

INVITATION TO THE REGULAR ANNUAL GENERAL MEETING 2023

**SHAPE
THE
WORLD**

The text 'SHAPE THE WORLD' is rendered in a large, bold, blue sans-serif font. The letters are filled with a blue gradient and contain cutouts of construction-related imagery. The 'S' shows a crane against a blue sky. The 'H' and 'A' also feature crane silhouettes. The 'P' and 'E' show a crane against a blue sky. The 'T' and 'H' in the second row show a crane against a blue sky. The 'E' shows a crane against a blue sky. The 'W' in the third row shows a crane against a blue sky. The 'O' shows a complex steel structure against a blue sky. The 'R' shows a complex steel structure against a blue sky. The 'L' shows a crane against a blue sky. The 'D' shows a crane against a blue sky.

SHAPE THE WORLD IN ALL DIMENSIONS

Nemetschek SE
Munich

– ISIN: DE 0006452907 –
– WKN: 645290 –

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

on Tuesday, May 23, 2023, at 10:00 a.m. (CEST; which corresponds to 8:00 UTC)

at hbw ConferenceCenter Haus der Bayerischen Wirtschaft, Europasaal, Max-Joseph-Straße 5, 80333 Munich.

I. Agenda

1. Submission of the adopted annual financial statements, the approved consolidated financial statements, the consolidated management report for Nemetschek SE and the Group, the explanatory report of the executive board on the information in accordance with § 289a and § 315a of the German Commercial Code (HGB) as well as the report of the supervisory board for the 2022 financial year

The specified documents also include the remuneration report and the Corporate Governance Statement. The documents are available on the Internet at ir.nemetschek.com/agm. They will also be 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 Corporate Governance Statement as per §§ 289f, 315d of the German Commercial Code (HGB) is disclosed on the Internet under ir.nemetschek.com/agm. The nonfinancial declaration as per § 289b of the German Commercial Code (HGB) is part of the consolidated management report.

The supervisory board has approved the annual financial statements and consolidated financial statements prepared by the executive board. The annual financial statements are thus final as per § 172 Sentence 1, 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. Appropriation of the balance sheet profit

The executive board and supervisory board propose to use the balance sheet profit of Nemetschek SE arising from the 2022 financial year past in the amount of EUR 297,400,872.05 as follows:

USE OF THE BALANCE SHEET PROFIT

	EUR
Payment of dividends of EUR 0.45 per no-par value share entitled to a dividend (115,500,000 shares)	51,975,000.00
Profit carried forward	245,425,872.05
Balance sheet profit	297,400,872.05

This resolution proposal considers the bearer shares entitled to a dividend at the time the annual general meeting is called. 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 0.45 per no-par value share entitled to a dividend. 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 Friday, May 26, 2023 in accordance with § 58 (4) Sentence 2 of the German Stock Corporation Act (AktG).

3. Approving the action of the executive board for the 2022 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 2022 financial year.

¹ The provisions of the German Stock Corporation Act (AktG) generally apply to the company as per Art. 9 (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) (German SE Regulation (SE-VO)).

4. Approving the action of the supervisory board for the 2022 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 2022 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.

- 4.1. Mr. Kurt Dobitsch
- 4.2. Mr. Bill Krouch
- 4.3. Prof. Georg Nemetschek (until May 12, 2022)
- 4.4. Mr. Rüdiger Herzog (until May 12, 2022)
- 4.5. Ms. Patricia Geibel-Conrad (as of May 12, 2022)
- 4.6. Ms. Christine Schöneweis (as of May 25, 2022)
- 4.7. Prof. Dr. Andreas Söffing (as of May 25, 2022)
- 4.8. Dr. Gernot Strube (as of May 12, 2022)

5. Appointment of the auditor and the Group auditor for the 2023 financial year

Based on the recommendation of the audit committee, the supervisory board proposes to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, as the auditor of the annual financial statements and the consolidated financial statements of Nemetschek SE for the 2023 financial year and as the auditor for any audit review of the half-yearly financial report as per §§ 115, 117 of the German Securities Trading Act (WpHG) for the 2023 financial year.

The audit committee declared that its proposal for appointment 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 within the context of Art. 16 (6) of the EU Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014).

6. Authorization for the conducting of a virtual annual general meeting and the corresponding amendment of the Articles

Pursuant to the legislation for introducing virtual annual general meetings for German stock corporations (“Aktiengesellschaften”) and the amendment of further provisions of the newly introduced § 118a of the German Stock Corporation Act (AktG) of July 20, 2022 (Federal Law Gazette of July 26, 2022, page 1166 ff.), the Articles can provide for or authorize the executive board to provide for the meeting being held without the shareholders or their proxies being in physical attendance at the site of the annual general meeting (virtual annual general meeting). A corresponding provision in the Articles must be limited in terms of time. An authorization of the executive board for conducting virtual annual general

meetings can only be granted for a time period of maximum five years after entry of the Articles amendment in the Commercial Register of the company.

It is the view of the executive board and the supervisory board that, with the resolution regarding Agenda Item 6, the company as a modern software enterprise should be given the option of conducting virtual annual general meetings in the future as well. The new legal framework for virtual annual general meetings appropriately safeguards the rights of the shareholders. According to the executive board and supervisory board, it makes sense to not arrange virtual annual general meetings directly by means of provisions in the Articles, but instead authorize the executive board to decide before every annual general meeting whether the meeting will be held as a virtual meeting or as an in-person meeting. In this regard, the executive board will make a decision as to the format of the annual general meeting according to what they deem necessary in the interests of the company and in consideration of shareholder interests and aspects of sustainability.

The executive board and supervisory board therefore propose the addition of a new § 16 (4) in the Articles:

„4. The executive board is authorized to provide for conducting the annual general meeting without the shareholders or their proxies being in physical attendance at the site of the annual general meeting (virtual annual general meeting). This authorization applies for the conducting of annual general meetings within a time period of five years after the entry of this Articles provision in the Commercial Register.”

7. Enabling the participation of supervisory board members in the annual general meeting by means of video and audio transmission

Supervisory board members are generally to participate in the annual general meeting on site. In accordance with § 118 (3) Sentence 2 and § 118a (2) Sentence 2 of the German Stock Corporation Act (AktG), the Articles can however accommodate specific cases in which it is permitted for members of the supervisory board to participate by means of video and audio transmission. § 17 (6) of the Articles of Nemetschek SE already allows exceptions regarding attendance. With the resolution proposal regarding Agenda Item 7, it is to be permitted for the members of the supervisory board, with the exception of the chairperson of the meeting, to additionally take part in the virtual annual general meeting by means of video and audio transmission. Virtual annual general meetings to date have shown that the electronic participation of supervisory board members is not associated with any disadvantages to the company or the shareholders.

The executive board and supervisory board therefore propose that § 17 (6) of the Articles be amended and reworded as follows:

„6. In coordination with the chairperson of the meeting, members of the supervisory board are permitted to take part in the annual general meeting by means of video and audio transmis-

sion if their participation at the site of the annual general meeting is not possible, or would only be possible with considerable effort as a result of legal or health-related restrictions, for reasons relating to service in connection with their main professional activity or for substantial personal reasons, or if the annual general meeting is conducted as a virtual annual general meeting without the shareholders or their proxies being in physical attendance at the site of the annual general meeting.”

8. Resolution on the approval of the 2022 remuneration report

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

The executive board and the supervisory board have prepared a remuneration report for the 2022 financial year. The remuneration report for the 2022 financial year is, together with the audit note of the Auditor, printed as an annex to this Agenda Item 8 following the Agenda; it can be accessed via the Internet under [.<< ir. nemetschek.com/agm >>](http://nemetschek.com/agm) and will also be available for access there during the annual general meeting.

The executive board and supervisory board propose that the remuneration report for the 2022 financial year, which was prepared and audited according to § 162 of the German Stock Corporation Act (AktG), be approved.

Annex to Agenda Item 8 – 2022 remuneration report of Nemetschek SE

Nemetschek SE Remuneration Report

The Executive Board and Supervisory Board of Nemetschek SE have prepared a remuneration report in accordance with Section 162 of the German Stock Corporation Act (AktG) as amended by the German Act Implementing the Second Shareholder Rights Directive (ARUG II) for the 2022 financial year. The remuneration report 2021 has been approved by the Annual General Meeting on May 12, 2022, with 78.38% of the votes cast. The Supervisory Board has addressed the investors' suggestions to the remuneration system and the remuneration report and has taken this into account in the new remuneration system adopted by the annual general meeting on May 12, 2022, and in the remuneration report for the 2022 financial year. Thus, the Supervisory Board introduced a malus and clawback provision and a share-based compensation in form of a virtual Stock Appreciation Rights Plan (SAR Plan) in the remuneration system. Concerning the remuneration report, the Supervisory Board and the Executive Board have taken up the investors' suggestions to present the target amounts of the one-year variable remuneration (STIP).

As well as providing an overview of the remuneration systems for members of the Executive Board and Supervisory Board relevant for the reporting year, the report clearly and transparently sets out and explains the remuneration individually granted and owed to current and former members of the Executive Board and Supervisory Board of Nemetschek SE.

A. Remuneration of Members of the Executive Board

I. Overview of the 2022 Remuneration System ("New System")

The Supervisory Board of Nemetschek SE passed a resolution on March 18, 2022, to adopt a new remuneration system [see << ir.nemetschek.com/remuneration >>](https://ir.nemetschek.com/remuneration).

The Annual General Meeting approved the new remuneration system on May 12, 2022, with 68.81% of the votes cast. The new system is based on the remuneration system approved by the Annual General Meeting 2021 to implement the requirements of the German Stock Corporation Act as amended by ARUG II (for more details see the 2021 remuneration report [see << ir.nemetschek.com/remuneration >>](https://ir.nemetschek.com/remuneration)) and adds the possibility of granting virtual Stock Appreciation Rights (SAR) to the members of the Executive Board. The new system takes into account the recommendations of the German Corporate Governance Code as amended on December 19, 2019, which entered into force on March 20, 2020.

In the financial year 2022, the new system applied to the active members of the Executive Board Viktor Várkonyi, Jon Elliott and Yves Padrines. Viktor Várkonyi and Jon Elliott received amendments of their service contracts effective January 1, 2022, to extend the service agreements for the duration of their renewed appointment and adjust the service contracts to the new remuneration system. Yves Padrines joined the company in 2022. The new system did not apply to Dr. Axel Kaufmann in 2022 and his office as a member of the Executive Board was terminated as of December 31, 2022.

The new remuneration system particularly includes a maximum remuneration cap for each of the members of the Executive Board.

Fixed, non-performance-related remuneration

	Fixed remuneration	Fringe benefits	Pension commitments
Regulation in the remuneration system	Each member of the Executive Board receives a fixed remuneration, which is paid at the end of each calendar month, in twelve equal monthly installments. The fixed remuneration amount reflects the relevant role, experience, area of responsibility and market conditions.	Each member of the Executive Board receives the customary fringe benefits, such as a company car that they can also use 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. The Supervisory Board may grant new Executive Board members additional fringe benefits for a limited period to compensate for the costs of moving to Nemetschek SE (e.g. relocation costs, temporary assumption of costs for suitable hotel accommodation in Munich and regular flights home). The fringe benefits are sometimes provided by subsidiaries of the company, if the Executive Board member also has a role in the respective subsidiary.	Pension commitments are not generally provided to members of the Executive Board. In individual cases, the company may continue any existing, prior commitments.
Contribution to the long-term development of the company	Consideration of the global economic environment, the market position, the success of the company and the general future business prospects. The fixed remuneration is intended to ensure adequate base salary over the course of a business cycle.		

Variable, performance-related remuneration

	Multi-year variable remuneration			Malus and Clawback Provisions
	One-year variable remuneration; Short Term Incentive Plan (STIP)	Long Term Incentive Plan (LTIP)	Stock Appreciation Rights Plan (SAR Plan)	
Regulation in the remuneration system	<p>Each member of the Executive Board receives short-term, performance-related (variable) remuneration, which depends primarily on the achievement of corporate targets (in particular revenues, EBITDA, EBITA and/or EBT and earnings per share) as well as individual targets, which are agreed between the Supervisory Board and the Executive Board at the beginning of each financial year.</p> <p>Supervisory Board sets threshold for each target at beginning of financial year as well as target achievement corridor for achievement in excess of threshold; payment limited to 150% of the contractually agreed target amount; payment in cash.</p> <p>When a new member of the Executive Board is appointed, Supervisory Board may guarantee a certain percentage of the contractually agreed STIP target amount and pay this portion in monthly installments with the fixed remuneration.</p>	<p>The LTIP depends primarily on the achievement of defined corporate targets for the development of the adjusted EBITDA, EBITA or EBT.</p> <p>Performance period: three financial years.</p> <p>The LTIP consists of two LTIP pools: one fixed and one dynamic. The scope of the fixed and dynamic pools is first calculated based on the relevant financial criterion. To do this, the actual figure for the reference year (last year before the start of the LTIP period) is deducted from the actual figure for the last year of the LTIP period. The difference is multiplied by the relevant pool percentage defined by the Supervisory Board at the start of the LTIP period. The fixed pool share for each member of the Executive Board is defined by the Supervisory Board at the start of the LTIP period. For regular members of the Executive Board, the dynamic pool share is distributed based on their division's share of the total revenues in the last year of the LTIP period. For other Executive Board members, the dynamic share depends on the EPS (earnings per share) development or the Group revenue development.</p> <p>Payment is limited to EUR 2.0 million, gross, for regular members and EUR 3.0 million, gross, for the Executive Board Chairperson. The Supervisory Board may decide at its reasonable discretion to transfer Nemetschek shares instead of cash.</p> <p>When a new member of the Executive Board is appointed, the Supervisory Board may, at its discretion, guarantee a certain percentage of the LTIP target amount and pay this in monthly installments with the fixed remuneration.</p>	<p>The Supervisory Board may decide that Executive Board Members participate in a virtual SAR plan of the Nemetschek Group. The number of SARs is specified in an individual SAR agreement. SARs may only be allocated, if the relative growth in the Nemetschek Group's revenues in the past financial year was equal or higher than the arithmetic mean of the percentage growth in the revenues of the international peer group.</p> <p>SARs are virtual subscription rights that can be granted as "Performance SARs" or "New Hire SARs".</p> <p>The individual SAR agreements usually regulate a term of the allocated SARs of four years. Each 25 % of the allocated SARs can be exercised every year of this four year period (vesting period). All SARs must be exercised within five years since the allocation date; Otherwise they expire without compensation. The Supervisory Board is authorized to adjust the vesting period and the exercise period for SARs to be allocated in the future at its reasonable discretion.</p> <p>The amount of the payment is determined by multiplying the allocated SARs by the difference between the issue price and the exercise price. The payment amount is generally paid in cash; the Supervisory Board may decide to transfer Nemetschek shares instead.</p> <p>The payment amount per SAR is limited to 100% of the issue price per SAR. Additionally, the payment is limited to EUR 3.0 million, gross, for regular members of the Executive Board and EUR 6.5 million, gross, for the Executive Board Chairperson.</p>	<p>In cases of serious breaches of duty and compliance, unethical behavior and in cases where variable remuneration components were wrongly paid out on the basis of false data, variable remuneration components may be withheld or their repayment demanded.</p>
Contribution to the long-term development of the company	<p>Short-term and long-term goals are aligned with the business strategy. The variable remuneration therefore sets incentives for the Executive Board to achieve operational goals in both the short and long-term. For all variable remuneration elements, success orientation and sustainability are the main components in measuring target achievement. The members of the Executive Board are required and incentivized to act in the interest of both the shareholders and the broader stakeholders.</p>			
Maximum remuneration	<p>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") to EUR 9.5 million, gross, for the Executive Board Chairperson and to EUR 5.0 million, gross, for regular Executive Board members.</p> <p>The maximum remuneration includes any remuneration of the Executive Board members, including any remuneration for management activities performed at subsidiaries of the company. Remuneration paid for external mandates is not included, unless it is directly linked to the service for the company.</p>			
Remuneration for internal and external mandates	<p>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.</p> <p>When agreeing to external Supervisory Board mandates or comparable positions for any Executive Board member, the Supervisory Board also decides whether and to what extent the remuneration is to be credited.</p>			

II. Overview of the previous Remuneration System ("Old System")

For Dr. Axel Kaufmann the old remuneration regulations apply. When concluding Dr. Axel Kaufmann's Service Agreement in 2019, Nemetschek SE did not have a remuneration system according to section 87a AktG in place. Therefore, the remuneration system consisted of the relevant contractual agreements agreed with the Executive Board members.

The remuneration of Dr. Axel Kaufmann comprises fixed and variable components. The fixed, non-performance-related remuneration consists of the basic remuneration and fringe benefits,

such as a company car that can be used for private use, a contribution to private pension insurance and contribution to private health and care insurance. The variable remuneration has a short-term and a long-term component. The short-term variable remuneration – also known as the Short-Term Incentive Plan (STIP) – depends primarily on the achievement of corporate targets as well as individual targets, which are agreed between the Supervisory Board and the Executive Board at the beginning of each financial year. The long-term variable component of the remuneration of Executive Board members – also known as the Long Term Incentive Plan (LTIP) – depends on the achievement of defined longer term corporate targets for the development of

revenues, the operating result (EBITA) and EPS as well as pre-defined strategic project targets. In each case, the period to be considered is three financial years. The following table provides an overview of the components of the remuneration system underlying the remuneration for Dr. Axel Kaufmann for the 2022 financial year and the specific composition of these components.

As far as other Executive Board members receive remuneration components for their services in financial years before the financial year 2022, these remuneration components are also based on the Old System. This applies especially for the LTIP 2020–2022 for Dr. Axel Kaufmann, Viktor Várkonyi and Jon Elliott.

Fixed, non-performance-related remuneration				
	Fixed remuneration	Fringe benefits	Pension commitments	
Regulation in the remuneration system	Each member of the Executive Board receives a fixed remuneration, which is paid at the end of each calendar month, in twelve equal monthly installments. The fixed remuneration amount reflects the relevant role, experience, area of responsibility and market conditions.	Each member of the Executive Board receives the customary fringe benefits, such as a company car that they can also use for private use as well as subsidies for health and care insurance. The fringe benefits are sometimes provided by subsidiaries of the company, if the Executive Board member also has a role in the respective subsidiary.	Pension commitments are not generally provided to members of the Executive Board. In individual cases, the company may continue any existing, prior commitments.	
Contribution to the long-term development of the company	Consideration of the global economic environment, the market position, the success of the company and the general future business prospects. The fixed remuneration is intended to ensure adequate base salary over the course of a business cycle.			
Variable, performance-related remuneration				
	One-year variable remuneration (STIP)	Multi-year variable remuneration (LTIP)		
Regulation in the remuneration system	Each member of the Executive Board receives short-term, performance-related (variable) remuneration, which depends primarily on the achievement of corporate targets (in particular revenues, adjusted EBITDA, EBITA, EBT, Sales, customer growth, cashflow and/or EPS) as well as individual targets, which are agreed between the Supervisory Board and the Executive Board at the beginning of each financial year. Target achievement corridor generally after the threshold values for the individual performance criteria have been exceeded; payment limited to 150% of the contractually agreed target amount. When a new member of the Executive Board is appointed, the Supervisory Board may, at its discretion, guarantee a certain percentage of the contractually agreed STIP target amount and pay this portion to the Executive Board member in monthly installments with the fixed remuneration.	Following successful nomination by the Supervisory Board at the accounts meeting, each member of the Executive Board receives long-term, performance-related (variable) remuneration. The LTIP depends primarily on the achievement of defined corporate targets for the development of revenues, the operating result (EBITA), and EPS. In each case, the period to be considered is three financial years. The target amount is defined by the Supervisory Board based on budget values for each LTIP period. The LTIP consists of two LTIP pools: one fixed and one dynamic. The scope of the fixed and dynamic pools is first calculated based on the relevant financial criterion of the adjusted EBITA. To do this, the actual figure for the reference year (last year before the start of the LTIP period) is deducted from the actual figure for the last year of the LTIP period. The difference is multiplied by the relevant pool percentage defined by the Supervisory Board at the start of the LTIP period. The fixed pool share for each member of the Executive Board is defined by the Supervisory Board at the start of the LTIP period. For regular members of the Executive Board, the dynamic pool share is distributed based on their division's share of the total revenues in the last year of the LTIP period. Payment is limited to 120% of the target amount. When a new member of the Executive Board is appointed, the Supervisory Board may, at its discretion, guarantee a certain percentage of the LTIP target amount and pay this portion to the Executive Board member in monthly installments with the fixed remuneration.		
Contribution to the long-term development of the company	The variable remuneration provides an incentive to the Executive Board to achieve financial and non-financial targets both in the short-term and long-term and lays the foundation for sustainable value creation in order to increase shareholder value.			

III. Remuneration of Members of the Executive Board Appointed in the 2022 Financial Year

1. Members of the Executive Board in the 2022 Financial Year

In the 2022 financial year, the Executive Board of Nemetschek SE comprised of the following members:

- » Yves Padrines, member and Chairman of the Executive Board since March 2022
- » Dr. Axel Kaufmann, member of the Executive Board since January 2020; Spokesman of the Executive Board until February 2022
- » Viktor Várkonyi, member of the Executive Board since December 2013
- » Jon Elliott, member of the Executive Board since February 2019

In addition to their Board role, members of the Executive Board may undertake other management roles and supervisory mandates, see notes to the consolidated financial statements [« Item 33 – Bodies of the company »»](#) for which they may also receive remuneration. The remuneration that Executive Board members receive from Group companies is netted against the remuneration as Executive Board Member of Nemetschek SE. For Jon Elliott this is the remuneration from Bluebeam, Inc. for his services as CEO. Viktor Várkonyi, who was the CEO of Graphisoft SE for many years, receives remuneration for his continued role to advise the company as a business consultant.

2. Remuneration Granted and Owed in the 2022 Financial Year

In accordance with Section 162 (1) (1) of the AktG, the remuneration report must report the remuneration granted and owed to each individual member of the Executive Board in the past financial year. The terms are understood to mean the following:

- » The term “granted” means the de facto inflow of the remuneration component.
- » The term “owed” means all legally established liabilities relating to remuneration components that are due but have not yet been fulfilled.

The following remuneration tables show the remuneration granted and owed to active members of the Executive Board in the 2022 financial year. The remuneration granted and owed in 2021 is also listed by way of comparison. The tables thus contain all amounts that individual members of the Executive Board received de facto during the respective reporting period as remuneration granted and all remuneration legally due but not yet received (remuneration owed). The remuneration component is received de facto if the assessment period for the remuneration component was fully concluded in the reporting year. The timing of the actual payment is therefore not the determining factor. Accordingly, for the 2022 financial year, the following is classed as remuneration granted and owed:

- » the fixed remuneration and the fringe benefits paid in the 2022 financial year,
- » the STIP for the 2022 financial year paid at the beginning of the 2023 financial year,
- » any advance payments for the 2022 STIP paid in the 2022 financial year,
- » the payment amount for the 2020–2022 LTIP tranche paid at the beginning of the 2023 financial year and
- » any advance payments made toward the 2022–2024 LTIP tranche in the 2022 financial year.

The pension commitment continued for Dr. Axel Kaufmann by way of direct insurance as a result of a prior commitment is also reported as remuneration granted and owed in the relevant amounts based on the date that the premiums are paid and is included in the fringe benefits.

The remuneration tables also show the relative share of all fixed and variable remuneration components in the total remuneration. The relative shares specified in this regard relate to the remuneration components granted and owed in the respective financial year in accordance with Section 162 (1) (1) of the AktG.

3. Tabular Overview¹

REMUNERATION GRANTED AND OWED IN ACCORDANCE WITH SECTION 162 (1) (1) AKTG (MEMBERS OF THE EXECUTIVE BOARD IN OFFICE AS OF DECEMBER 31, 2022)

		Yves Padrines (since March 2022)			
		2022		2021	
		in EUR thousand	as % of TR	in EUR thousand	as % of TR
Fixed remuneration	Basic remuneration	613	31	–	–
	Fringe benefits	58 ¹	3	–	–
	Total fixed remuneration	671	34	–	–
Variable remuneration	2022 STIP advance payment	510	26	–	–
	2022 STIP	115	6	–	–
	2022–2024 LTIP advance payment	700	35	–	–
	Total variable remuneration	1,325	66	–	–
Total remuneration granted and owed		1,996	100	–	–

¹ The Fringe benefits include a relocation subsidy of EUR 45,483.

¹ The numbers are rounded mathematically. As a result, small deviations may occur in the calculation.

REMUNERATION GRANTED AND OWED IN ACCORDANCE WITH SECTION 162 (1) (1) AKTG
(MEMBERS OF THE EXECUTIVE BOARD IN OFFICE AS OF DECEMBER 31, 2022)

		Dr. Axel Kaufmann (since January 2020)			
		2022		2021	
		in EUR thousand	as % of TR	in EUR thousand	as % of TR
Fixed remuneration	Basic remuneration	408	30	408	28
	Fringe benefits ¹	130	10	130	9
	Total fixed remuneration	538	40	538	37
Variable remuneration	2021 STIP advance payment	–	–	286	20
	2021 STIP	–	–	326	22
	2022 STIP advance payment	286	21	–	–
	2022 STIP	137	10	–	–
	2021 – 2023 LTIP advance payment	–	–	300	21
	2020 – 2022 LTIP	400 ²	29	–	–
	Total variable remuneration	823	60	912	63
	Total remuneration granted and owed³	1,361	100	1,450	100

¹ Of which EUR 104,999 as pension contribution for the continuing pension plan.

² Dr. Axel Kaufmann received a guaranteed advance payment of EUR 300,000 on his LTIP 2020 – 2022 in the financial year 2020, which is not included in this amount.

³ In 2022, Dr. Axel Kaufmann was promised further payments totaling EUR 1,715,085 as part of his Termination Agreement, which will become due in 2023 (detailed under section 4.1.7).

REMUNERATION GRANTED AND OWED IN ACCORDANCE WITH SECTION 162 (1) (1) AKTG
(MEMBERS OF THE EXECUTIVE BOARD IN OFFICE AS OF DECEMBER 31, 2022)

		Viktor Várkonyi (since December 2013)			
		2022		2021 ¹	
		in EUR thousand	as % of TR	in EUR thousand	as % of TR
Fixed remuneration	Basic remuneration	400 ²	27	380	19
	Fringe benefits	40 ³	3	13	1
	Total fixed remuneration	440	30	393	20
Variable remuneration	2021 STIP	–	–	700	35
	2022 STIP	373	25	–	–
	2019 – 2021 LTIP	–	–	891	45
	2020 – 2022 LTIP	676	45	–	–
	Total variable remuneration	1,049	70	1,591	80
	Total remuneration granted and owed	1,489	100	1,984	100

¹ The way in which the 2021 numbers are reported has changed in comparison to the 2021 remuneration report as the basic remuneration and the fringe benefits from Graphisoft SE and Nemetschek SE were added and shown as one amount.

² Viktor Várkonyi has a contractual claim in the amount of EUR 400,000 against Nemetschek SE. However, he received EUR 280,000 from Graphisoft SE. According to contractual agreement, the payment from Nemetschek SE was reduced by this amount to EUR 120,000.

³ Viktor Várkonyi received fringe benefits in the amount of HUF 16,040,106 from Graphisoft SE. The amount was converted to EUR with the monthly closing rate from December 31, 2022, according to the European Central Bank. He didn't receive any fringe benefits from Nemetschek SE.

REMUNERATION GRANTED AND OWED IN ACCORDANCE WITH SECTION 162 (1) (1) AKTG
(MEMBERS OF THE EXECUTIVE BOARD IN OFFICE AS OF DECEMBER 31, 2022)

		Jon Elliott (since February 2019)			
		2022		2021 ¹	
		in EUR thousand	as % of TR	in EUR thousand	as % of TR
Fixed remuneration	Basic remuneration	450 ²	22	400	20
	Fringe benefits	49 ³	2	44	2
	Total fixed remuneration	499	24	444	23
Variable remuneration	2021 STIP	–	–	877	45
	2022 STIP	1,050 ⁴	50	–	–
	2019–2021 LTIP	–	–	639	33
	2020–2022 LTIP	535	26	–	–
	Total variable remuneration	1,585	76	1,516	77
Total remuneration granted and owed		2,084	100	1,960	100

¹ The way in which the 2021 numbers are reported has changed in comparison to the 2021 remuneration report as the basic remuneration, fringe benefits and STIP 2021 from Bluebeam, Inc. and Nemetschek SE were added and shown as one amount.

² Jon Elliott has a contractual claim in the amount of EUR 450,000 against Nemetschek SE. However, he received EUR 323,501 (USD 340,002 converted with the monthly closing rate of the last working day of the month according to the European Central Bank) from Bluebeam, Inc. According to contractual agreement, the payment from Nemetschek SE was reduced by this amount to EUR 126,499.

³ Jon Elliott received fringe benefits in the amount of USD 52,158 from Bluebeam, Inc. The amount was converted to EUR with the monthly closing rate from December 31, 2022, according to the European Central Bank. He didn't receive any fringe benefits from Nemetschek SE.

⁴ Jon Elliott received a bonus payment for 2022 of USD 418,576 (converted to EUR 392,440 with the monthly closing rate from December 31, 2022, according to the European Central Bank) from Bluebeam, Inc. According to contractual agreement, the payment from Nemetschek SE was reduced by this amount to EUR 657,560.

4. Explanations

4.1 Performance Criteria for Variable Remuneration²

4.1.1 STIP

The Supervisory Board of Nemetschek SE agreed individual targets for the STIP with each member of the Executive Board for the 2022 financial year. The targets are tailored to the relevant responsibilities of the Executive Board members and contribute toward the overarching target of delivering a strong annual financial and non-financial performance to support the long-term corporate strategy and a sustainable value creation. The individual target figures are defined by the Supervisory Board based on the budget planning and are set out in the following table. Up to two threshold values are specified for the individual targets. Below the lower threshold value, the payment entitlement for the performance criterion concerned is zero. Between the lower threshold value and the upper threshold value, the corresponding bonus amount defined by the Supervisory Board for the financial year is paid per unit achieved (cent per share in the case of EPS or EUR million in the case of other financial targets). If the upper threshold value is exceeded, a higher bonus amount is paid per unit. Non-financial targets were set individually for Yves Padrines and Jon Elliott in the areas of customer acquisition, expansion and product enhancement, which are intended to significantly support the business objectives. There is no maximum figure for achieving the individual targets. However, the payment amount is limited contractually.

Yves Padrines is guaranteed 80% of the 2022 STIP target amount pro rata for ten months. This share was paid in the 2022 financial year in 10 equal monthly installments together with the monthly fixed remuneration. Dr. Axel Kaufmann is guaranteed 70% of the 2021 STIP target amount. This share was paid in the 2021 financial year in twelve equal monthly installments together with the monthly fixed remuneration. Dr. Axel Kaufmann is also guaranteed 70% of the 2022 STIP target amount, which was paid in the 2022 financial year in twelve monthly installments. In the Termination Agreement (see below), he was guaranteed at least 100% of the target amount of the STIP 2022 (EUR 408,000). As the actual target achievement of the STIP 2022 of Dr. Axel Kaufmann resulted in a higher calculated payment amount, the guarantee didn't apply.

The following tables show the individual performance criteria including the corresponding threshold and target, target achievement, and the respective payment amounts for the individual members of the Executive Board as well as the respective STIP-Cap. Before the start of the financial year, the bonus amount

² The numbers are rounded mathematically. As a result, small deviations may occur in the calculation.

related to the respective target achievement is determined for the financial performance criteria. For the non-financial performance criteria, the target achievement is determined after the end of the

financial year at the discretion of the Supervisory Board. The payment amount therefore ranges between EUR 0 and the respective STIP Cap.

		Yves Padrines STIP 2022			
		Threshold / Target		Target achievement	
	Performance Criteria	Threshold	Target	2022 actual value	Partial payment amount
Financial targets	Nemetschek Group Revenues	€ 680.0m	€ 770.0m	€ 786.8m	€ 247,250
	Nemetschek Group EBITDA	€ 220.0m	€ 250.0m	€ 251.0m	€ 157,829
	Special revenue focus target	€ 160.0m	€ 220.0m	€ 204.2m	€ 110,391
	Operate & Manage division Revenues	€ 44.0m	€ 53.0m	€ 46.7m	€ 21,696
	Operate & Manage division EBITDA	€ 4.0m	€ 7.0m	€ 3.8m	€ 0
	Special Revenue Focus target Media & Entertainment division	€ 71.0m	€ 102.0m	€ 104.7m	€ 70,231
	Special EBITDA Focus target Media & Entertainment division	€ 26.0m	€ 43.0m	€ 45.9m	€ 82,596
Non-financial targets	Non-financial target	-	Target met	Yes	€ 60,000
Total target amount at 100% target achievement p.a.					€ 765,000
Total target achievement p.a.					€ 749,994
Total target achievement pro rata for 10 months					€ 624,995
STIP cap pro rata for 10 months					€ 956,250
Already paid as an advance payment in the 2022 financial year					€ 510,000
STIP 2022 payment amount					€ 114,995
		Dr. Axel Kaufmann STIP 2022			
		Threshold / Target		Target achievement	
	Performance Criteria	Threshold	Target	2022 actual value	Partial payment amount
Financial targets	Nemetschek Group Revenues	€ 680.0m	€ 770.0m	€ 786.8m	€ 123,625
	Nemetschek Group EBITDA	€ 220.0m	€ 250.0m	€ 251.0m	€ 95,872
	EPS in cent per share	€ 1.17	€ 1.35	€ 1.36	€ 200,328
	Total Overhead OPEX	< € 27.0m	< € 25.4m	€ 29.5m	€ 0
	Operate & Manage division Revenues	€ 44.0m	€ 53.0m	€ 46.7m	€ 2,712
	Operate & Manage division EBITDA	€ 4.0m	€ 7.0m	€ 3.8m	€ 0
Total target amount at 100% target achievement					€ 408,000
Total target achievement					€ 422,537
STIP cap					€ 612,000
Already paid as an advance payment in the 2022 financial year					€ 285,600
STIP 2022 payment amount					€ 136,937

		Viktor Várkonyi STIP 2022			
		Threshold / Target		Target achievement	
Performance Criteria		Threshold	Target	2022 actual value	Partial payment amount
Financial targets	Nemetschek Group Revenues	€ 680.0m	€ 770.0m	€ 786.8m	€ 123,625
	Nemetschek Group EBITDA	€ 220.0m	€ 250.0m	€ 251.0m	€ 63,915
	Planning & Design division Revenues	€ 356.0m	€ 406.0m	€ 391.6m	€ 106,906
	Planning & Design division EBITDA	€ 120.0m	€ 140.0m	€ 126.9m	€ 51,498
	Special Revenue Focus target	€ 40.0m	€ 60.0m	€ 49.0m	€ 27,056
Total target amount at 100% target achievement					€ 500,000
Total target achievement					€ 372,999
STIP cap					€ 750,000
STIP 2022 payment amount					€ 372,999

		Jon Elliott STIP 2022			
		Threshold / Target		Target achievement	
Performance Criteria		Threshold	Target	2022 actual value	Partial payment amount
Financial targets	Nemetschek Group Revenues	€ 680.0m	€ 770.0m	€ 786.8m	€ 123,625
	Nemetschek Group EBITDA	€ 220.0m	€ 250.0m	€ 251.0m	€ 63,915
	Build & Construct division Sales	€ 230.0m	€ 250.0m	€ 279.9m	€ 418,746
	Build & Construct division EBITDA	€ 70.0m	€ 85.0m	€ 97.2m	€ 363,499
	Special Revenue Focus Target 1	€ 50.0m	€ 72.0m	€ 51.1m	€ 5,667
	Special Revenue Focus Target 2	€ 39.0m	€ 49.0m	€ 50.4m	€ 34,248
Non-financial targets	Non-financial target 1	–	Target met	No	€ 0
	Non-financial target 2	–	–	117.71%	€ 226,652
Total target amount at 100% target achievement					€ 700,000
Total target achievement					€ 1,236,352
STIP cap					€ 1,050,000
Bonus amount paid by Bluebeam Inc.					€ 392,440
STIP 2022 payment amount					€ 657,560

4.1.2 LTIP

LTIP 2020–2022

The 2020–2022 LTIP has a period of three years and is paid at the beginning of the 2023 financial year. The LTIP consists of two LTIP pools: one fixed and one dynamic. The scope of the fixed and dynamic pools is first calculated based on the relevant financial criterion of the EBITA. To do this, the actual figure for the reference year (last year before the start of the LTIP period (2019)) is deducted from the actual figure for the last year of the LTIP period (2022). The difference is multiplied by the relevant pool percentage defined by the Supervisory Board at the start of the LTIP

period (1% for the fixed pool share and 1% for the dynamic pool share for the 2020–2022 LTIP). The fixed and dynamic pool shares are then distributed to the members of the Executive Board. The fixed pool share for each member of the Executive Board is defined by the Supervisory Board at the start of the LTIP period. A fixed pool share of 25% was defined for Dr. Axel Kaufmann, Viktor Várkonyi and Jon Elliott. For the members of the Executive Board with responsibility for (operating) divisions, Viktor Várkonyi and Jon Elliott, the dynamic pool share was distributed based on their division's share of the total revenues in the last year of the LTIP period. Viktor Várkonyi's Planning & Design Division accounted for 48.84% of the total revenues in the 2022

financial year; Jon Elliott's Build & Construct division accounted for 33.46%. For Dr. Axel Kaufmann, the dynamic share is measured by the development of the EPS value. For this purpose, the EPS value of the financial year 2022 is divided by the EPS value of the financial year 2019 and multiplied by 30% of the dynamic LTIP pool. As the earnings per share increased by 64.71%, Dr. Axel Kaufmann's dynamic pool share is 49.41%.

Long-term targets as well as short-term targets are aligned with the business strategy of the company. The long-term variable remuneration promotes sustainable engagement and commitment from the members of the Executive Board and provides incentives for sustainable value creation in line with the interests of the shareholders and the achievement of strategic and financial targets.

For the 2020–2022 LTIP, the fixed LTIP pool is EUR 915,796. The dynamic LTIP pool is EUR 915,796. The pools are distributed in line with the applicable pool shares for the individual Executive Board Members as stated above. This results in the following calculatory payment amounts for the 2020–2022 LTIP:

- » Dr. Axel Kaufmann: EUR 681,460
- » Viktor Várkonyi: EUR 676,258
- » Jon Elliott: EUR 535,356

In the Termination Agreement (see below) Dr. Axel Kaufmann was guaranteed an LTIP 2020–2022 of at least EUR 700,000. As his actual target achievement of the LTIP 2020–2022 resulted in a payment amount of EUR 681,460, the guaranteed payment of EUR 700,000 applied. Dr. Axel Kaufmann was guaranteed 70% of the 2020–2022 LTIP in his Service Agreement, which was paid in the amount of 50% in the 2020 financial year in twelve monthly installments. Therefore, the actual payment amount was reduced by EUR 300,000.

The 2020–2022 LTIP provides for the following payment caps: EUR 1,027,200 for Dr. Axel Kaufmann, EUR 1,083,600 for Viktor Várkonyi and EUR 778,800 for Jon Elliott. The Caps were not met.

Advance Payments LTIP 2022–2024

Yves Padrines is guaranteed 80% of the 2022–2024 LTIP target amount pro rata for ten months. This guaranteed amount has been paid in the 2022 financial year in ten equal monthly installments together with the monthly fixed remuneration.

Currently allocated LTIP Programs

Dr. Axel Kaufmann, Viktor Várkonyi and Jon Elliott were included in the 2021–2023 LTIP and Yves Padrines, Viktor Várkonyi and Jon Elliott are included in the 2022–2024 LTIP. Targets, target achievement levels and payment amounts are reported in the remuneration report for the financial year in which the respective LTIP is granted to the members of the Executive Board in accordance with Section 162 AktG.

4.1.3 SAR Plan

In the 2022 financial year, the allocation of SARs did not result in any remuneration granted and owed.

The Supervisory Board allocated the following SARs to Yves Padrines, which may lead to remuneration granted or owed in the future:

	Amount of Shares	Issue Price	Vesting Period	Maximum Payment Amount
New Hire SARs	200,000	EUR 75 per SAR	25% each as of July 1, 2023, July 1, 2024, July 1, 2025, July 1, 2026	EUR 75, gross, per SAR
Performance SARs	200,000	EUR 57.81 per SAR	25% each as of July 1, 2023, July 1, 2024, July 1, 2025, July 1, 2026	EUR 57.81, gross, per SAR

The Supervisory Board adjusted the expiry period for the SARs of Yves Padrines in accordance with the remuneration system as follows: All SARs generally must be exercised within five years after vesting and not within five years after the allocation date. Otherwise, in line with the remuneration system, they expire without compensation.

4.1.4 Compliance with the Remuneration System

In 2022 there were no deviations subject to the reporting requirements pursuant to section 162 (1) sentence 2 no. 5 AktG within the meaning of section 87a (2) sentence 2 AktG.

The New System, which applies for Yves Padrines, Viktor Várkonyi and Jon Elliott for the 2022 financial year, contains a maximum remuneration, which is EUR 9.5 million, gross, for the Executive Board Chairperson and EUR 5 million, gross, for regular Executive Board members. However, the individual contracts of the Executive Board members provided for the following maximum remuneration caps for the 2022 remuneration: for Yves Padrines and Jon Elliott EUR 5.0 million, gross, and for Viktor Várkonyi EUR 2.8 million, gross. As the LTIP 2022–2024 for these members of the Executive Board and the SAR Plan for Yves Padrines are also part of the maximum remuneration for the financial year 2022, the company will report about how the maximum remuneration for the financial year 2022 was applied, in the remuneration report of that financial year, in which these long-term remuneration components are granted or owed as the case may be.

The Old System, approved by the Supervisory Board before ARUG II entered into force, does not provide for a maximum remuneration cap within the meaning of Section 87a (1) (1) of the AktG that goes beyond the payment caps for the STIP and LTIP. Therefore, no maximum remuneration is applicable for Dr. Axel Kaufmann.

4.1.5 Benefits and Benefit Obligations toward Members of the Executive Board in Case of Early Termination

In the case of the revocation of the appointment for good cause where this does not at the same time justify extraordinary termination of the employment contract, as well as in the case of resignation, the employment contracts of members of the Executive Board end following a notice period of twelve months or following the applicable notice period in accordance with Section 622 (2) of the German Civil Code (BGB). In such cases, the company is entitled to release the relevant member of the Executive Board from their duties while continuing to pay the pro-rata fixed remuneration. Severance pay may not exceed the value of one year's remuneration or the remaining term of the contract. However, there is no general entitlement to severance pay.

4.1.6 Benefit Obligations toward Members of the Executive Board in Case of Regular Termination of Activity

A post-contractual non-compete clause of twelve months was agreed with Dr. Axel Kaufmann, Viktor Várkonyi and Yves Padrines, which the company can waive. The clause has been waived for Dr. Axel Kaufmann. If this prohibition of competition is implemented, Viktor Várkonyi will receive 50% of his last received fixed basic salary and 50% of the STIP payment amount in the case of a 100% target achievement as compensation. Yves Padrines will receive 50% of his last received fixed basic salary and 50% each of the STIP and LTIP payment amount in case of 100% target achievement. The company also has the right to unilaterally implement a post-contractual non-compete clause for Jon Elliott, subject to the condition that Jon Elliott unilaterally terminates his service agreement during its term or the company terminates the service agreement for good cause.

4.1.7 Benefit Obligations toward Members of the Executive Board whose appointment was terminated in the 2022 Financial Year

Dr. Axel Kaufmann's office as a member of the Executive Board was prematurely terminated by mutual agreement, with effect to the end of December 31, 2022. Nemetschek SE and Dr. Axel Kaufmann concluded a termination agreement ("Termination Agreement"). Among other things, the subject of the Termination Agreement is the continuation of Dr. Axel Kaufmann's service contract until the end of September 30, 2023. Nemetschek SE has agreed to continue paying the previous monthly fixed salary and fringe benefits. Further, the Termination Agreement provides for a guaranteed STIP 2022 (minimum target amount), STIP 2023 (pro rata target amount), LTIP 2020–2022 (at least EUR 700,000 gross), LTIP 2021–2023 (EUR 490,000 gross) and a Severance Payment (EUR 816,000 gross, due upon termination of the service contract).

4.1.8 No Clawbacks in the 2022 Financial Year

In the 2022 financial year, the Service contract of Yves Padrines, Viktor Várkonyi and Jon Elliott provided for clawback provisions. In the 2022 financial year no circumstances were known, that

would have allowed the company to make use of the clawback provisions.

The service contract with Dr. Axel Kaufmann does not provide for clawback arrangements.

IV. Remuneration of Former Members of the Executive Board

In accordance with Section 162 (1) (1) of the AktG, the remuneration granted and owed to former members of the Executive Board must also be reported. No former members of the Executive Board were granted or owed remuneration in the 2022 financial year.

B. Remuneration of Members of the Supervisory Board

I. Overview of the Remuneration

Section 113 (3) of the AktG as amended by ARUG II stipulates that, in the case of listed companies, the Annual General Meeting must pass a resolution on the remuneration of members of the Supervisory Board at least every four years. The Supervisory Board and Executive Board presented the remuneration system for the Supervisory Board to the Annual General Meeting on May 12, 2022, for a decision. This Annual General Meeting confirmed the remuneration with 99.86% of the votes cast and approved the remuneration system.

The remuneration of members of the Supervisory Board is governed in Section 15 of the Articles of Incorporation of Nemetschek SE. On May 12, 2022, the annual general meeting approved an amendment of the Supervisory Board remuneration. The amendments include now an attendance fee and became effective on May 25, 2022, upon registration of the amended Articles of Incorporation in the commercial register. The Articles of Incorporation are publicly available online at ir.Nemetschek.com/articles.

In accordance with the Articles of Incorporation, members of the Supervisory Board receive fixed remuneration of EUR 140,000 for each full year that they belong to the board. The Chairman of the Supervisory Board receives fixed remuneration of EUR 200,000. For membership in a committee of the Supervisory Board, every member receives an additional remuneration of EUR 15,000 and the chairman EUR 30,000 for every full financial year of their belonging to such committee. No additional remuneration is granted for serving as a member or chairman of a nomination committee.

Members of the Supervisory Board or a committee who have not belonged to the Supervisory Board or a committee for a full financial year or have not served as chairperson for a full financial year receive the remuneration proportionally rounded up to full months. Proportional remuneration by time for committee activities requires that the committee in question held one session in the corresponding time period for the fulfillment of its duties.

The company pays every member of the Supervisory Board an attendance fee of EUR 4,000 as a performance-based component for the member's personal participation in a meeting of the Supervisory Board or of one of its committees (also as a guest of a committee). Participation in a meeting via video or teleconferencing, or the use of other comparable conventional means of telecommunication, is also deemed to be personal participation. If several meetings are held on one day, the attendance fee shall only be paid once.

The company reimburses each member for any value-added tax incurred on their earnings. The limitation to fixed remuneration takes into account the Supervisory Board's duties and provides an incentive for the Supervisory Board to appropriately scrutinize the management activities of the Executive Board while undertaking its monitoring and advisory duties without focusing primarily on the development of operational key figures. The limitation to fixed remuneration is also in line with Recommendation G. 18 (1) of the German Corporate Governance Code.

In addition, all members of the Supervisory Board are reimbursed for any expenses that they incur in connection with Supervisory

Board duties and are included in the pecuniary damage liability insurance for members of the governing bodies and certain employees in the Nemetschek Group. The premiums are paid by the company.

In line with Article 15 (5) of the Articles of Incorporation, the remuneration for members of the Supervisory Board for the 2022 financial year is due on the day following the Annual General Meeting at which the actions of the Supervisory Board are decided upon.

II. Remuneration Granted and Owed to Members of the Supervisory Board for the 2022 Financial Year

The following table shows the remuneration individually granted and owed to each member of the Supervisory Board for the 2022 financial year. Remuneration "granted and owed" is understood to mean the same as in the context of the remuneration of the Executive Board. The remuneration reported in the table for the 2022 financial year comprises the amounts payable for the Supervisory Board activities undertaken in the 2022 financial year, which will be paid after the 2023 Annual General Meeting.

	2022				2021	
	Fix		Attendance fee		Total	
	in EUR thousand	as % of Total	in EUR thousand	as % of Total	in EUR thousand	in EUR thousand
Kurt Dobitsch	227	88	32	12	259	250
Prof. Georg Nemetschek (until May 12, 2022)	82	100	0	0	82	225
Rüdiger Herzog (until May 12, 2022)	73	100	0	0	73	200
Bill Krouch	160	89	20	11	180	200
Patricia Geibel-Conrad (since May 12, 2022)	113	80	28	20	141	–
Dr. Gernot Strube (since May 12, 2022)	103	79	28	21	131	–
Christine Schöneweis (since May 25, 2022)	93	89	12	11	105	–
Prof. Dr. Andreas Söffing (since May 25, 2022)	93	89	12	11	105	–
Total	945	88	132	12	1,077	875

C. Comparative Table

The following table shows the percentage change in the remuneration of members of the Executive Board and Supervisory Board alongside the earnings performance and the average remuneration of Group employees (including managing directors of brands, limited contracts, trainees, employees on paid leave) on a fulltime equivalent (FTE) basis compared to the previous year.

The earnings performance is presented based on the financial performance indicators of revenues and operating result (EBITDA), as well as the net loss/net income for the year.

For the comparison with the development in the average remuneration of employees, the development of the remuneration of employees worldwide is used. The figure is calculated by dividing the global salary payments, see notes to the consolidated financial statements << [Item 4 Personnel expenses](#) >>, adjusted by remuneration for governing bodies, by the average number of employees over the year (FTE).

ANNUAL CHANGE IN %

	change 2021 vs. 2020 ¹	change 2022 vs. 2021 ¹
Executive Board Remuneration²		
Yves Padrines ³	–	–
Dr. Axel Kaufmann	+30.0%	–6.1%
Viktor Várkonyi	+82.4%	–24.9%
Jon Elliott	+79.0%	+6.3%
Supervisory Board Remuneration²		
Kurt Dobitsch	0%	+3.5%
Prof. Georg Nemetschek ⁴	0%	–63.5%
Rüdiger Herzog ⁴	0%	–63.5%
Bill Krouch	0%	–10.0%
Patricia Geibel-Conrad ³	–	–
Dr. Gernot Strube ³	–	–
Christine Schöneweis ³	–	–
Prof. Dr. Andres Söffing ³	–	–
Earnings performance		
Nemetschek Group revenues	+14.2%	+17.7%
Nemetschek Group operating result (EBITDA)	+28.8%	+15.8%
Nemetschek SE net income/loss for the year	+9.5%	–63.2%
Nemetschek Group net income/loss for the year	+40.2%	+20.6%
Staff		
Personnel expenses per FTE	+4.7%	+7.9%

¹ Two-year comparison period in accordance with the transitional provision of Section 26 (2) (2) of the Introductory Act to the German Stock Corporation Act (EAGAktG).

² Remuneration "granted" and "owed" within the meaning of Section 162 (1) (1) of the AktG.

³ No comparison possible, as term started on March 1, 2022, May 12, 2022, and May 25, 2022, respectively.

⁴ Term until May 12, 2022, remuneration for 2022 only pro rata.

Munich, March 17, 2023

Executive Board and Supervisory Board

Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG

To Nemetschek SE, München

Opinion

We have formally audited the remuneration report of the Nemetschek SE, München, for the financial year from 1 January 2022 to 31 December 2022 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

Basis for the opinion

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870). Our responsibility under that provision and that standard is further described in the “Auditor’s Responsibilities” section of our auditor’s report. As an audit firm, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements to quality control for audit firms [IDW Qualitätssicherungsstandard - IDW QS 1]. We have complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer - BS WP/vBP], including the requirements for independence.

Responsibility of the Management Board and the Supervisory Board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor’s Responsibilities

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor’s report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report. In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

München, March 17, 2023

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Katharina Deni
Wirtschaftsprüferin
(German Public Auditor)

ppa. Vera Daners
Wirtschaftsprüferin
(German Public Auditor)

Further information and instructions

I. Total number of shares and voting rights

As of the point in time that the annual general meeting is called, the share capital of the company amounts to EUR 115,500,000.00 and is divided into 115,500,000 no-par value shares, each of which entitles to one vote. The company holds no treasury shares as of the point in time that the annual general meeting is called.

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

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

For participation in the annual general meeting and the exercise of the voting right, as per § 17 (1) of the Articles, 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 (§ 126b of the German Civil Code (BGB)) prepared by the custodian institution or proof as per § 67c (3) of the German Stock Corporation Act (AktG) (each referred to as “proof of authorization”) is sufficient. The proof of authorization must be formulated in the German or English language and 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 **May 2, 2023, 00:00 (CEST)** (“proof date”).

The registration and the proof of authorization must be received by the company no later than **May 16, 2023, 24:00 (CEST)**, either in written form

at the address

Nemetschek SE
c/o Commerzbank AG
GS-OPS X TPS Sec Services Income and General Meetings
60261 Frankfurt am Main

or via E-Mail-Adresse

hv-eintrittskarten@commerzbank.com

or

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

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 “admission” for the annual general meeting. In order to ensure receipt of admission in good time, we request that shareholders register and submit the proof of authorization as early as possible.

In relation to the company, only those who have submitted proof of authorization are deemed shareholders for the exercise of rights and opportunities in connection with the annual general meeting and in particular the voting right. This means that share-

holders 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 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 participate in the annual general meeting and to exercise their voting right. The proof date is of no relevance for the entitlement to dividends.

2. Procedure for casting votes via proxies

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

With the exception of the following special cases, the granting, revocation and proof of power of attorney vis-à-vis the company must be made in text form as per § 134 (3) Sentence 3 AktG (§ 126b of the German Commercial Code (BGB)). In the event that an intermediary, shareholders’ association, proxy advisor within the context of § 134a (1) No. 3, (2) No. 3 of the German Stock Corporation Act (AktG) or any other person treated as an equivalent of the intermediary as per § 135 (8) AktG is granted power of attorney, or the granting of the power of attorney is otherwise subject to the application area of § 135 AktG, neither is the written form stipulation of § 134 (3) Sentence 3 AktG required, nor do the Articles contain any special provision governing such event; albeit these may provide forms for the granting of power of attorney for which, for such event alone, the applicable provisions of the law for the granting of power of attorney must suffice, in particular those in § 135 AktG.

a) If neither an intermediary pursuant to § 135 (1) of the German Stock Corporation Act (AktG) nor another person or institution treated as equivalent pursuant to § 135 (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 either

aa) vis-à-vis the company in written form

to the address

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

or to the e-mail address

hauptversammlung@nemetschek.com

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

or

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.

b) For the granting of power of attorney to intermediaries pursuant to § 135 (1) of the German Stock Corporation Act (AktG) or other persons or institutions treated as equivalent pursuant to § 135 (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 (3) Sentence 2 of the German Stock Corporation Act (AktG).

3. Procedure for casting votes via voting representatives

Furthermore, we offer to grant power of attorney to voting representatives for our shareholders. These voting representatives are appointed by the company and bound by instructions. The powers of attorney are to be granted in writing. If the voting representatives appointed by the company are to be granted power of attorney, the shareholder must provide them with instructions as to how the voting right is to be exercised. The voting representatives appointed by the company are required to vote according to the instructions they are given. Even if granted power of attorney, they are only authorized to exercise voting rights if there are express instructions concerning the individual agenda items. Shareholders wishing to make use of this option and grant power of attorney to the voting representatives appointed by the company are requested to use the power of attorney form which is sent to the shareholders together with the admission.

Power of attorney granted in writing to the voting representatives appointed by the company prior to the annual general meeting and written instructions must be submitted to the company to the address specified in Section 2 or sent to the e-mail address also specified in that section. Forms for granting power of attorney and issuing instructions are also available for our shareholders online under ir.nemetschek.com/aggm; it is also possible to request the forms free of charge from the company using the address specified in Section 2.

The following is to be noted in this regard:

a) The voting representatives (i) cannot accept any requests to speak, to lodge 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 (3) of the German Stock Corporation Act (AktG) or by shareholders pursuant to Art. 56 of the German SE Regulation (SE-VO), § 50 (2) of the German SE Implementation Act (SEAG), §§ 124 (1), 122 (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 annual general meeting.

b) 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 Section 2 no later than the day before the AGM, i. e. **May 22, 2023, 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.

c) It is 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 22, 2023, 18:00 (CEST)** also by means of transmission via intermediaries. The receipt of the power of attorney and/or instruction, amendment or revocation at the company is decisive.

d) If declarations regarding the granting, amendment or revocation of powers of attorney and the issue, amendment or revocation of instructions for voting representatives are received via several of the possible transmission channels (i) post, (ii) e-mail, (iii) company's AGM portal on the Internet and (iv), subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG), by means of intermediaries, the declaration received last is deemed binding.

e) Instructions for the voting representatives with reference to Agenda Item 2 of the annual general meeting 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. 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. Notes on the amendments proposed as per Section 56 of the German SE Regulation (SE-VO), § 50 (2) of the German SE Implementation Act (SEAG), § 122 (2) of the German Stock Corporation Act (AktG)

Shareholders, whose shares together represent the twentieth portion of the share capital or the proportional amount of EUR 500,000.00 (this corresponds to 500,000 shares), can, pursuant to Art. 56 of the German SE Regulation (SE-VO) and § 50 (2) of the German SE Implementation Act (SEAG), request that items

be placed on the agenda and announced. A justification or resolution must be submitted with every new item. Moreover, the annual general meeting can, pursuant to § 87 (4) of the German Stock Corporation Act (AktG), request that, pursuant to § 122 (2) Sentence 1 AktG, the maximum remuneration for the executive board, specified pursuant to § 87a (1) Sentence 2 No. 1 AktG, be reduced. A request received at the company after the annual general meeting has been called is to be made accessible on the website of the company as per § 124a Sentence 2 of the German Stock Corporation Act (AktG) immediately after its receipt at the company.

The request must be received by the executive board of the company by the end of **April 22, 2023, 24:00 (CEST)** in writing or electronically as per §§ 126 (3), 126a of the German Civil Code (BGB) (e.g. by e-mail with specification of the name of the requester with a qualified electronic signature) at the following address:

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

or

E-mail: hauptversammlung@nemetschek.com

Amendments to the agenda which are to be announced – unless they have already occurred when the annual general meeting is called – are announced in the Federal Gazette without delay after receipt of the request and transmitted to such media for publication which can be assumed to distribute the information throughout the entire European Union. They are also published under <https://ir.nemetschek.com/agm>.

5. Countermotions; election nominations

At the annual general meeting, as per § 126 of the German Stock Corporation Act (AktG), every shareholder is entitled to make a countermotion in response to a proposal made by the executive board and/or supervisory board regarding a specific agenda item and/or make an election proposal as per § 127 of the German Stock Corporation Act (AktG) (see Item 5 of the Agenda: Selection of the auditor). Countermotions as per § 126 of the German Stock Corporation Act (AktG) must include a justification. A justification is not required for an election nomination as per § 127 of the German Stock Corporation Act (AktG).

Instructions for the voting representatives appointed by the company, inquiries, countermotions as per § 126 of the German Stock Corporation Act (AktG) and election proposals as per § 127 of the German Stock Corporation Act (AktG) are to be submitted solely to:

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

or

by e-mail to: hauptversammlung@nemetschek.com

or

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

Countermotions and election proposals are made accessible with the corresponding further details on the Internet under:

ir.nemetschek.com/agm

if they are received at the company by **May 8, 2023, 24:00 (CEST)** at one of the addresses specified and the remaining prerequisites obligating the company to make such accessible as per § 126 and/or § 127 of the German Stock Corporation Act (AktG) are met. Further details regarding this are available on the Internet at ir.nemetschek.com/agm.

6. Notes on the right of shareholders to be informed as per § 131 (1) AktG

At the annual general meeting, upon request, the executive board is to provide every shareholder with information concerning the affairs of the company including legal or commercial relationships to associated entities as well as concerning the position of the Group and of the entities included in the consolidated financial statements inasmuch as this information is required for due assessment of an item of the agenda. The exercising of the applicable right to be informed as per § 131 (1) of the German Stock Corporation Act (AktG) requires participation in the annual general meeting.

7. Information and documents for the annual general meeting; website

This calling of the annual general meeting, the documents to be made available to the 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 for access on the company's website under ir.nemetschek.com/agm from the time the annual general meeting is called. It is planned that the main statements of the speeches and presentations of the executive board will also be published there on Friday, May 19, 2023. Moreover, the voting results will be published there after the annual general meeting.

8. Information on privacy

In connection with the annual general meeting, Nemetschek SE, as the party responsible within the scope of data protection law, collects and processes personal data (name, address, alternative delivery address, if applicable, e-mail address, if applicable, number of shares, type of shareholding) of shareholders and their proxies on the basis of applicable data protection law. This is carried out within the scope of legal obligations and in order to enable shareholders to exercise their rights within the scope of the annual general meeting.

The legal bases for the processing are Art. 6 (1) lit. c) of the General Data Protection Regulation (GDPR) and § 67e (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 annual general meeting, e.g. possibly via the list of participants. 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 (1) lit. f) GDPR and § 67e (1) of the German Stock Corporation Act (AktG).

The company saves the personal data in connection with the 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, Germany, 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
Bernhard-Wicki-Straße 7
80636 Munich, Germany, 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.

München, in April 2023

Nemetschek SE
The executive board

NEMETSCHEK
GROUP

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