

**Further information on the rights and options 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, § 126 Para. 1, § 127 of the German Stock Corporation Act (AktG), § 1 Para. 2 of the German COVID-19 Measures Act (“COVID-19-Maßnahmengesetz”)**

The annual general meeting will be held as a virtual annual general meeting without the shareholders or their proxies being in physical attendance as per § 1 Para. 2 of the law which governs measures in corporation, cooperative society, association, foundation and residential property law in response to the impact of the COVID-19 pandemic of March 27, 2020 (BGBl I 2020, p. 570), last amended by the amending act of December 22, 2020 (BGBl I 2020, p. 3332) of the German COVID-19 Measures Act (“COVID-19-Maßnahmengesetz”).

The calling of the annual general meeting already contains information on shareholders’ rights and options pursuant to Art. 56 Sentence 2 and Sentence 3 of the Regulation (EC) No. 2157/2001 of the Council of October 8, 2001 on the statute of the European Company (SE) (hereinafter referred to as “SE-VO”), § 50 Para. 2 SE Implementation Act (hereinafter referred to as “SEAG”), §§ 122 Para. 2, 126 Para. 1, 127 of the German Stock Corporation Act (hereinafter referred to as “AktG”) and § 1 Para. 2 No. 3, 4 of the German COVID-19 Measures Act (“COVID-19-Maßnahmengesetz”). The following information is for the purpose of further explanation.

***Amendment of the agenda at the request of a minority according to Art. 56 Sentence 2 and Sentence 3 SE-VO, § 50 Para. 2 SEAG, § 122 Para. 2 AktG***

Shareholders, whose shares together reach the proportional amount of EUR 500,000.00 of the share capital (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 Art. 56 Sentence 2 and Sentence 3 SE-VO in conjunction with § 50 Para. 2 SEAG for requests for amendment of the agenda made by the shareholders of a European Company, or Societas Europaea (SE). § 50 Para. 2 SEAG corresponds in terms of content to the provision of § 122 Para. 2 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 30 days before the annual general meeting, i.e. by the end of April 11, 2021, 24:00 (CEST; which corresponds to 22:00 UTC) at the latest.

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

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

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, pursuant to § 121 Para. 4a AktG, transmitted to such media for publication which can be assumed to distribute the information throughout the entire European Union. In addition, they will be made accessible on company’s website at

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

and communicated to the shareholders in accordance with § 125 Para. 1 Sentence 3 AktG.

The provisions of SE-VO, SEAG and AktG on which these shareholders' rights are based are as follows:

**Art. 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 – 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.

***Countermotions and election nominations as per §§ 126 Para. 1, 127 AktG***

Each shareholder is, pursuant to § 126 Para. 1 AktG, entitled to submit countermotions to proposed resolutions in respect of the agenda items. If the countermotions are to be made

available by the company, they must be submitted at least 14 days prior to the annual general meeting, i.e. by no later than April 27, 2021, 24:00 (CEST; which corresponds to 22:00 UTC)

- at the address  
NEMETSCHEK SE  
Investor Relations  
Konrad-Zuse-Platz 1  
81829 Munich or
- to fax number  
[+49 (0) 89 540 459 444 or
- to the e-mail address  
hauptversammlung@nemetschek.com or
- subject to the prerequisites of § 67c AktG, by means of transmission via intermediaries.

Countermotions sent to a different address need not be made available. In all cases of submission of a countermotion, the receipt of the countermotion at the company is decisive.

Countermotions to be made available will be made available to the shareholders, and will include the name of the shareholder and, if applicable, the grounds for the countermotions, on the company's website at

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

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

The company may decide not to make a countermotion and any grounds for it available if the prerequisites of § 126 Para. 2 AktG are given.

It is not necessary to make grounds accessible if, for instance, any grounds for a countermotion exceed 5,000 characters in length.

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

It is not possible to make any countermotions or election nominations during the virtual annual general meeting. Motions or election nominations which are, pursuant to § 126 AktG or § 127 AktG, to be made available are, pursuant to § 1 Para. 2 Sentence 3 of the German COVID-19 Measures Act ("COVID-19-Maßnahmengesetz"), deemed as submitted at the annual general meeting if the shareholder submitting the motion or election nomination is duly legitimized and registered for the annual general meeting.

The provisions of AktG and of the German COVID-19 Measures Act (“COVID-19-Maßnahmengesetz”) on which these shareholders’ rights are based are in part as follows:

**§ 126 AktG – 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 AktG – Nominations by shareholders (excerpt)**

§ 126 applies analogously to a nomination by a shareholder for the election of a member of the supervisory board or 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 4 and § 125 Para. 1 Sentence 5.

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

(3) [...] 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.

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

(1) The executive board of a company that did not exclusively issue registered shares is to provide notification of the convocation of the annual general meeting at least 21 days before such as follows:

1. to the intermediaries that hold shares of the company,
2. to the shareholders and intermediaries that requested notification and
3. to the shareholders' associations that requested notification or that exercised voting rights at the last annual general meeting.

The day of the notification is not to be taken into account. If the agenda is to be amended pursuant to § 122 Para. 2, then, in the case of listed companies, notification of the amended agenda is to be made. In the notification, the option of exercising the voting right by means of a proxy, as well as by means of a shareholders' association, is to be indicated. 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.

**§ 1 of the German COVID-19 Measures Act ("COVID-19-Maßnahmengesetz") (excerpt)**

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

***Shareholders' right to ask questions pursuant to § 1 Para. 2 No. 3 of the German COVID-19 Measures Act ("COVID-19-Maßnahmengesetz")***

Duly registered shareholders and/or their proxies, excepting voting representatives appointed by the company, have, pursuant to § 1 Para. 2 No. 3 of the German COVID-19 Measures Act (“COVID-19-Maßnahmengesetz”) a right to ask questions by means of electronic communication. Any questions are to be submitted via the AGM portal at

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

no later than May 10, 2021, 24:00 (CEST; which corresponds to 22:00 UTC). The “Ask question(s)” 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 Measures Act (“COVID-19-Maßnahmengesetz”), the executive board decides at its due and free discretion as to how it answers questions. Please keep in mind that we must reserve the right to consolidate questions. The executive board further reserves the right to respond to questions which repeatedly come up by answering in a general manner in advance on the company’s website. Please note that the names of shareholders and proxies who submit questions may be mentioned by name within the scope of responding to the questions at the virtual annual general meeting unless they have expressly objected to such mention by name.

The provision of the German COVID-19 Measures Act (“COVID-19-Maßnahmengesetz”) on which these shareholders’ rights are based is as follows:

**§ 1 of the German COVID-19 Measures Act (“COVID-19-Maßnahmengesetz”) (excerpt)**

(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. [...]
2. [...]
3. shareholders are granted a right to ask questions by means of electronic communication,
4. [...]

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

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

Duly registered shareholders who have exercised their voting right by means of absentee ballot or by means of proxies can, pursuant to § 1 Para. 2 No. 4 of the German COVID-19 Measures Act (“COVID-19-Maßnahmengesetz”) – personally or by means of proxies (excepting the use of

voting representatives appointed by the company) – submit an objection to resolutions of the virtual annual general meeting for the duration of the virtual annual general meeting via the AGM portal at

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

without being in physical attendance at the annual general meeting. The “Declaration of objection” button on the AGM portal is provided for this purpose.

The corresponding provision of the German COVID-19 Measures Act (“COVID-19-Maßnahmengesetz”) is as follows:

**§ 1 of the German COVID-19 Measures Act (“COVID-19-Maßnahmengesetz”)  
(excerpt)**

(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. [...]

2. [...]

3. [...]

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 AktG, the need to be physically present at the general meeting thus being waived.

Munich, in March 2021

Nemetschek SE

The Executive Board