

Proxy voting form

to the Annual General Meeting of Nemetschek SE, Munich, on May 20, 2025

This form is not a substitute for proper registration for the Annual General Meeting and does not replace the timely receipt of proof of share ownership in the correct form. Please note the information on the reverse.

Person of the declarant

First and last name / name of the company

Number of shares

Zip code / place of residence / registered office of the company

Admission ticket no.

Issuing powers of attorney and instructions to the proxies appointed by the company

I/We authorize the proxies appointed by Nemetschek SE (Ms. Stefanie Zimmermann and Ms. Marion Ziegler, both employees of Nemetschek SE, Munich), each individually, with the right to sub-authorize, to exercise my/our voting rights at the above-mentioned Annual General Meeting, disclosing my/our name(s), in accordance with my/our instructions given below. The instructions relate in each case to the proposed resolutions published in the Federal Gazette.

Instruction on agenda items	Yes	No	Abstention
TOP 2 Resolution on the use of the balance sheet profit for the 2024 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 3 Resolution on approving the action of the members of the executive board for the 2024 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 4 Resolution on approving the action of the members of the supervisory board for the 2024 financial year			
4.1 Mr. Kurt Dobitsch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2 Ms. Iris M. Helke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.3 Mr. Bill Krouch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.4 Ms. Christine Schöneweis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.5 Mr. Prof. Dr. Andreas Söffing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.6 Mr. Dr. Gernot Strube	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 5 Resolution on the appointment of the auditor for the annual financial statements and the consolidated financial statements for the 2025 fiscal year and for the audit review of the condensed financial statements and the interim management report for the 2025 fiscal year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 6 Resolution on the appointment of the auditor of the sustainability report for the 2025 financial year for the Company and the Group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 7 Resolution on the approval of the remuneration report for the 2024 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 8 Resolution on the cancellation of Authorized Capital 2021 and the creation of a new Authorized Capital 2025/I with the option to exclude the shareholders' right of subscription as well as on the corresponding amendment of the Articles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 9 Resolution on the cancellation of the existing authorization and the granting of a new authorization to issue convertible bonds, warrant bonds, profit participation rights and/or profit participating bonds (and/or combination of these instruments) with the option to exclude the right of subscription, the cancellation of Contingent Capital 2021, the creation of Contingent Capital 2025/I as well as the corresponding amendment of the Articles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 10 Resolution on the consent to conclude a profit and loss transfer agreement between the Company and Graphisoft Deutschland GmbH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Instruction on countermotions/election proposals

	Yes	No	Abstention		Yes	No	Abstention		Yes	No	Abstention
Application A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Application C	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Application E	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Application B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Application D	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Application F	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date

X

Signature(s) or other conclusion of the declaration

or Power of attorney to a third party

I/We authorize

First and last name / name of the company

Zip code / place of residence / registered office of the company

to represent me/us at the above-mentioned Annual General Meeting. The power of attorney includes the exercise of all meeting-related rights as well as the granting of a sub-authorization.

Date

X

Signature(s) or other conclusion of the declaration

Notes

1. Registration for the Annual General Meeting and proof of eligibility

In accordance with § 17 (1) of the Articles of Incorporation, only those shareholders - in person or by proxy - who have registered for the Annual General Meeting in accordance with the statutory provisions and have provided the company with evidence of their shareholding in accordance with the statutory provisions are entitled to attend the Annual General Meeting and exercise their voting rights. Proof of share ownership must be received by the company either in text form (§ 126b BGB) or by transmission through intermediaries in accordance with the requirements of § 67c para. 3 AktG in conjunction with Art. 5 Delegated Regulation (EU) 2018/1212 (in each case "proof of entitlement"). The proof of entitlement must be in German or English and must refer to the close of business on the twenty-second day (local time at the company's registered office) prior to the Annual General Meeting, i.e. **April 28, 2025, 24:00 hours (CEST)** ("record date").

The registration and the proof of entitlement must be received by the company in text form no later than **May 13, 2025, 24:00 hours (CEST)**, either at the address

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

or at the e-mail address hauptversammlung@baderhubl.de.

Subject to the requirements of § 67c (3) AktG, the registration and proof of eligibility may also be submitted to the company by intermediaries using one of the aforementioned contact options by no later than **May 13, 2025, 24:00 hours (CEST)** (receipt by the company is decisive).

2. Notes on this form

Please fill out this form completely and legibly. The required personal details of the person making the declaration can be found on your admission ticket, which will be sent to you once you have duly registered.

If an allocation is not possible due to missing or incorrect registration or incomplete or illegible information on this form, the voting right cannot be exercised by means of this form by authorizing the proxies appointed by the company or the rights and options of the shareholders in connection with the Annual General Meeting cannot be exercised by a third party authorized by means of this form.

To exercise your voting rights by authorizing and instructing the proxies appointed by the company and to grant powers of attorney, you can also use the forms sent with the admission ticket or use the other options listed in the invitation to the Annual General Meeting without using the forms.

3. Procedure for voting by proxy

Provided that they meet the requirements set out in section 1, shareholders have the option of having their voting rights exercised by a proxy - for example, an intermediary, a shareholders' association, a proxy advisor within the meaning of § 134a para. 1 no. 3, para. 2 no. 3 AktG, the proxies appointed by the company or a person of their choice. You can use the form on the front of this document ("Proxy to a third party") to authorize a third party.

The granting of a proxy, its revocation and proof of authorization to the company must be in text form in accordance with § 134 para. 3 sentence 3 AktG (§ 126b BGB). In the event that an intermediary within the meaning of § 67a para. 4 AktG, a shareholders' association, a voting rights advisor within the meaning of § 134a para. 1 no. 3, para. 2 no. 3 AktG or another person pursuant to § 135 para. 8 AktG is granted proxy, or the granting of proxy is otherwise subject to the scope of application of § 135 AktG, text form is neither required by § 134 para. 3 sentence 3 AktG nor do the Articles of Incorporation contain a special provision for this case; however, they may provide for deviating provisions for their authorization. However, a breach of these and certain other requirements specified in Section 135 AktG for the authorization of an intermediary within the meaning of § 67a para. 4 AktG, a shareholders' association, a voting rights advisor or another person within the meaning of § 135 para. 8 AktG does not impair the effectiveness of the vote in accordance with § 135 para. 7 AktG.

If no proxy is granted to an intermediary within the meaning of § 67a para. 4 AktG, a shareholders' association, a proxy advisor within the meaning of § 134a para. 1 no. 3, para. 2 no. 3 AktG or any other person pursuant to § 135 para. 8 AktG, the proxy must be either to the company in text form at the address

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

or by e-mail: hauptversammlung@nemetschek.com.

or directly in text form to the authorized representative (in this case, the authorization must be proven to the company in text form or, under the conditions of § 67c AktG, by means of transmission through intermediaries). The same applies to the amendment and revocation of the proxy or proof of authorization.

4. Procedure for voting by proxy

In addition, we offer our shareholders the opportunity to be represented by proxies appointed by the company who are bound by instructions. You can use the form on the front of this document ("Authorization and instructions to the proxies appointed by the company") to authorize proxies appointed by the company.

If the proxies appointed by the company are to be authorized, you must always issue instructions to them as to how the voting right is to be exercised. The proxies appointed by the company are obliged to vote in accordance with the instructions given to them. Even if they have been granted power of attorney, they are only authorized to exercise voting rights if they have received express instructions on the individual items on the agenda. Countermotions and election proposals to be made accessible will be made available on the Internet at ir.nemetschek.com/agma together with the relevant additional information.

Please check the Yes box if you agree, the No box if you disagree and the Abstain box if you abstain. If you do not make a mark, this will be counted as an abstention; multiple marks will be counted as invalid.

Powers of attorney and instructions to the proxies appointed by the company can be sent in advance of the Annual General Meeting until **May 19, 2025, 18:00 (CEST)** (receipt decisive):

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

or by e-mail: hauptversammlung@nemetschek.com.

In all of these cases, receipt of the authorization or instruction, amendment or revocation by the company is decisive. Powers of attorney and instructions to the proxies appointed by the company may also be issued, amended or revoked by way of transmission through intermediaries until **May 19, 2025, 6:00 p.m. (CEST)**, subject to the requirements of § 67c AktG. The decisive factor is the receipt of the authorization or instruction by the company.

The proxies appointed by the company (i) do not accept any instructions to speak, to file objections to resolutions of the Annual General Meeting or to ask questions or propose motions and (ii) are only available to vote on motions and election proposals for which there are resolution proposals from the Executive Board and/or Supervisory Board pursuant to § 124 para. 3 AktG or by shareholders in accordance with Article 56 of the SE Regulation, § 50 para. 2 SEAG, §§ 124 para. 1, 122 para. 2 sentence 2 AktG or which are made accessible in accordance with §§ 126, 127 AktG, insofar as these motions or election proposals are put to the vote at the Annual General Meeting.

5 Supplementary regulations on the exercise of voting rights

If the company receives different declarations regarding the exercise of voting rights or the granting, amendment or revocation of powers of attorney and instructions for the same shareholding by different means of transmission, only the last declaration submitted will be taken into account. If it is not clear to the company which of the declarations was submitted last, these declarations will be considered in the following order: (1) e-mail, (2) transmission by intermediaries in accordance with § 67c AktG, and (3) paper form.

If shareholders wish to attend the Annual General Meeting in person or by proxy and represent the relevant shares despite having already issued a power of attorney and instructions to the proxies appointed by the company, this is possible. In this case, personal attendance or attendance by an authorized representative is deemed to be a revocation of the powers of attorney and instructions issued to the proxies appointed by the company. Votes or authorizations and instructions to the proxies appointed by the company that are cast or issued at the Annual General Meeting take precedence.

If an individual vote is held on an agenda item without this having been communicated in advance of the Annual General Meeting, any instructions previously issued to the proxies appointed by the company for exercising voting rights on this agenda item as a whole shall also be deemed to be corresponding instructions or corresponding votes for each item of the associated individual vote, unless they are amended or revoked.

The instruction to the proxies appointed by the company regarding agenda item 2 also applies in the event that the number of no-par value shares entitled to dividends changes before the Annual General Meeting and a correspondingly adjusted proposal for a resolution on the appropriation of profits is submitted to the Annual General Meeting while the distribution of a dividend per no-par value share entitled to dividends remains unchanged.