

Further information on the rights of shareholders according to Section 56 Sentence 2 and Sentence 3 of the German SE Regulation (SE-VO), § 50 Para. 2 of the German SE Implementation Act (SEAG), § 122 Para. 2 of the German Stock Corporation Act (AktG) in conjunction with § 1 Para. 3 Sentence 4 of the German COVID-19 Act ("COVID-19-Gesetz"), § 126 Para. 1, § 127 AktG, § 1 Para. 2 of the German COVID-19 Act

*Amendment of the agenda at the request of a minority according to Section 56 Sentence 2 and Sentence 3 of the German SE Regulation (SE-VO), § 50 Para. 2 of the German SE Implementation Act (SEAG), § 122 Para. 2 of the German Stock Corporation Act (AktG) in conjunction with § 1 Para. 3 Sentence 4 of the German COVID-19 Act ("COVID-19-Gesetz")*

Shareholders, whose shares together amount to five percent of the share capital or the proportional amount of EUR 500,000.00 (this corresponds to 500,000 no-par shares), can request that items be placed on the agenda of the annual general meeting and announced. This quorum is required pursuant to Section 56 Sentence 2 and Sentence 3 of the German SE Regulation (SE-VO) in conjunction with § 50 Para. 2 of the German SE Implementation Act (SEAG) for requests for amendment of the agenda made by the shareholders of a European Company, or Societas Europaea (SE). § 50 Para. 2 of the German SE Implementation Act (SEAG) corresponds in terms of content to the provision of § 122 Para. 2 of the German Stock Corporation Act (AktG).

A justification or resolution must be submitted with every new item. Requests are to be made in writing, and must be addressed to the company's executive board and received by the company at least 14 days before the annual general meeting, i.e. by the end of June 4, 2020, 12 midnight CEST, at the latest.

We ask that any such requests be sent to the following address:

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

E-mail: [hauptversammlung@nemetschek.com](mailto:hauptversammlung@nemetschek.com)

Amendments to the agenda which are to be announced – unless this has 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. In addition, they will be made accessible on company's website at

<https://ir.nemetschek.com/hv>

and communicated to the shareholders in accordance with § 125 Para. 1 Sentence 3 of the German Stock Corporation Act (AktG).

The provisions of the Regulation (EC) No. 2157/2001 of the Council of October 8, 2001 on the statute of the European Company, or Societas Europaea (SE) (German SE Regulation ("SE-VO")), the German SE Implementation Act ("SEAG") and the German Stock Corporation Act ("AktG"), upon which these shareholder rights are based, are as follows:

**Section 56 SE-VO Announcement and amendment of the agenda**

One or more shareholders who together hold at least 10% of an SE's subscribed capital may request that one or more additional items be put on the agenda of any annual general meeting. The procedures and deadlines applicable to such requests are laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above percentage rate may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

**§ 50 SEAG Convocation and amendment of the agenda at the request of a minority (excerpt)**

- (2) The amendment of the agenda of an annual general meeting by one or more items may be requested by one or more shareholders whose shares amount in aggregate to not less than 5 percent of the share capital or represent an amount of the share capital corresponding to EUR 500,000.

**§ 122 AktG (German Stock Corporation Act) Calling of a meeting at the request of a minority (excerpt)**

- (2) In the same manner, shareholders whose shares together amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000 may request that items be placed on the agenda and announced. A justification or resolution must be submitted with every new item. The request within the context of Sentence 1 must be provided to the company at least 24 days prior to the meeting, in the case of listed companies at least 30 days prior to the meeting; the day of receipt is not to be taken into account.

**§ 124 AktG Announcement of requests for amendments; proposals for resolutions (excerpt)**

- (1) If, pursuant to § 122 Para. 2, the minority has requested that items be added to the agenda, these items are to be published either upon calling the meeting or immediately following receipt of the request. § 121 Para. 4 applies analogously; moreover, § 121 Para. 4a applies analogously to listed companies. Publication and submission are to be made in the same way as applicable for calling the meeting.

**§ 1 Para. 3 of the of the German COVID-19 Act ("COVID-19-Gesetz"), which governs measures in corporate, cooperative society, association, foundation and residential property law in response to the impact of the COVID-19 pandemic**

- 3) In deviation of § 123 Para. 1 Sentence 1 and Para. 2 Sentence 5 of the German Stock Corporation Act (AktG), the executive board can decide to call the annual general meeting no later than the 21<sup>st</sup> day before the day of the meeting. In deviation of § 123 Para. 4 Sentence 2 of the German Stock Corporation Act (AktG), in the case of listed companies, the proof of share ownership is to relate to the beginning of the twelfth day before the meeting and, in the case of the company's bearer shares, must be received at the address specified for this purpose in the invitation convening the meeting by no later than the fourth day

before the annual general meeting, unless the executive board specifies an earlier deadline for receipt at the company of this proof; any deviating provisions of the Articles of Association are irrelevant. In the case of the meeting's being convened with a shorter period of notice pursuant to Sentence 1, notification as per § 125 Para. 1 Sentence 1 of the German Stock Corporation Act (AktG) must be given no later than twelve days before the meeting, and, as per § 125 Para. 2 of the German Stock Corporation Act (AktG), must be given to those who, as of the beginning of the twelfth day before the annual general meeting, are entered in the share register. In deviation of § 122 Para. 2 of the German Stock Corporation Act (AktG), in the above-mentioned case, requests for additions to the agenda must be received by the company at least 14 days before the meeting.

***Shareholder proposals and election nominations as per §§ 126 Para. 1, 127 of the German Stock Corporation Act (AktG)***

Shareholders can submit countermotions in response to proposals made by the executive board and/or supervisory board regarding specific agenda items as per § 126 Para 1 of the German Stock Corporation Act (AktG), and make nominations for elections as per § 127 AktG. Countermotions and election nominations must be sent solely by means of the following contact options:

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

Fax: +49 89 540459-444  
E-mail: [hauptversammlung@nemetschek.com](mailto:hauptversammlung@nemetschek.com)

Applications or nominations addressed otherwise will not be considered.

Countermotions and election nominations to be made accessible which are received via one of the above contact options in good time, i.e. before the end of June 4, 2020, 12 midnight CEST, will be made accessible to the shareholders, including the shareholder's name and statement of reasons, without delay on the company's website at:

<https://ir.nemetschek.com/hv>.

Any comments issued by Management will also be made accessible there.

The company can refrain from publishing a countermotion or election nomination as well as the reasons for such if the prerequisites stipulated in § 126 Para. 2 of the German Stock Corporation Act (AktG) (in conjunction with § 127 Sentence 1 AktG) are given. A justification is not required for an election nomination as per § 127 of the German Stock Corporation Act (AktG).

It is not necessary to make grounds accessible if, for instance, any grounds for a countermotion and/or any grounds for an election nomination exceed 5,000 characters in length. Moreover, for example, as per § 127 Sentence 3 of the German Stock Corporation Act (AktG), it is not necessary for the executive board to make such an election nomination accessible if the

nomination fails to contain the particulars required by § 124 Para. 3 Sentence 4 AktG and § 125 Para. 1 Sentence 5 AktG.

It is not possible to make any countermotions or election nominations during the virtual annual general meeting. Permissible countermotions and election nominations received by the company before the annual general meeting via one of the above contact options no later than the end of June 17, 2020, 12 midnight CEST, will be considered within the scope of the virtual annual general meeting as submitted if the shareholder presenting the countermotion or election nomination is duly registered for the virtual annual general meeting.

The provisions of the German Stock Corporation Act (AktG) upon which these shareholder rights are based, which also specify the conditions under which it is permitted to refrain from making countermotions and election nominations available, are as follows:

### **§ 126 Proposals from shareholders**

(1) Proposals from shareholders together with the shareholder's name, the grounds and any position taken by Management are to be made available to the persons authorized as per § 125 Para. 1 to 3 under the conditions stated therein if at least 14 days before the meeting the shareholder has sent the company a countermotion to a proposal of the executive board or the supervisory board regarding a specific item on the agenda together with the grounds to the address provided. The date of receipt is not to be taken into account. In the case of listed companies, access is to be provided via the company's website. § 125 Para. 3 applies accordingly.

(2) It is not necessary to provide access to a countermotion and its grounds if

1. the executive board would by reason of such communication make itself liable to prosecution,
2. the countermotion would lead to a resolution of the annual general meeting which would be illegal or would violate the statutes,
3. the grounds contain statements which are manifestly false or misleading in material respects or which are libelous,
4. a countermotion based on the same facts as the shareholder's countermotion has already been communicated to an annual general meeting of the company pursuant to § 125,
5. the same countermotion of the shareholder with essentially identical grounds has already been communicated pursuant to § 125 to at least two annual general meetings of the company within the past five years and at such annual general meetings less than one-twentieth of the share capital represented voted in favor of the proposal,
6. the shareholder indicates that he/she will neither attend nor be represented at the annual general meeting, or

7. within the past two years at two annual general meetings the shareholder failed to propose a countermotion submitted by him/her or failed to have such proposed on his/her behalf.

It is not necessary to make the grounds available if they exceed 5,000 characters in length.

(3) If several shareholders propose countermotions in respect to the same subject matter for resolution, the executive board can combine such countermotions and their grounds.

### **§ 127 Nominations by shareholders (excerpt)**

§ 126 applies analogously to a nomination by a shareholder for the election of a member of external auditors. A justification is not required for a nomination. Neither is it necessary for the executive board to communicate such nomination if the nomination fails to contain the particulars required by § 124 Para. 3 Sentence 3 and § 125 Para. 1 Sentence 5.

### **§ 124 Announcement of requests for amendments; proposals for resolutions (excerpt)**

(3) For every item of the agenda upon which the annual general meeting is to make a resolution, the executive board and the supervisory board are to make proposals for resolution in the publication of the agenda; for the election of supervisory board members and the selection of auditors, only the supervisory board is to make proposals for resolution in the publication of the agenda. In the case of companies which are capital-market-oriented within the context of § 264d of the German Commercial Code (HGB), CRR credit institutions within the context of § 1 Para. 3d Sentence 1 of the German Banking Act (KWG), with the exception of the institutions specified in § 2 Para. 1 No. 1 and 2 KWG, or insurance companies within the context of Section 2 Para. 1 of Directive 91/674/EEC, the proposal of the supervisory board for the selection of the auditor is to be based on the recommendation of the audit committee. Sentence 1 is not applicable if the annual general meeting is bound by nominations for the election of supervisory board members as per § 6 of the German Act on the Co-determination of Employees in the Coal, Iron and Steel Industry ("Montan-Mitbestimmungsgesetz"), or if the item to be resolved upon was placed on the agenda at the request of a minority. The proposal for the election of members of the supervisory board or the selection of auditors is to contain their name, current profession and place of residence. If the supervisory board is to include supervisory board members of the employees, then supervisory board resolutions on proposals for the election of supervisory board members only require the majority of the votes of the supervisory board members of the shareholders; § 8 of the Act on the German Co-determination of Employees in the Coal, Iron and Steel Industry ("Montan-Mitbestimmungsgesetz") remains unaffected.

### **§ 125 Information for shareholders and supervisory board members (excerpt)**

(1) ... In the case of listed companies, information required by law concerning membership of nominated supervisory board members in other supervisory boards is to be included with a nomination of supervisory board members; information concerning

their membership in comparable domestic and foreign supervisory bodies should be included.

***Opportunity for shareholders to ask questions***

Duly registered shareholders have the opportunity to ask questions by means of electronic communication (cf. § 1 Para. 2 Sentence 1 No. 3 of the German COVID-19 Act – “COVID-19-Gesetz”). Any questions are to be submitted via the AGM portal at

<https://ir.nemetschek.com/hv>

no later than the end of June 17, 2020, 12 midnight CEST. The “Ask question” button on the AGM portal is provided for this purpose. The duly registered shareholders are restricted in terms of this right to ask questions to the scope of electronic communication. Beyond this, there is no entitlement to information or speaking time.

It is not possible to consider questions submitted after expiration of the deadline specified above.

According to § 1 Para. 2 Sentence 2 of the German COVID-19 Act (“COVID-19-Gesetz”), the executive board decides at its due and free discretion as to which questions it answers and how. It can in particular consolidate questions and choose meaningful answers in the interests of the other shareholders. Moreover, the executive board can give preference to shareholders’ associations and institutional investors with considerable voting shares. Questions posed in foreign languages will not be considered. The executive board reserves the right to respond to questions which repeatedly come up by answering in a general manner in advance on the company’s website.

The provisions upon which this right to ask questions is based are included in the following after the information provided below on the declaration of objections to be put on record.

***Declaration of objections to be put on record***

Until the end of the annual general meeting, duly registered shareholders who have exercised their voting right can electronically declare an objection against resolutions of the annual general meeting to be put on record with the notary via the ANG portal at

<https://ir.nemetschek.com/hv>.

The “Declaration of objection” button on the AGM portal is provided for this purpose.

The shareholders’ opportunity to ask questions and the option to declare objections described above are based on the following provisions of the statutes:

**§ 1 Para. 2 of the German COVID-19 Act (“COVID-19-Gesetz”)**

(2) The executive board can decide that the meeting is to be held without the physical presence of the shareholders or their authorized representatives as a virtual annual general meeting, provided that

1. the broadcast by means of audio and video transmission encompasses the entire meeting,
2. provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,
3. shareholders are given the opportunity to ask questions by means of electronic communication,
4. shareholders who have exercised their voting right in accordance with No. 2 are afforded the possibility of objecting to a resolution adopted by the annual general meeting in deviation of § 245 No. 1 of the German Stock Corporation Act (AktG), the need to be physically present at the general meeting thus being waived.

The executive board decides at its due and free discretion as to which questions it answers and how; it can also stipulate that questions are to be submitted by means of electronic communication no later than two days before the meeting.

Munich, in May 2020

Nemetschek SE

The Executive Board