conversion or option rights and/or after performing a conversion or option obligation.

The background for this is as follows: The economic value of the aforementioned conversion or option rights and/or the bonds carrying conversion or option obligations depends not only on the conversion or option price but also on the value of the shares of the company to which the conversion or option rights and/or conversion or option obligations relate. In order to ensure a successful placement of the bonds in question and/or to avoid a corresponding markdown of the price during placement, it is therefore common practice to include so-called dilution protection provisions in the bond terms and conditions which will protect the holders of rights against a loss in value of their conversion or option rights as a result of a dilution of the value of the shares to be subscribed; the inclusion of such dilution protection provisions in the bond terms and conditions is therefore also provided for in the authorization to issue convertible and/or warrant bonds as proposed under Agenda Item 9. In the absence of dilution protection, the subsequent issue of shares with the granting of the right of subscription would typically lead to such dilution of the value. The aforementioned dilution protection provisions in the bond terms and conditions regularly provide for a reduction of the conversion and/or option price in such a case, with the result that in the event of a subsequent conversion or exercise of the option and/or the subsequent performance of a conversion or option obligation, the funds accruing to the company are reduced and/or the number of shares to be issued by the company is increased.

As an alternative by means of which it is possible to avoid reducing the conversion and/or option price, the dilution protection provisions usually permit the holders of rights arising from bonds with conversion or option rights and/or conversion or option obligations to be granted a right of subscription for new shares to the extent to which they would be entitled after exercising their own conversion or option rights and/or after performing their conversion or option obligations. They are thus placed in the position they would be in if they had already become shareholders prior to the offer to subscribe by exercising their conversion or option rights or by performing any conversion or option obligations, and would already be entitled to subscribe to that extent; thus, they are compensated – like all shareholders already holding shares – for the dilution of the value by the value of the right of subscription. For the company, this second alternative for ensuring protection against dilution has the benefit that the conversion and/or option price does not have to be reduced; therefore, this alternative serves to ensure the largest possible inflow of funds in the event of a subsequent conversion or exercise of the option and/or the subsequent performance of any conversion or option obligation, and/or reduces the number of shares to be issued in this case. This also benefits the participating shareholders so that at the same time this is compensation for the restriction of the right of subscription. Their right of subscription as such continues to exist and is merely reduced pro rata to the extent to which, in addition to the participating shareholders, the holders of conversion or option rights and/or bonds carrying conversion or option obligations are also granted a right of subscription. In the case of an issue of rights of subscription, this authorization will enable the company to choose one of the two above alternatives for ensuring protection against dilution after weighing the shareholders' interests and those of the company.

2.3 Exclusion of the right of subscription in case of capital increases in return for cash

In the case of capital increases in return for cash, the executive board is to be able to exclude the right of subscription, with the consent of the supervisory board, in accordance with § 203 Para. 1 Sentence 1, Para. 2, § 186 Para. 3 Sentence 4 of the German Stock Corporation Act (AktG) if the amount of the issue price of the new shares is not substantially lower than the stock exchange price of the shares which are already listed.

It may be expedient to make use of this statutory possibility of excluding the right of subscription in order to quickly and flexibly take advantage of favorable market situations and cover any existing capital requirements, if necessary, even at very short notice. The two-week subscription period required for granting a right of subscription to shareholders (§ 186 Para. 1 Sentence 2 of the German Stock Corporation Act (AktG)) does not allow for a comparatively short-term response to current market situations. Moreover, due to the volatility of the share markets, terms and conditions which are similar to market conditions can normally only be achieved if the company is not bound to them for a longer period of time. In the case of the granting of a right of subscription, § 186 Para. 2 of the German Stock Corporation Act (AktG) stipulates that the final subscription price must be announced no later than three days before expiration of the subscription period. This means that granting a right of subscription involves greater market risk – in particular, the risk of price changes over several days – than is the case with an allocation without a right of subscription. In the case of the granting of a right of subscription, in order to achieve a successful placement, it is therefore necessary to regularly provide for corresponding safety discounts on the current stock market price; this will normally result in less favorable conditions for the company than in the case of increasing capital with the exclusion of the right of subscription. The exclusion of the right of subscription allows for a placement close to the stock exchange price. Also, in the case of granting a right of subscription, a full placement is not definitely ensured due to the uncertainty regarding the exercise of the rights of subscription by those entitled to do so, and a subsequent placement with third parties is normally associated with additional expenses. Given utilization of authorized capital, market-appropriate price development is ensured in the case of carrying out a book building procedure. Thus, no significant dilution of the value

of the shares occurs as a result of the exclusion of the right of subscription in the case of issuing close to the stock exchange price.

The proportion of the share capital which is attributable to the shares issued subject to such exclusion of the right of subscription must not exceed, in total, 10% of the share capital neither at the point in time that this authorization takes effect nor at the point in time that this authorization is exercised. Within this framework, the legislator deems it reasonable for the shareholders to maintain the percentage of their shareholding by means of purchases on the market. This restriction to 10% of the share capital is to include the proportional amount of the share capital that is attributable to shares that are issued, subject to the exclusion of a right of subscription, or sold during the term of Authorized Capital 2021, based on an authorization to issue new shares or sell own shares by direct or corresponding application of § 186 Para. 3 Sentence 4 of the German Stock Corporation Act (AktG). The proportional amount of the share capital that is attributable to shares which may or must be issued in order to service bonds carrying a conversion or option right is to also count towards this 10% limit if the bonds are issued during the term of Authorized Capital 2021 subject to the exclusion of the shareholders' right of subscription by analogous application of § 186 Para. 3 Sentence 4 of the German Stock Corporation Act (AktG). Such taking into account serves to protect the shareholders to keep the dilution of their shareholding as low as possible.

This model for taking specific portions of the share capital into account allows for the shareholders' participation rate to be diluted by no more than 10% even if capital measures are combined with the issue of bonds and/or the sale of own shares. Aside from this, the shareholders will generally be able to maintain their participation rate by acquiring the necessary shares on the stock exchange at approximately the same terms and conditions because the issue price of the new shares is close to the stock exchange price and because the volume of the capital increase subject to exclusion of the right of subscription is limited. It is therefore ensured that the financial and participation-related interests remain adequately protected, in line with the legal rationale of § 186 Para. 3 Sentence 4 of the German Stock Corporation Act (AktG), in case of the utilization of Authorized Capital 2021 subject to the exclusion of the right of subscription, while the company is given a further scope of action in the interest of all shareholders.

2.4 Exclusion of the right of subscription in case of capital increases by way of contributions in kind

The executive board is to be authorized to exclude the shareholders' right of subscription, with the consent of the supervisory board, in the case of capital increases by way of contributions in kind, in particular for the purpose of (also indirectly) acquiring enterprises, parts of 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.

As a result of this, Nemetschek SE is to be afforded the possibility of offering shares of the company quickly and flexibly as the acquisition currency in suitable individual cases in order to satisfy claims arising from the preparation, implementation, closing or settlement of contractual or statutory acquisition processes as well as company mergers without using the stock market. Nemetschek SE competes at a global level. It must be in a position at all times to be able to act quickly and flexibly on international and regional markets in the interest of its shareholders. This also encompasses acquiring companies, business operations, parts of enterprises, interests in enterprises or other assets or claims to the acquisition of assets, including claims against the company or its Group companies, at short notice in order to improve its competitive position. In return, it may be expedient or even necessary to grant shares in order to preserve liquidity or to meet the sellers' expectations. The awarding

of shares instead of money may also be reasonable from the perspective of an optimum financing structure. This will not be disadvantageous to the company since the issue of shares in return for a contribution in kind requires that the value of this contribution in kind be in due proportion to the value of the shares. When determining the valuation ratio, the executive board will ensure that the interests of the company and of its shareholders are appropriately protected and that an adequate issue price for the new shares is achieved. Moreover, the company's listing on the stock exchange generally offers all shareholders the opportunity to increase their participation rate by acquiring additional shares.

2.5 Exclusion of the right of subscription in case of a scrip dividend

Further, the executive board is also to be authorized, with the consent of the supervisory board, to distribute a dividend in kind, in the context of which shares of the company (also in part and/or subject to election) are issued in return for a contribution of dividend claims of the shareholders (scrip dividend). In the case of the dividend in kind, all shareholders are offered the option of ceding their entitlement to the dividend payment that arises with the resolution on the appropriation of profits by the annual general meeting in order to subscribe for shares in return. In this context, the executive board is to be authorized to exclude the shareholders' right of subscription in whole or in part in order to be able to implement a dividend in kind at optimal terms and conditions.

A dividend in kind subject to the utilization of new shares arising from Authorized Capital 2021 can take the form of an offer made to all shareholders subject to protection of their right of subscription and in compliance with the principle of equal treatment (§ 53a of the German Stock Corporation Act (AktG)). For this, the shareholders are only offered the option of subscribing for whole shares in each case; as regards that part in the claim to a dividend that does not reach the subscription price for a whole share (and/or exceeds same), the shareholders are referred to the purchase of the cash dividend and cannot receive shares to that extent; no offer of partial rights is envisaged, nor the setup of trading in rights of subscription or fractions thereof. Since the shareholders receive a pro-rated cash dividend instead of the subscription for new shares arising from Authorized Capital 2021, this appears to be justified and appropriate.

In individual cases, depending on the capital market situation, it may be preferable to structure the implementation of a dividend in kind in such a way that while the executive board offers all shareholders that are entitled to the dividend in compliance with the general principle of equal treatment (§ 53a of the German Stock Corporation Act (AktG)) the option of subscribing for new shares arising from Authorized Capital 2021 in return for ceding their claim to a dividend, the shareholders' right of subscription is nevertheless formally excluded in total. Implementing such a dividend in kind while formally excluding the right of subscription provides for more flexible terms and conditions for the dividend in kind.

3. Restriction of the exclusion of the right of subscription to 10%

The authorizations for excluding the right of subscription in the case of capital increases in return for cash contributions and/or contributions in kind described in the above sections are in total limited to an amount which does not exceed 10% of share capital, neither at the time of Authorized Capital 2021 taking effect nor at the time of this authorization being utilized. Further, attributable to the aforementioned 10% limit are own shares which are sold during the term of Authorized Capital 2021 subject to exclusion of the right of subscription, as well as those shares which were or are to be issued for servicing financing instruments, provided that the financing instruments for their part were issued during the term of Authorized Capital 2021 subject to the exclusion of the shareholders' right of subscription. In addition, attributable to the aforementioned maximum limit of 10% of share capital are those shares which were issued during the term of Authorized Capital 2021 on the basis of

other capital measures subject to the exclusion of the shareholders' 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, but up to a maximum of 10% of share capital as per the provisions of Sentence 1 of this section. As a result of this capital limit, the shareholders are additionally protected against a dilution of their shareholding.

4. Utilization of the authorization

Currently there are no plans to make use of Authorized Capital 2021. The provisional resolutions with the possibility to exclude shareholders' rights of subscription proposed here are common, nationally and internationally. For all cases of exclusion of the right of subscription proposed here, the consent of the supervisory board is required. The executive board will additionally in each case carefully examine whether the utilization of Authorized Capital 2021 is in the best interest of the company; for this, it will also examine in particular whether exclusion of the shareholders' right of subscription is objectively justified. The executive board will report to the next annual general meeting respectively about every utilization of the authorization.

Report of the executive board on Agenda Item 9

1. Reasons for the proposed authorization to issue bonds and create contingent capital

Appropriate capital resources and financing are major bases for the further development of Nemetschek SE, for growth and for a successful presence on the market. By issuing convertible and/or warrant bonds, depending on the market situation and its financing requirements, the company can make use of attractive financing options with comparatively low interest rates, e.g. in order to provide the company with affordable access to debt capital. Moreover, by issuing convertible and/or warrant bonds, as well as by also using other instruments as required such as a capital increase, it is possible to access new circles of investors. Further, the company benefits from the conversion and option premiums resulting from the issue. At present, there are no authorizations to issue convertible and/or warrant bonds or other contingent capital. The executive board and supervisory board consider it wise to enable the company to flexibly issue convertible and/or warrant bonds subject to exclusion of the right of subscription and thus exclude the shareholders' right of subscription.

The authorization to issue bonds proposed under Agenda Item 9 and likewise proposed Contingent Capital 2021 enable the executive board, with the consent of the supervisory board, to issue bearer or name convertible and/or warrant bonds with a conversion or option right and/or conversion or option obligation (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 (hereinafter referred to collectively as **"bonds"**) and to grant creditors of bonds conversion and/or option rights and/or subject creditors of bonds to conversion and/or option obligations 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"**). In addition, the authorization proposed under Agenda Item 9 makes it possible for the executive board to make the bonds subject to a variable interest rate, 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 option provided for in the authorization in the case of bonds to also provide for a conversion or option obligation at the end of the term or at other points in time extends the scope for structuring such financing instruments.

The bonds can also be issued by domestic or foreign companies in which the company holds, directly or indirectly, the majority of the votes and of the capital; in this case, the executive board is authorized 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 11, 2026.

The proposed Contingent Capital 2021 serves to make it possible to issue shares to creditors of bonds, which are issued pursuant to the authorization to be newly created under Agenda Item 9. The nominal amount of Contingent Capital 2021 corresponds to 10% of the current share capital of the company. The issue of the new shares from Contingent Capital 2021 is carried out at the conversion or option price to be respectively defined in accordance with the authorization. In the authorization, in accordance with § 193 Para. 2 No. 3 of the German Stock Corporation Act (AktG), only the bases for definition of the pertinent minimum issue price are specified so that the company retains the necessary flexibility for defining the conditions. The contingent capital increase is to be carried only to the extent that conversion or option rights arising from issued bonds are exercised or conversion or option obligations arising from such bonds are performed and to the extent that the conversion or option rights and/or conversion or option obligations are not serviced by means of own shares, by means of shares from authorized capital or by means of other considerations.

2. Authorization to exclude the right of subscription

Shareholders are generally entitled to a right of subscription in the case of the issue of bonds with a conversion or option right (§ 221 Para. 4 of the German Stock Corporation Act (AktG) in conjunction with § 186 Para. 1 of the German Stock Corporation Act (AktG)). If the bonds are issued by a domestic or foreign company in which Nemetschek SE holds, directly or indirectly, the majority of the votes and of the capital, Nemetschek SE must ensure that the shareholders are granted the legally applicable right of subscription. In order to facilitate the procedure, in accordance with § 186 Para. 5 of the German Stock Corporation Act (AktG), the bonds may also be acquired from a credit institution or more than one credit institution along with the duty to offer them to the shareholders for subscription (so-called indirect right of subscription).

For this, with the consent of the supervisory board, the executive board is to be enabled to define the right of subscription in part as a direct right of subscription and otherwise as an indirect right of subscription. Thus, for cost reasons in the interest of the company, it may be especially expedient to directly offer these bonds for subscription to a major shareholder with a right of subscription, who has agreed to the purchase of a fixed number of (partial) bonds in advance, in order to avoid to the extent possible any charges incurred to the company from the issuing bank in the case of an indirect right of subscription. For the shareholders that are offered

the bonds by way of the indirect right of subscription, this does not constitute any restriction of their right of subscription in terms of content.

In compliance with the applicable provisions, in the cases individually specified in the authorization, the executive board is to be authorized – with the consent of the supervisory board – to exclude the shareholders' right of subscription.

2.1 Exclusion of right of subscription in case of fractional amounts

With the consent of the supervisory board, the executive board is initially to be authorized to exclude the right of subscription of shareholders for fractional amounts. Such an exclusion of the right of subscription is to enable a practicable subscription ratio and thus make it easier to technically carry out the issue of bonds. The value of the fractional amounts is generally low, whereas the time and effort required for the issue of bonds without exclusion of the right of subscription for fractional amounts are usually considerably higher. The bonds that are excluded from the right of subscription due to fractional amounts will be used in the best possible way for the company. The exclusion of the right of subscription in these cases therefore serves to make implementing an issue easier and more practicable.

2.2 Exclusion of the right of subscription in case of warrant bonds and convertible bonds

Further, for the issue of bonds, the executive board is to be authorized, with the consent of the supervisory board, to exclude the shareholders' right of subscription to the extent that this is necessary in order to grant a right of subscription to holders and/or creditors of conversion or option rights or creditors of bonds carrying conversion or option obligations that were or are yet to be issued by the company or by a company in which a majority of the shares are held in the scope to which they, as shareholders, would be entitled after exercise of the conversion or option rights and/or performance of the conversion or option obligations.

The background for this is as follows: The economic value of the aforementioned conversion or option rights and/or the bonds carrying conversion or option obligations depends not only on the conversion or option price but also on the value of the shares of the company to which the conversion or option rights and/or conversion or option obligations relate. In order to ensure a successful placement of the bonds in question and/or to avoid a corresponding markdown of the price during placement, it is therefore common practice to include so-called dilution protection provisions in the bond terms and conditions, which will protect the entitled parties against a loss in value of their conversion or option rights as a result of a dilution of the value of the shares to be subscribed; the inclusion of such dilution protection provisions in the bond terms and conditions is therefore also provided for in the authorization to issue bonds as proposed under Agenda Item 9. In the absence of dilution protection, a subsequent issue of further bonds with the granting of the right of subscription would typically lead to such dilution of the value. In order to structure the right of subscription in a way that is attractive to the shareholders and to ensure the purchase, the convertible or warrant bonds in question are usually issued at more favorable conditions than would correspond to their market value when the right of subscription is granted. This leads to a corresponding dilution of the value. The aforementioned dilution protection provisions in the bond terms and conditions regularly provide for a reduction of the conversion and/or option price in such a case, with the result that in the event of a subsequent conversion or exercise of the option and/or the subsequent performance of a conversion or option obligation, the funds accruing to the company are reduced and/or the number of shares to be issued by the company is increased.

As an alternative by means of which it is possible to avoid reducing the conversion and/or option price, the dilution protection provisions usually permit the holders of rights arising from bonds to be granted a right of subscription for the convertible and/or warrant bonds subsequently issued to the extent to which they would be entitled after exercising their own conversion or option rights and/or after performing their conversion or option obligations. They are thus placed in the position they would be in if they had already become shareholders prior to the offer to subscribe by exercising their conversion or option rights or by performing any conversion or option obligations, and would already be entitled to subscribe to that extent; thus, they are compensated – like all shareholders already holding shares – for the dilution of the value by the value of the right of subscription. For the company, this second alternative for ensuring protection against dilution has the benefit that the conversion and/or option price does not have to be reduced; therefore, this alternative serves to ensure the largest possible inflow of funds in the event of a subsequent conversion or exercise of the option and/or the subsequent performance of any conversion or option obligation, and/or reduces the number of shares to be issued in this case. This also benefits the participating shareholders so that at the same time this is compensation for the restriction of the right of subscription. Their right of subscription as such continues to exist and is merely reduced pro rata to the extent to which, in addition to the participating shareholders, the holders of conversion or option rights and/or bonds carrying conversion or option obligations are also granted a right of subscription. In the case of an issue of rights of subscription, this authorization gives the company the opportunity to choose one of the two above alternatives for ensuring protection against dilution after weighing the shareholders' interests and those of the company.

2.3 Exclusion of the right of subscription in case of issue of bonds in return for cash

Further, the executive board is to be authorized, with the consent of the supervisory board, to exclude the right of subscription if, for the issue of bonds in return for cash, the issue price of the bonds does not fall significantly below the theoretical market value determined according to recognized principles, especially finance-mathematical principles.

It may be expedient to make use of this statutory possibility of excluding the right of subscription in order to take advantage of favorable market situations in the short term and be able to quickly and flexibly place bonds on the market at attractive conditions. The two-week subscription period required for granting a right of subscription to shareholders (pursuant to § 186 Para. 1 Sentence 2 of the German Stock Corporation Act (AktG)) does not allow for a comparatively short-term response to current market situations. Moreover, due to the volatility of the share markets, conditions which are similar to market conditions can normally only be achieved if the company is not bound to them for a longer period of time. In the case of granting a right of subscription, § 186 Para. 2 of the German Stock Corporation Act (AktG) stipulates that the final subscription price and/or, in the case of bonds with conversion and/or option rights and/or carrying conversion or option obligations, that the final conditions of the bonds be announced no later than three days before expiration of the subscription period. This consequently means a greater market risk – in particular, the risk of price changes over several days – than is the case with an allocation without a right of subscription. When granting a right of subscription, in order to achieve a successful placement, it is therefore necessary to regularly provide for corresponding safety discounts for the definition of the conditions of bonds; this will normally result in less favorable conditions for the company than the placement of bonds with the exclusion of the right of subscription. Also, in the case of granting a right of subscription, a full placement is not definitely ensured due to the uncertainty regarding the exercise of the rights of subscription by those entitled to do so, and a subsequent placement with third parties is normally associated with additional expenses.

In the case of this exclusion of the right of subscription, the interests of the shareholders are ensured by way of the fact that it is not permitted to issue the bonds at a price considerably below their theoretical market value. For this, the theoretical market value is to be calculated according to recognized finance-mathematical principles in particular. In determining the price, the administration will keep the discount on that market value as small as possible, taking into account the respective capital market situation. Thus, the book value of a right of subscription in respect of the bonds will drop to near zero and, consequently, shareholders will not incur any material economic disadvantage as a result of the exclusion of their right of subscription. Inasmuch as the executive board deems it appropriate in the respective situation to obtain informed advice, it obtain the support of experts, e.g. through the syndicate of banks accompanying the issue, an independent investment bank or an authority on the subject, who confirm in suitable form that no significant dilution of the share value is to be expected. Independent of the examination by the executive board, market-appropriate determination of conditions is ensured if a book building procedure is carried out. Thus, no significant dilution of the value of the shares occurs as a result of exclusion of the right of subscription.

This authorization to exclude the subscription right 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. Within this framework, the legislator deems it reasonable for the shareholders to maintain the percentage of their shareholding by means of purchases on the market. This 10% limit is to include shares of the company which are issued or sold by the company during term of this authorization, subject to the exclusion of the shareholders' right of subscription in accordance with or pursuant to § 186 Para. 3 Sentence 4 of the German Stock Corporation Act (AktG). Such taking into account serves to protect the shareholders in order to keep the dilution of their shareholding as low as possible.

2.4 Exclusion of the right of subscription in case of issue of bonds in return for a contribution in kind

Further, the executive board is to be authorized, with the consent of the supervisory board, to exclude the shareholders' right of subscription in the case of the issue of bonds in return for a contribution in kind.

This is to ensure that it is possible to use the bonds as acquisition currency in order to strategically acquire specific intangible assets, enterprises, parts of enterprises or investments in enterprises. The company will consequently be put in a position, especially in combination with other financing instruments or an issue of bonds in return for cash, to flexibly act and respond to the corresponding demands of the sellers. The issue of bonds in return for a contribution in kind is subject to the prerequisite that, at the time the bonds are issued, the value of the contributions in kind at least correspond to the issue amount of the bonds. Therefore, the company is put at no disadvantage as a result of the issue of bonds in return for a contribution in kind. Rather, this option generates additional flexibility and increases the company's competitive chances in the case of acquisitions. In individual cases, the executive board will carefully examine whether it will make use of the issue of bonds in return for a contribution in kind. It will use only use this option if this is in the clear interest of the company and thus of its shareholders.

3. Restriction of the exclusion of the right of subscription to 10%

The authorizations for excluding the right of subscription described in the above paragraphs 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 Para. 2 of the German Stock Corporation Act (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. As a result of this capital limit, the shareholders are additionally protected against a dilution of their shareholding.

4. Utilization of the authorization

At present there are no actual plans for a utilization of the authorization to issue bonds as proposed under Agenda Item 9. The provisional resolutions with the possibility to exclude shareholders' rights of subscription proposed here are common, nationally and internationally. For all cases of exclusion of the right of subscription proposed here, the consent of the supervisory board is required. The executive board will additionally in each case carefully examine whether the utilization of the proposed authorization to issue bonds is in the best interest of the company; for this, it will also examine in particular whether exclusion of the shareholders' right of subscription is objectively justified. The executive board will report to the next annual general meeting respectively about every utilization of the authorization.

Further information and instructions

I. Total number of shares and voting rights

At the time 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 shares, each of which entitles to one vote. The company holds no treasury shares at the time the annual general meeting is called.

II. Prerequisites for exercising the voting right and further rights and opportunities in connection with the virtual annual general meeting

With the consent of the supervisory board, the executive board resolved to conduct the annual general meeting as per § 1 Para. 2 of the German "COVID-19 Measures Act (COVID-19-Maßnahmengesetz) as a virtual annual general meeting without the shareholders or their proxies being in physical attendance.

1. Registration for the virtual annual general meeting and proof of authorization

For the exercise of shareholders' rights and opportunities in connection with the virtual annual general meeting, in particular that of the voting right, as per § 17 Para. 1 of the articles of association, only those shareholders are authorized who register for the annual general meeting in good time and who have submitted proof of their shareholdings. For this, proof of share ownership in written form prepared by the custodian institution or proof as per §67c Para. 3 of the German Stock Corporation Act (AktG) (each referred to as

“**proof of authorization**”) is sufficient. This proof of authorization is to refer to the beginning of the twenty-first day (local time at the registered office of the company) before the annual general meeting, i.e. to **April 21, 2021, 00:00 (CEST)** (“proof date”).

In relation to the company, only those who have submitted proof of authorization are deemed shareholders for the exercise of rights and opportunities in connection with the virtual annual general meeting and in particular the voting right. This means that shareholders who do not acquire their shares until after the proof date will not be able to exercise any rights or opportunities in connection with the virtual annual general meeting. 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 – nevertheless, in relation to the company, entitled to exercise shareholders’ rights and opportunities in connection with the virtual annual general meeting, especially their voting right. The proof date is of no relevance for the entitlement to dividends.

The registration and the proof of authorization must be received by the company no later than **May 5, 2021, 24:00 (CEST)**, either in written form

at the address

NEMETSCHKE SE
c/o Commerzbank AG
GS-BM General Meetings
60261 Frankfurt am Main or

to fax number

+49 (0) 69 136 26351 or

to the e-mail address

generalmeetings@commerzbank.com

or by means of transmission via intermediaries subject to the prerequisites of §67c of the German Stock Corporation Act (AktG). Please note that, in the case of transmission via intermediaries, at present there still may be unforeseeable delays since the electronic systems and preparations required for this have not yet been ensured completely by all intermediaries.

Especially as a result of current developments of the corona pandemic, there may be delays in the postal service. We recommend registration and submission of the proof of authorization via fax or e-mail.

After receipt of the registration and the proof of authorization at the company before the deadline, the shareholders and/or their proxies will be sent a “**voting rights access card**” for the virtual annual general meeting. In order to ensure receipt of the voting rights access card in good time, we request that shareholders register and submit the proof of authorization as early as possible. The voting rights access cards contain the access code for the company’s password-protected online portal, which can be reached at the Internet address <https://ir.nemetschek.com/agm> (in the following: “**AGM portal**”). Via the AGM portal, shareholders and their proxies can follow the video and audio transmission of the annual general meeting (see below “Transmission of the annual general meeting on the Internet”) as well as exercise the voting right via absentee ballot (see below “Procedure for casting votes via absentee ballot”) or by using the voting representatives appointed by the company (see below “Procedure for casting votes via voting representatives”). Furthermore,

shareholders and/or their proxies have a right to ask questions via the AGM portal prior to the virtual annual general meeting (see below "Right to ask questions") as well as the option of objecting to resolutions adopted by the virtual annual general meeting (see below "Option of objecting").

2. Instructions for casting votes via absentee ballot

Shareholders can exercise their voting right in connection with the virtual annual general meeting themselves by means of absentee ballot. This requires registration before the deadline and receipt of the proof of authorization at the company before the deadline in one of the forms described above.

For details concerning casting votes via absentee ballot, please refer to the section "Procedure for casting votes via absentee ballot".

3. Instructions for casting votes by means of a proxy

Not only can shareholders exercise their voting right in connection with the virtual annual general meeting themselves by means of absentee ballot, it is also possible to exercise the voting right by means of a proxy, e.g. a credit institute, shareholders' association or other representative, e.g. using so-called voting representatives appointed by the company. Also in the case of a power of attorney, registration before the deadline and receipt of the proof of authorization before the deadline in one of the forms described above are required.

For details on the procedure of granting power of attorney, please refer to the sections "Procedure for casting votes via proxies" and "Procedure for casting votes via voting representatives".

III. Transmission of the virtual annual general meeting on the Internet

Shareholders and/or their proxies who have registered for the annual general meeting before the deadline and who have submitted the proof of authorization to the company before the deadline can follow the video and audio transmission of the entire virtual annual general meeting after entering their access data via the AGM portal.

IV. Procedure for casting votes

After due and proper registration and submission of the proof of authorization, shareholders can exercise their voting right themselves via absentee ballot. They can, however, also exercise their voting right by means of proxies, in particular by using the voting representatives appointed by the company.

1. Procedure for casting votes via absentee ballot

Votes can be cast via absentee ballot either (i) by post, fax or e-mail, (ii) via the AGM portal or (iii) subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG) by means of transmission via intermediaries.

- a) For casting votes via absentee ballot by **post, fax or e-mail**, please use the absentee ballot form submitted with the voting rights access card. Votes cast via absentee ballot by post, fax or e-mail must be received by the company no later than **May 11, 2021, 18:00 (CEST)**

at the address
NEMETSCHEK SE
Investor Relations
Konrad-Zuse-Platz 1
81829 Munich or

to fax number
+49 (0) 89 540 459-444 or

to the e-mail address
hauptversammlung@nemetschek.com

This also applies to the amendment or revocation of votes cast via absentee ballot by post, fax or e-mail.

- b) Votes can be cast via absentee ballot **via the AGM portal** in accordance with the procedures stipulated by the company **until the commencement of counting the votes** at the virtual annual general meeting.
- c) Votes cast via absentee ballot can also be transmitted to the company by means of intermediaries subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG) until **May 11, 2021, 18:00 (CEST)**. The receipt of the votes cast via absentee ballot at the company is decisive. This also applies to the amendment or revocation of votes cast via absentee ballot by means of transmission using intermediaries. Please note that, in the case of transmission via intermediaries, at present there still may be unforeseeable delays since the electronic systems and preparations required for this have not yet been ensured completely by all intermediaries.
- d) Until commencement of counting the votes at the virtual annual general meeting, it is possible to amend or revoke votes already cast via absentee ballot via the company's AGM portal on the Internet using the specified access data. This option is also provided for votes cast via absentee ballot in good time by post, fax, e-mail or, subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG), by means of transmission using intermediaries.
- e) Intermediaries granted power of attorney pursuant to § 135 Para. 1 of the German Stock Corporation Act (AktG) or other persons or institutions treated as equivalent pursuant to § 135 Para. 8 of the German Stock Corporation Act (AktG) (e.g. shareholders' associations) can also cast votes via absentee ballot.
- f) If declarations regarding the casting, amendment or revocation of absentee ballot votes are received via several of the possible transmission channels (i) post, (ii) fax, (iii) e-mail, (iv) AGM portal and (v) subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG), by means of intermediaries, the declaration received last is deemed binding.
- g) Voting via absentee ballot does not exclude the casting of votes via proxies (for this, see below "Procedure for casting votes via proxies"). Casting votes via proxies, including voting representatives appointed by the company, is deemed as revocation of votes previously cast by absentee ballot.
- h) The casting of votes via absentee ballot with reference to Agenda Item 2 of this invitation is also valid in case of adaptation of the proposal on the appropriation of profits as a result of a change in the number of shares which are entitled to a dividend.

- i) Should a separate vote rather than a block vote be carried out in respect of an agenda item, the vote cast via absentee ballot in respect of this agenda item will apply accordingly to each point of the separate vote.

2. Procedure for casting votes via proxies

Shareholders who do not wish to exercise their voting right themselves via absentee ballot, but rather by way of proxies, must grant such due and proper power of attorney prior to voting. The following is to be noted in this regard:

- a) If neither an intermediary pursuant to § 135 Para. 1 of the German Stock Corporation Act (AktG) nor another person or institution treated as equivalent pursuant to § 135 Para. 8 of the German Stock Corporation Act (AktG) (e.g. a shareholders' association) has been granted power of attorney, power of attorney is to be granted to either
 - aa) the company in written form using one of the addresses specified above for voting via absentee ballot by post, fax or e-mail (under IV.1.a.) or subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG) by means of transmission via intermediaries, or
 - bb) 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 of the German Stock Corporation Act (AktG) by means of transmission via intermediaries)

The same applies to revocation of the power of attorney.

Shareholders and their proxies may submit proof of the granting of power of attorney or revocation of the power of attorney in written form to the company to one of the addresses specified above for casting votes via absentee ballot by post, fax or e-mail (under IV.1.a.) or subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG) via intermediaries. The proxy can use the access data of the shareholder he/she represents for the exercise of shareholder' rights and opportunities on the AGM portal.

- b) For the granting of power of attorney to intermediaries pursuant to § 135 Para. 1 of the German Stock Corporation Act (AktG) or other persons or institutions treated as equivalent pursuant to § 135 Para. 8 of the German Stock Corporation Act (AktG) (e.g. shareholders' associations), as well as for the revocation and proof of granting power of attorney, the applicable provisions, especially § 135 of the German Stock Corporation Act (AktG), apply. Please also observe any rules specified by the respective proxy in this regard.
- c) 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 Para. 3 Sentence 2 of the German Stock Corporation Act (AktG).
- d) Please inform your proxy regarding the privacy information provided in Section VII.

3. Procedure for casting votes via voting representatives

Shareholders can also have their voting right exercised by voting representatives appointed by the company. The following is to be noted in this regard:

- a) Voting representatives may only vote on the agenda items for which they have received express instructions on how to exercise the voting right. The voting representatives are obliged to vote according to the instructions given to them.

- b) Please note that the voting representatives (i) cannot accept any requests to speak, to submit objections to annual general meeting resolutions or to ask questions and/or submit motions and that they (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 Para. 3 of the German Stock Corporation Act (AktG) or by shareholders pursuant to Art. 56 of the German SE Regulation (SE-VO), § 50 Para. 2 of the German SE Implementation Act (SEAG), §§ 124 Para. 1, 122 Para. 2 Sentence 2 of the German Stock Corporation Act (AktG) have been published in this invitation or subsequently, or which pursuant to §§ 126, 127 of the German Stock Corporation Act (AktG) have been made available, inasmuch as these motions or election nominations are respectively voted on at the virtual annual general meeting.
- c) Powers of attorney and instructions for voting representatives may be issued, amended or revoked in written form sent to the company using one of the addresses specified above (under IV.1.a) for casting votes via absentee ballot by **post, fax or e-mail** no later than **May 11, 2021, 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.
- d) **Via the AGM portal**, it is possible to grant powers of attorney and issue instructions for the voting representatives in accordance with the procedures stipulated by the company **until the commencement of counting the votes** at the virtual annual general meeting.
- e) It is also possible to grant, amend or revoke powers of attorney and issue, amend or revoke instructions for the voting representatives vis-à-vis the company subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG) no later than **May 11, 2021, 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. Please note that, in the case of transmission via intermediaries, at present there still may be unforeseeable delays since the electronic systems and preparations required for this have not yet been ensured completely by all intermediaries.
- f) Up to the commencement of counting the votes at the virtual annual general meeting, it is possible to amend or revoke any powers of attorney and instructions for voting representatives which have already been submitted via the AGM portal. This option is also provided for powers of attorney and instructions for the voting representatives submitted in good time by post, fax, e-mail or, subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG), by means of transmission using intermediaries.
- g) Intermediaries granted power of attorney pursuant to § 135 Para. 1 of the German Stock Corporation Act (AktG) or other persons or institutions treated as equivalent pursuant to § 135 Para. 8 of the German Stock Corporation Act (AktG) (e.g. shareholders' associations) can also make use of voting representatives appointed by the company.
- h) If declarations regarding the granting, amendment or revocation of powers of attorney or the issue, amendment or revocation of instructions for voting representatives are received via several of the possible transmission channels (i) post, (ii) fax, (iii) e-mail, (iv) AGM portal and (v) subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG), by means of intermediaries, the declaration received last is deemed binding.
- i) The granting of power of attorney to voting representatives appointed by the company does not exclude the casting of votes by means of absentee ballot. The casting of votes by means of absentee ballot is

deemed a revocation of previously submitted powers of attorney and instructions for the voting representatives appointed by the company.

- j) Instructions for the voting representatives with reference to Agenda Item 2 of this invitation are also valid in case of adaptation of the proposal on the appropriation of profits as a result of a change in the number of shares which are entitled to a dividend.
- k) Should a separate vote rather than a block vote be carried out in respect of an agenda item, the instruction in respect of this agenda item will apply accordingly to each point of the separate vote.

4. Forms for granting powers of attorney and voting via absentee ballot

It is possible to register, grant powers of attorney and vote via absentee ballot in any of the ways described above in Sections II.1, IV.1, IV.2 and IV.3 in due form. A form for voting by means of absentee ballot as well as for granting powers of attorney and issuing instructions for voting representatives of the company is also made available on the company's website at <https://ir.nemetschek.com/agm>.

If you wish to grant power of attorney to an intermediary pursuant to § 135 Para. 1 of the German Stock Corporation Act (AktG) or to another person or institution treated as equivalent pursuant to § 135 Para. 8 of the German Stock Corporation Act (AktG) (e.g. a shareholders' association), please vote via the proxy using the form for granting power of attorney.

V. Shareholders' rights and opportunities

In the run-up to and during the virtual annual general meeting, the shareholders will, inter alia, have the following rights and opportunities. Further details regarding this are available on the Internet at <https://ir.nemetschek.com/agm>.

1. Amendment of the agenda

Shareholders, whose shares together represent the proportional amount of the share capital of EUR 500,000.00 (this corresponds to 500,000 shares), can, pursuant to Art. 56 SE-VO, § 50 Abs. 2 SEAG, request that items be placed on the agenda and announced. A justification or resolution must be submitted with every new item. The request must be submitted in writing to the executive board of the company. Please submit a corresponding request to the following address:

NEMETSCHEK SE
Executive Board
Konrad-Zuse-Platz 1
81829 Munich

It must be received by the company at least 30 days prior to the meeting, i.e. by not later than **April 11, 2021, 24:00 (CEST)**.

Amendments to the agenda which are to be announced will be announced in the Federal Gazette without delay after receipt of the request and, pursuant to § 121 Para. 4a of the German Stock Corporation Act (AktG), 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 <https://ir.nemetschek.com/agm> and communicated to the shareholders.

2. Countermotions; election nominations

Each shareholder is, pursuant to § 126 Para. 1 of the German Stock Corporation Act (AktG), entitled to submit countermotions to proposed resolutions in respect of the agenda items. If the countermotions are to be made available to the company, they must be submitted at least 14 days prior to the annual general meeting, i.e. by no later than **April 27, 2021, 24:00 (CEST)**

at the address

Nemetschek SE
Investor Relations
Konrad-Zuse-Platz 1
81829 Munich or

to fax number

+49 (0) 89 540 459-444 or

to the e-mail address

hauptversammlung@nemetschek.com or

subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG), by means of transmission via intermediaries

Countermotions sent to a different address need not be made available.

In all cases of submission of a countermotion, the receipt of the countermotion at the company is decisive.

Shareholders' countermotions that are to be made available will be made available together with the name of the shareholder and, as applicable, any grounds as well as any statements by the Administration in this regard on the Internet at <https://ir.nemetschek.com/agm>.

The company may decide not to make a countermotion and any grounds for it available if the prerequisites of § 126 Para. 2 of the German Stock Corporation Act (AktG) are given. The grounds on which the company may exclude such are listed on website <https://ir.nemetschek.com/agm>.

These provisions apply analogously, pursuant to § 127 of the German Stock Corporation Act (AktG), to the proposal of a shareholder for the election of members of the supervisory board or auditors of the annual financial statements. In addition to the grounds specified in § 126 Para. 2 of the German Stock Corporation Act (AktG), the executive board need not make an election nomination available if, inter alia, the nomination does not include the name, practiced profession and place of residence of the candidate. Nor is it required to make nominations for the election of members of the supervisory board available if no information is included on membership held by the proposed supervisory board candidate on other supervisory boards to be formed as required by law within the context of § 125 Para. 1 Sentence 5 of the German Stock Corporation Act (AktG).

Motions or election nominations from shareholders which are, pursuant to § 126 of the German Stock Corporation Act (AktG) or § 127 of the German Stock Corporation Act (AktG), to be made available are deemed as submitted at the annual general meeting if the shareholder submitting the motion or election nomination is duly legitimized and registered for the annual general meeting.

3. Right to ask questions pursuant to § 1 Para. 2 No. 3 German COVID-19 Measures Act (COVID-19-Maßnahmengesetz)

Shareholders and/or their proxies, excepting voting representatives appointed by the company, have, pursuant to § 1 Para. 2 No. 3 of the German COVID-19 Measures Act (COVID-19-Maßnahmengesetz) a right to ask questions by means of electronic communication. The right to ask questions is provided only for shareholders that have duly registered for the virtual annual general meeting before the deadline and that have submitted proof of authorization to the company before the deadline, and for their proxies.

Questions can be submitted exclusively via the AGM portal until May 10, 2021, 24:00 (CEST). Please note that the names of shareholders and proxies who submit questions may be mentioned by name within the scope of responding to the questions at the virtual annual general meeting unless they have expressly objected to such mention by name.

4. Option of objecting pursuant to § 1 Para. 2 No. 4 of the German COVID-19 Measures Act (COVID-19-Maßnahmengesetz)

Shareholders who have exercised their voting right by means of absentee ballot or by means of proxies can, pursuant to § 1 Para. 2 No. 4 of the German COVID-19 Measures Act (COVID-19-Maßnahmengesetz) – personally or by means of proxies – submit an objection to resolutions of the virtual annual general meeting for the duration of the virtual annual general meeting via the AGM portal, without being in physical attendance at the annual general meeting. The option to submit an objection is provided only for shareholders that have duly registered for the virtual annual general meeting before the deadline and that have submitted proof of authorization to the company before the deadline, and for their proxies.

VI. Information and documents for the virtual annual general meeting; website

This invitation to the virtual annual general meeting, the documents to be made available to the virtual annual general meeting, including the required information as per § 124a of the German Stock Corporation Act (AktG), motions from shareholders as well as more detailed explanations on shareholders' rights and opportunities are available on the company's website (<https://ir.nemetschek.com/agm>) from the time the annual general meeting is called.

VII. Information on privacy

In connection with the annual general meeting, Nemetschek SE, as the party responsible within the scope of data protection law, processes personal data (name, address, alternative delivery address, if applicable, e-mail address, if applicable, number of shares, type of shareholding and access data for the AGM portal) of shareholders and their proxies on the basis of applicable data protection law in order to prepare and conduct the annual general meeting in the legally prescribed form.

The processing of personal data is absolutely necessary for preparing and conducting the annual general meeting. The legal bases for the processing are Art. 6 Para. 1 lit. c) of the General Data Protection Regulation (GDPR) and § 67e Para. 1 of the German Stock Corporation Act (AktG).

The service providers commissioned with setting up the annual general meeting receive from Nemetschek SE only such personal data which is necessary for the provision of the commissioned service. The service providers process the data on the basis of an agreement with Nemetschek SE and exclusively in accordance with the instructions of Nemetschek SE. In addition, within the scope of the applicable provisions, personal data is made

available to the shareholders and shareholder representatives in connection with the virtual annual general meeting, e.g. possibly via the list of participants. The names of shareholders and proxies who submit questions will possibly be mentioned within the scope of responding to the questions at the virtual annual general meeting unless they have expressly objected to such mention by name. This data processing may be necessary in order to protect the vested interest of the remaining shareholders to know the name of the party asking the question and thus be able to better frame the question. The legal bases for this data processing are Art. 6 Para. 1 lit. f) GDPR and §67e Para. 1 of the German Stock Corporation Act (AktG).

The company saves the personal data in connection with the virtual annual general meeting within the scope of legal obligations. The data is regularly deleted after three years inasmuch as the data is no longer required for any disputes concerning the conclusion or validity of resolutions of the annual general meeting. If the company becomes aware that a shareholder is no longer a shareholder of the company, the personal data of this shareholder is generally saved for a maximum of twelve further months provided that the data is not required for any disputes concerning the conclusion or validity of resolutions of the annual general meeting.

Under applicable conditions, the shareholders and proxies have rights to information, correction, limitation, objection and deletion at any time in view of the processing of their personal data as well as a right to data portability as per Section III GDPR. The shareholders and proxies can assert these rights vis-à-vis the company free of charge using the following contact information:

NEMETSCHEK SE
Investor Relations
Konrad-Zuse-Platz 1
81829 Munich or

via the e-mail address
hauptversammlung@nemetschek.com.

Shareholders and proxies can reach the Data Protection Officer of the company at:

intersoft consulting services AG
Marsstr. 37
80335 Munich or

via the e-mail address
datenschutz@nemetschek.com.

Moreover, the shareholders and proxies are entitled to lodge a complaint with the data protection supervisory authorities as per Art. 77 GDPR.

Further information on privacy is published on our website www.nemetschek.com in the "Privacy Notice" section.

Munich, March 2021
NEMETSCHEK SE
The Executive Board

NEMETSCHKEK GROUP

Nemetschek SE
Konrad-Zuse-Platz 1
81829 Munich
Tel.: +49 89 540459-0
Fax: +49 89 540459-414
investorrelations@nemetschek.com
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