

Key Figures

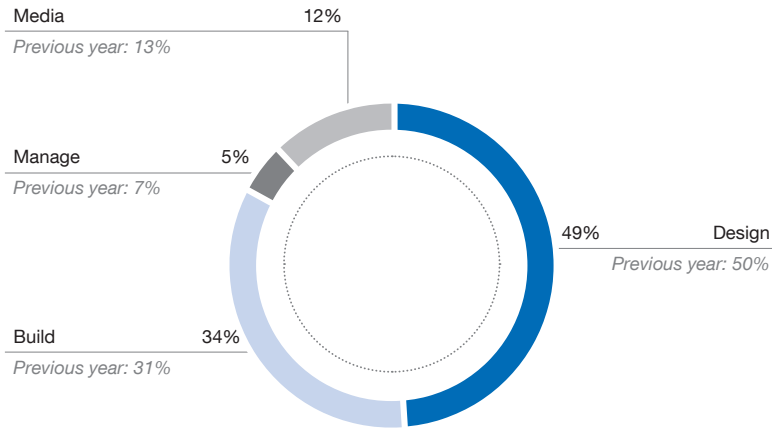
NEMETSCHEK GROUP

in EUR million	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2020
Revenues	995.6	851.6	801.8	681.5	596.9
- thereof software licenses	100.7	161.1	233.1	234.8	210.0
- thereof recurring revenues	861.2	652.7	532.6	416.7	359.0
- subscription + SaaS (as part of the recurring revenues)	567.8	301.8	204.2	132.0	90.4
Annual Recurring Revenue (ARR)	1,019.9	718.6	581.7	456.5	-
EBITDA	301.0	257.7	257.0	222.0	172.3
as % of revenue	30.2%	30.3%	32.0%	32.6%	28.9%
Organic EBITDA margin (w/o GoCanvas dilution effect)	31.1%	-	-	-	-
EBIT	234.2	199.5	198.1	172.0	122.5
as % of revenue	23.5%	23.4%	24.7%	25.2%	20.5%
Net income (group shares)	175.4	161.3	161.9	134.6	96.9
per share in €	1.52	1.40	1.40	1.17	0.84
Net income (group shares) before purchase price allocation	200.8	183.8	186.9	153.9	115.2
per share in €	1.74	1.59	1.62	1.33	1.00
Cash flow figures					
Cash flow from operating activities	306.8	252.9	213.8	214.4	157.5
Cash flow from investing activities	-707.1	-37.8	-52.4	-147.6	-111.0
Cash flow from financing activities	331.8	-139.4	-124.0	-55.4	-109.1
Free cash flow	-400.3	215.0	161.4	66.7	46.5
Free cash flow before M&A investments	293.5	240.6	182.4	193.8	148.2
Balance sheet figures					
Cash and cash equivalents	205.7	268.0	196.8	157.1	139.3
Net liquidity/net debt	-294.6	261.2	124.9	28.4	9.0
Balance sheet total	2,136.3	1,274.3	1,198.1	1,072.2*	889.7
Equity ratio in %	44.2%	61.4%	57.5%	52.2%*	46.9%
Headcount as of balance sheet date	3,894	3,429	3,448	3,180	3,074
Share figures					
Closing price (Xetra) in €	93.65	78.50	47.69	112.80	60.40
Market Capitalization	10,816.58	9,066.75	5,508.20	13,028.40	6,976.20

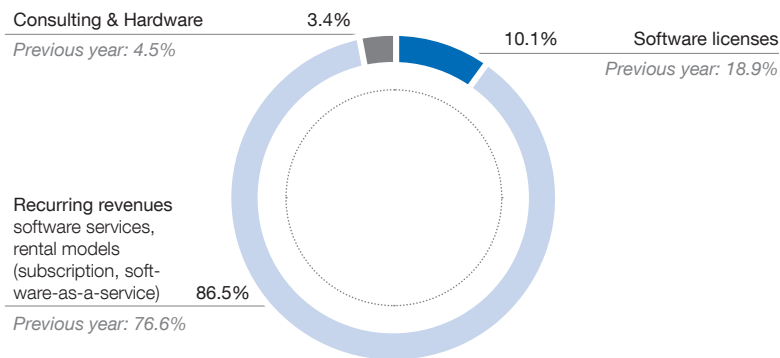
* Figures were restated due to a goodwill adjustment.

For better readability, the masculine form is used for personal nouns in most cases in this annual report. This does not imply any discrimination against the other genders, but should be understood as gender-neutral in the interest of linguistic simplification.

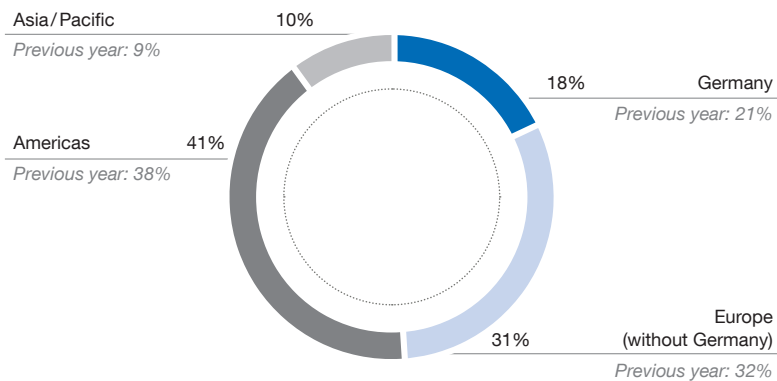
REVENUES BY SEGMENT IN %



REVENUES BY TYPE IN %



REVENUES BY REGION IN %



Letter to Shareholders

Dear shareholders,

After celebrating our 60th company anniversary in 2023, we reached another significant milestone in 2024: the 25th anniversary of the IPO of Nemetschek SE. The company's IPO in 1999 marked the start of an impressive success story. Over the past 25 years, the Nemetschek Group has grown from a medium-sized German software provider to a leading global provider of digital solutions for the AEC/O and media industries.

This success story is rooted in the strength of our operational business. Despite growing global challenges and economic uncertainties, particularly in the construction industry, the Nemetschek Group once again demonstrated remarkable resilience in 2024. Thanks to our clear strategic focus and innovative strength, we have not only overcome market challenges but also further strengthened our position in our AEC/O and Media industries.

Key Financial Figures 2024: Strong Growth Path

In 2024, the Nemetschek Group continued its successful growth trajectory, **achieving or significantly exceeding its financial targets** while transitioning its business model to subscription and SaaS models.

» **Group revenue** grew by 16.9% to EUR 995.6 million in 2024 thanks to a particularly strong year-end business. Currency-adjusted growth amounted to 17.2%. The revenue contribution from the first-time consolidation of the acquired GoCanvas as of July 1, 2024, was in line with the outlook at around 3 percentage points of total growth. On an organic basis (i.e. excluding the acquisition effects of GoCanvas) and currency-adjusted basis, revenue growth amounted to 14.0% thus exceeding the outlook for organic, currency adjusted revenue growth of 10% to 11%.

- » **Annual recurring revenue (ARR)**, including the contribution from GoCanvas, grew by 41.9% to EUR 1,019.9 million. The ARR growth was thus significantly higher than revenue growth, indicating a strong growth potential over the next twelve months. Thanks to the successful transition of the operating businesses to subscription and SaaS models, the share of recurring revenues as a percentage of total revenues reached 86.5%, exceeding the target of around 85%. These figures highlight the stability and strength of our business.
- » The group's **operating income before interest, taxes, depreciation and amortization (EBITDA)**, including all transition and acquisition-related effects, grew by 16.8% to EUR 301.0 million. The **EBITDA margin** (including GoCanvas) of 30.2% and the organic EBITDA margin (i.e. excluding the dilutive effect of the lower profitability of GoCanvas and the impact of purchase price allocation) of 31.1% were slightly above the upper end of our forecast range of 29% to 30% (including GoCanvas) and 30% to 31% (i.e. excluding GoCanvas).
- » **Group net income** grew by 8.8% to EUR 175.4 million due to the acquisition effect, corresponding to earnings per share of EUR 1.52.
- » **Cash flow from operating activities** grew significantly by 21.3% to EUR 306.8 million, underpinning the high quality of the company's earnings.
- » In addition, we issued for the first time a EUR 300 million **promissory note ("Schuldschein")** in the fourth quarter, creating an additional solid financing base. The high demand for the issue enables us to respond flexibly to market opportunities and to realize further growth.



Yves Padrines
CEO

- » The financial stability of the Nemetschek Group is reflected in its favorable balance of equity to debt. As of December 31, 2024, the Group equity ratio stood at 44.2% (previous year: 61.4%). The decline is mainly due to the debt financing that we took on for the acquisition of GoCanvas, the largest acquisition in the company's history. Nevertheless, with our solid financial base, we continue to have sufficient room for further growth – both organically and through acquisitions.

As usual, we want you, our shareholders, to participate appropriately in the company's success in the past year. The Executive Board and Supervisory Board will therefore propose **a dividend of EUR 0.55 per share** for the financial year 2024 at the Annual General Meeting on May 20, 2025. This represents an increase of around 14.6% compared to the previous year's dividend (EUR 0.48 per share) and marks the twelfth consecutive dividend increase. Combined with the excellent performance of the Nemetschek share, this demonstrates once again the attractiveness of an investment in the Nemetschek Group.

Strategic highlights 2024

Our focus on growth and innovation is reflected in our numerous strategic initiatives, which lay the foundation for the Nemetschek Group's continued success story in the future:

- » This includes the well-advanced group-wide **transition to subscription and SaaS**, which continued successfully and as planned in 2024. The Build segment with the transition of the Bluebeam brand, the SaaS solutions of the newly acquired company GoCanvas, and the Design segment, were the main drivers for this.
- » In addition, the further **internationalization** and the strengthened group-wide **go-to-market** approach are progressing. The revenue growth of around 21% abroad was significantly stronger than the 3% achieved revenue growth in the domestic market of Germany, which was affected by the weak construction industry. In high-growth markets such as India, we are expanding our presence in a targeted approach and opened a go-to-market office in Mumbai in April 2024 to further accelerate growth in the region.

- » Innovations drive our success, and we aim to continue playing a pioneering role in our markets with **new technologies** in the future:
 - » This includes our development focus on **artificial intelligence, ensuring it is both ethical and trustworthy**. With our AI & DATA Innovation Hub, we create synergies and drive efficiency and innovation. Artificial intelligence plays a key role in optimizing our internal processes and in our product development to further enhance our solutions for our customers.
 - » We also aim to set new standards with our solutions for an **environmentally friendly and resource-efficient** construction industry and have therefore integrated sustainability more deeply into our corporate strategy.
 - » Our **cloud platform and infrastructure** are further key cornerstones of our corporate strategy. By creating a unified ecosystem, we aim to eliminate information silos, enable end-to-end workflows, and improve real-time collaboration among all project participants. This includes our digital twin solution dTwin, a horizontal, data-centric, open, and cloud-based platform that improves efficiency and sustainability in the life cycle of buildings.
 - » **Acquisitions and investments in start-ups** also contribute to our future growth. With GoCanvas, the largest acquisition in our company's history, we have significantly expanded our portfolio with SaaS solutions in field management for greater safety and efficiency on construction sites. The complementary technologies, customer base and regional distribution structures of GoCanvas and the Nemetschek Group enable significant growth opportunities and technological synergies

by further improving market and customer access along the entire AEC/O life cycle. The acquisition also further strengthens the Nemetschek Group's position in North America, while we offer GoCanvas a unique base for expansion in Europe and the Asia-Pacific region.

In addition, there are innovative start-ups: Over the last three years, we have invested in more than a dozen start-ups.

- » We are also continuing to work on increasing our **operational excellence** and further reducing the complexity resulting from the variety of brands in the Nemetschek Group. Our focus is on greater organizational efficiency and effectiveness, harmonized processes, the exchange of best practices and an optimized tool and support system landscape.

Outlook 2025: Capitalizing on opportunities, securing growth

Despite the global uncertainties, the long-term growth drivers of our industries remain fully intact: the increasing pressure on all parties involved along the construction life cycle to use digital solutions to increase their efficiency and profitability, the growing sustainability requirements as well as the ever-increasing shortage of skilled workers.

These developments continue to offer us significant growth opportunities worldwide well into the future. The construction industry is undergoing a transformation and with our solutions, we are helping to actively shape this transformation.

In the short term, the ongoing transition to subscriptions and SaaS, particularly in the Design segment, will have an accounting-related temporary dampening effect on revenue growth and profitability. However, in the medium and long term, we will ben-

enefit from our more predictable and resilient revenues and closer customer retention, generating higher revenues over the entire customer lifetime.

For the financial year 2025, the Executive Board expects currency-adjusted revenue growth for the Nemetschek Group (including GoCanvas) in a range between 17% and 19%. This includes an M&A-related revenue contribution from the acquisition of GoCanvas of around 350 basis points. The EBITDA margin for the Nemetschek Group, including the dilutive effect of GoCanvas due its lower profitability compared to the group average, is expected to be around 31%.

At the beginning of 2025, all signs point to another successful financial year.

We extend our sincere thanks to our customers, business partners and, above all, our dedicated employees at the more than 80 Nemetschek locations worldwide, who have contributed to this success with their passion and innovative spirit.

We would also like to thank you, our shareholders, for your continued trust in our company.

Best regards,



Yves Padrines
CEO

Executive Board

Yves Padrines

Chief Executive Officer (CEO)
Born 1976 / Nationality: French

»Our strategy is built on innovation, sustainable growth, and international expansion. By driving key initiatives, embracing artificial intelligence, and leveraging emerging technologies, we continuously strengthen our market position.«

Yves Padrines is Chief Executive Officer (CEO) of the Nemetschek Group since March 2022. He is responsible for the Group's strategic direction, management, performance as well as the organic and inorganic growth. Padrines drives the internationalization of the Nemetschek Group to expand its global presence, leading innovation and digital transformation to enhance customer value and achieve long-term success.

Louise Öfverström

Chief Financial Officer (CFO)
Born 1975 / Nationality: Swedish

»Through financial discipline and foresight, business enablement, and strategic investments, we continuously enhance our operational excellence, efficiency and effectiveness, driving long-term value creation and positive impact for our stakeholders.«

Louise Öfverström was appointed Chief Financial Officer (CFO) with effect from January 1, 2023. In this role, she is responsible for the Group's financial processes and global IT landscape. In addition to Corporate Finance & Tax, Controlling & Risk Management and IT, she also oversees the central functions of Information Security, Global Procurement, Transformation Office, Internal Audit, and Corporate Legal & Compliance.

Usman Shuja

Chief Division Officer Build &
Construct CEO Bluebeam
Born 1978 / Nationality: US American

»I firmly believe simplicity is key to driving technology adoption across all professionals in the building life-cycle. Prioritizing this in digital solutions will delight users and deliver superior business outcomes for stakeholders in the built world.«

Usman Shuja was appointed to the Executive Board in January 2025. He joined the company in 2023 as Chief Division Officer of the Build & Construct Division and CEO Bluebeam, the largest brand in the Nemetschek Group and led, among other things, the acquisition and integration of GoCanvas, the Group's biggest acquisition to date. In his additional role as member of the Executive Board he drives the global go-to-market approach, focusing on high-growth regions and is responsible for the overarching positioning and international expansion of the brands in the build segment.



From the top down: Yves Padrines,
Louise Öfverström, Usman Shuja

Supervisory Board’s Report on the 2024 Financial Year of Nemetschek SE

The Supervisory Board of Nemetschek SE involved itself extensively with the situation and development of the Nemetschek Group during the 2024 financial year. The body monitored the work of the Executive Board throughout the financial year, guided it closely, and advised it on important issues. Furthermore, it discharged the duties incumbent on it under legislation, the Articles of Incorporation, and the rules of procedure with the utmost care.

The Supervisory Board was involved directly and at an early stage in all decisions of fundamental and strategic importance to the company, and debated these intensively and in detail with the Executive Board.

Constructive deliberations between Supervisory Board and Executive Board

In the 2024 financial year, the collaboration between the Supervisory Board and the Executive Board was always constructive and marked by open and trustful discussions. The Executive Board instructed the Supervisory Board regularly, promptly, and comprehensively, orally as well as in writing, about all relevant topics pursuant to corporate development and corporate strategy. Inherent opportunities and risks and the development of revenues, earnings, and liquidity were extensively debated. Moreover, the Supervisory Board received information on planned and current investment, on the implementation of the strategic direction and planning for the Group, for the segments, and for the individual brands. It was also informed about risk and opportunity management, compliance, and about the further development of the sustainability strategy and sustainability reporting.

The Supervisory Board conferred on and intensively discussed business development in the respective months and reporting quarters, the short-term and medium-term planning, and the long-term growth and earnings strategy internally and together with the Executive Board. This also included information about the deviation of business development from the original planning during the course of the financial year. The Supervisory Board additionally dealt with the effects of the various ongoing geopolitical crises on the Nemetschek Group, The Chairman of the Supervisory Board and Chairwoman of the Audit Committee, and for certain topics other Supervisory Board members too, maintained close contact with the Executive Board outside the scheduled meetings as well and regularly communicated with each other.

Based on reporting by the Executive Board, the Supervisory Board supported the Executive Board’s work in an advisory capacity and also made decisions on actions requiring approval. On the basis of the extensive information provided by the Executive Board as well as independent audits, the Supervisory Board was able to completely fulfill its monitoring and advisory role at all times.

Supervisory Board meetings, individual meeting attendance, and focuses of work

A total of four ordinary Supervisory Board meetings were held during the 2024 financial year; these meetings were held in person. The total attendance rate for the Supervisory Board’s meetings was 100%. In addition to the meetings, there were further resolutions on current topics, for which written procedures were used.

Attendance at the meetings of the Supervisory Board is presented in individualized form in the following table:

MEETINGS OF THE SUPERVISORY BOARD AND PARTICIPATION RATES		
	Number of meetings/Participation	Participation rate in %
Kurt Dobitsch, Chairman	4/4	100%
Iris M. Helke, Chair of the Audit Committee	4/4	100%
Bill Krouch	4/4	100%
Christine Schöneweis	4/4	100%
Prof. Dr. Andreas Söffing	4/4	100%
Dr. Gernot Strube, Deputy Chair	4/4	100%
Total participation rate		100%

During the 2024 financial year, deliberations revolved around the short and medium-term business development and the long-term strategic development of the Nemetschek Group and its four segments, as well as the changing geopolitical, macroeconomic, and sector-specific environment.

The discussions on strategic development, including growth drivers and goals, focused in particular on the following:

- » Development of and areas of application for artificial Intelligence (AI-based solutions)
- » Sustainability as an integral component of the business model and cornerstone of the strategic direction
- » Progress of the Group-wide transition of the business model to subscription and SaaS models
- » Further development of the go-to-market approach and the continued internationalization of business activities
- » Innovation focal points of the Nemetschek cloud platform and infrastructure and digital twin technology
- » M&A activities, venture investments, and their financing
- » Progress of the company-wide business enablement initiatives

Detailed reports concerning the four segments and the brand companies were received by the Supervisory Board. Business performance which deviated from the corresponding annual targets, along with the reasons why, were discussed and analyzed in detail at the Supervisory Board meetings. The Executive Board presented its planning for potential acquisitions and corresponding actual projects, as well as the associated financing measures, and decided on these in close collaboration with the Supervisory Board. Moreover, the Executive Board also regularly kept the Supervisory Board informed of the integration status of acquisitions made and of the harmonization of individual Group brands. Interim reports, such as quarterly and six-monthly reports, were also discussed by the Supervisory and Executive Boards ahead of their publication. In addition, the Supervisory Board convened regularly, at times without the Executive Board. The Supervisory Board also engaged in regular dialog with the Executive Board, relevant departmental experts, and, on specific issues, with external experts on changes in the regulatory environment. These included, for example, the complex and comprehensive requirements on sustainability reporting and their impact on the Nemet-schek Group.

The Supervisory Board also dealt with personnel matters and succession planning for the Executive and Supervisory Boards. The members of the Supervisory Board take responsibility for undertaking any professional development measures necessary for them to fulfill their duties, e.g., regarding changes to the applicable framework conditions, IT and cybersecurity, or new solutions and future-oriented technologies, and are supported in this by the company. Any costs incurred are borne by the company. During the reporting period, detailed information was made available by the company on IT and cybersecurity, and on the subjects of sustainability (ESG), diversity, and executive remuneration. In addition, the members of the Supervisory Board were informed about current amendments to laws, new accounting and auditing standards, and changes with regard to corporate governance topics as well as current developments in connection with sustainability reporting (CSRD and EU Taxonomy).

At the four ordinary Supervisory Board meetings, the Supervisory Board was provided with regular information about the current course of business, the market and competitor environment, communication with the capital market, the systems for internal control as well as the risk and opportunity management system, and the status of audit and compliance issues. In addition, topics related to short-, medium-, and long-term business development were also discussed regularly. The Supervisory Board was also kept abreast of programs initiated and of the development of strategic focus topics.

The Chairwoman of the Audit Committee also reported regularly to the Supervisory Board on the work of the Committee. Moreover, the meetings covered the following focus topics in particular:

Meeting on March 15, 2024

(focus: annual financial statements):

- » Annual financial statements and consolidated financial statements as well as the Combined Management Report for the 2023 financial year including the Group Non-Financial Report and acknowledgment of the 2023 Related Entities Report
- » Supervisory Board's Report for the 2023 financial year
- » Remuneration Report for the 2023 financial year, review of the remuneration system including sustainability criteria
- » Proposal on the appropriation of profits for the 2023 financial year
- » Invitation and agenda items for the 2024 Annual General Meeting with proposed resolutions for the Annual General Meeting
- » Current course of business, the forecast for 2024, and the capital market outlook
- » Targets achieved by the Executive Board and general managers and release of payments of variable remuneration shares for the 2023 financial year
- » Formulation of target agreements for the Executive Board's variable remuneration components for financial year 2024
- » Strategic projects at segment level and Group level, including cross-brand and cross-segment initiatives
- » Status report on the implementation of the CSRD and ESG requirements

Meeting on July 26, 2024 (focus: corporate strategy):

- » Personnel matters
- » Review and discussion of selected brand companies
- » Strategic further development of the company
 - » Strategic projects at segment level and Group level, including cross-brand and cross-segment initiatives
 - » Strategic orientation in the areas of artificial Intelligence (AI) and sustainability
 - » Long-term financial performance
- » Market and competitor situation
- » Short-term and medium-term initiatives and business development
- » Current M&A and venture strategy/activities

Meeting on November 5, 2024:

- » Personnel matters
- » Discussion and definition of the overarching planning foundations (business plan for the 2025 financial year)
- » Strategic projects at segment level and Group level, including cross-brand and cross-segment initiatives
- » Investment projects in regional and client-specific markets
- » Cooperation and partnerships
- » Review and discussion of the segments
- » Current M&A and venture activity
- » Status report on the integration of GoCanvas Holdings, Inc.
- » Status report on the implementation of the CSRD and ESG requirements

Meeting on December 19, 2024 (focus: business and investment planning):

- » Personnel matters
- » Business and investment planning at Group level (business plan for the 2025 financial year)
- » Business planning at segment and brand level (business plan for the 2025 financial year)
- » Investment planning for focus regions and significant projects
- » Outlook on product innovations and reporting on strategic projects
- » Current M&A and venture activities, as well as the underlying investment framework
- » Status report on the integration of GoCanvas Holdings, Inc.
- » Status report on the implementation of the CSRD and ESG requirements

Committees

The Supervisory Board set up one committee, the Audit Committee, back in the 2022 financial year. The Supervisory Board consists of six members and is of the opinion that a body of this size ensures the efficient and effective discharge of its duties even without forming further specialized committees. The duties for which the German Corporate Governance Code (DCGK) recommends the formation of such committees were performed by the Supervisory Board of Nemetschek SE as a whole during the reporting period, except for the duties of the Audit Committee. A Nomination Committee was not established as the Supervisory Board consists solely of shareholder representatives.

The Audit Committee comprised three members at all times in the 2024 financial year and is led by Iris M. Helke in her capacity as Chair of the Audit Committee. Its tasks include preparing resolutions and topics for consideration by the Supervisory Board. At the ensuing meetings of the Supervisory Board, the Chair of the Audit Committee reports on the work of the Committee, thus ensuring that all Supervisory Board members are kept informed of the Audit Committee's work.

Audit Committee meetings and focuses of work

The Audit Committee held four meetings in person during the 2024 financial year. The total attendance rate was 100%.

AUDIT COMMITTEE AND INDIVIDUAL ATTENDANCE RATE

	Number of meetings/Participation	Participation rate in %
Kurt Dobitsch	4/4	100%
Iris M. Helke, Chair of the Audit Committee	4/4	100%
Dr. Gernot Strube	4/4	100%
Total participation rate		100%

The Audit Committee concentrated on the following topics in the 2024 financial year:

- » Audit of the financial statements and Combined Management Report of Nemetschek SE and the Group, including the Group Non-Financial Statement integrated into the Combined Management Report
- » Report on the company's relationships with affiliated companies (Related Entities Report)
- » Reporting on transactions with related parties
- » Remuneration Report for the Executive and Supervisory Boards
- » Recommendation to the Supervisory Board and Annual General Meeting for the auditor election for the 2024 financial year
- » Confirmation of the audit engagement, definition of audit focuses, and setting of the auditor's fee
- » Monitoring of the independence, qualification, rotation, and efficiency of the auditor and the non-auditing services rendered by the auditor
- » Review of the quality of the audit
- » Half-year financial report as well as quarterly reports and the internal reporting underpinning them
- » Implementation of the future requirements in the area of sustainability reporting (especially CSRD and EU Taxonomy regulations)
- » Regular discussion of the topics of accounting, accounting procedures, taxes (including the tax compliance management system), the effectiveness of the internal control system, the company's risk and opportunity management system, and the effectiveness, resources, and findings of internal audit; deliberation about possible and pending legal disputes and the implementation of the compliance management system, monitoring of transactions with related parties, and discussion of sustainability-related topics within the company

On top of that, the Audit Committee also dealt with the following topics in the 2024 financial year:

- » Current and future requirements for corporate governance and information security in respect of the company, its governing bodies, and the fulfillment of these requirements
- » Remuneration topics, in particular the treatment of so-called stock appreciation rights (SARs) as part of long-term remuneration
- » Group financing and further development of the treasury department and treasury activities
- » Current corporate integration projects (mainly GoCanvas Holdings, Inc.) and their recognition in the financial statements

- » Topic-specific dialog with company departments relevant to the Audit Committee
- » Implementation and effects of the future rules on global minimum taxation of companies
- » Status quo and further development of internal company functions in relation to the work of the Audit Committee

The Audit Committee's meetings were also attended by members of the Executive Board, division leaders, experts from relevant departments, and the auditor, depending on the agenda item. In addition, the Audit Committee convened regularly without the presence of Executive Board members or the auditor. Furthermore, the Chair of the Audit Committee maintained regular dialog with the Supervisory Board members, the Chief Financial Officer, and auditors outside of meetings.

Audit of the annual financial statements and consolidated financial statements for the 2024 financial year

Audit firm PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich, was appointed at the Annual General Meeting on May 23, 2024, as the auditor for the audit of the separate financial statements of Nemetschek SE and the consolidated financial statements for 2024 as well as the corresponding Combined Management Report. The Audit Committee satisfied itself of the auditor's independence, obtained a written declaration from the auditor, verified its qualification, and confirmed the engagement.

The annual financial statements of Nemetschek SE for the 2024 financial year, prepared by the Executive Board according to the German Commercial Code (HGB); the consolidated financial statements prepared according to International Financial Reporting Standards (IFRS) as applicable in the EU and also according to HGB section 315e(1); and the Combined Management Report for Nemetschek SE and the Group for the 2024 financial year were each audited and approved with an unqualified opinion by auditing firm PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich.

The Audit Committee regularly conferred with the auditor as part of the preparation for and performance of the audit, at times without the presence of the Executive Board. The specified, relevant final documents of Nemetschek SE, the Nemetschek Group, the Executive Board's proposal for the appropriation of profits, and the auditor's reports were made available to the members of the Supervisory Board in sufficient time ahead of the Audit Committee meeting on March 13, 2025, and the Supervisory Board's annual accounts meeting on March 14, 2025. The auditor took part in the meeting, reported extensively on its auditing activities and the main audit results, explained the audit report, and provided detailed answers to all of the Supervisory Board members' questions. It explained in particular the especially important key audit matters and the audit procedures conducted. No material weaknesses with regard to the internal control system or the early risk detection system were reported.

Taking the auditor's reports into consideration, the Audit Committee examined the annual financial statements, the consolidated financial statements, and the Combined Management Report for Nemetschek SE and the Group, was convinced of the correctness and completeness of the actual disclosures, and reported to the Supervisory Board about this. The Supervisory Board then concurred with the result of the audit performed by the auditor and, following the final outcome of the latter's audit, determined that there were no objections to be raised. The Supervisory Board approved the 2024 financial statements and consolidated financial statements of Nemetschek SE at the annual accounts meeting of March 14, 2025. The 2024 annual financial statements are thus final in accordance with section 172 of the German Stock Corporation Act (AktG).

The Supervisory Board also addressed the Executive Board's proposal for the appropriation of profits for the 2024 financial year at the annual accounts meeting. Following its own detailed assessment, the Supervisory Board endorsed the Executive Board's proposal.

Related Entities Report

The Executive Board once again prepared a report on the company's relationships with related entities in accordance with section 312 AktG (Related Entities Report) for the 2024 financial year. The Related Entities Report was audited by the auditor in accordance with AktG section 313. The Related Entities Report and the auditor's audit report were submitted to the Supervisory Board and Audit Committee in good time. The Supervisory Board audited the Executive Board's Related Entities Report and the auditor's audit report. All legal and commercial relationships with related parties and the controlling company that are listed in the Related Entities Report correspond to normal market terms of the same type that would be agreed between the Nemetschek Group and third parties.

Transactions with related entities of the types that are set out in sections 111a to 111c AktG and are subject to approval by the Supervisory Board did not take place during the 2024 financial year.

In the 2024 financial year, Nemetschek SE concluded a consulting agreement at customary market terms with the law and tax consultancy firm at which Supervisory Board member Dr. Andreas Söffing is a partner. The approval of the Supervisory Board required in accordance with section 114 AktG was obtained at the meeting in November 2024.

The Auditor issued the following opinion for the Related Entities Report: "Following our duly performed audit and evaluation, we confirm that

1. the actual information contained in the report is correct,
2. the company's payments relating to the legal transactions referred to in the report were not unduly high."

After the final outcome of its audit, the Supervisory Board did not raise any objections to the report or to the Executive Board's declaration at the end of the Related Entities Report.

Moreover, the Audit Committee evaluated the services rendered by the auditor and reviewed the quality and independence of audit firm PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich, as an auditor, and reported to the Supervisory Board about this. In doing so, no grounds were determined which would oppose an audit performed by the audit firm PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich.

Reporting on sustainability

The Nemetschek Group prepared its Group Non-Financial Statement based on the German CSR Directive Implementation Act (CSR-RUG), which came into effect on January 1, 2017, in accordance with sections 315b to 315c of the German Commercial Code (HGB) and incorporated this statement within the Consolidated Management Report. As of the date of preparation of the Group Non-Financial Statement in March 2025, the Corporate Sustainability Reporting Directive (CSRD) had not yet been implemented in German law. When preparing its Group Non-Financial Statement for the 2024 financial year, the Nemetschek Group did not apply any recognized framework, but does report in line with the European Sustainability Reporting Standards (ESRS)

Auditing firm PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich, subjected the Group Non-Financial Statement of the Nemetschek Group to a limited-assurance audit in accordance with ISAE 3000 (revised). The Audit Committee has also examined the Group Non-Financial Statement and reached the conclusion that there are no grounds for reservations. The Supervisory Board adopted these assessments as its own in its review and did not raise any objections.

Reporting on Executive Board and Supervisory Board remuneration (remuneration report)

The report on the remuneration of the Executive Board and Supervisory Board to be created in accordance with section 162 AktG was prepared by the Executive Board and Supervisory Board in the 2024 financial year. Auditing firm PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich, subjected the remuneration report to an auditor's review and in doing so determined that it contains the disclosures required pursuant to section 162 (1) and (2) AktG. The corresponding report on the verification of the remuneration report in accordance with section 162 (3) AktG is attached to the separate remuneration report.

Investor communication

The Chairman of the Supervisory Board additionally conducts regular dialog with shareholders with a view to increasing transparency. This dialog centers on topics related to the governance and leadership structure of the Nemetschek Group.

Conflicts of interest / Self-assessment

In the 2024 reporting year, there were no conflicts of interest on the part of Supervisory Board members. Moreover, no conflicts of interest on the part of Executive Board members were reported to the Supervisory Board.

The Supervisory Board regularly assesses how effectively it discharges its duties. The Supervisory Board reviewed the efficiency of its work by means of a self-assessment in the 2024 financial year. The next scheduled self-assessment is planned for the 2026 financial year. Further information can be found in the [« Corporate Governance Statement »](#).

Corporate governance

The Supervisory Board was continuously occupied with the principles of good corporate governance in the 2024 financial year. On March 5, 2025, the Executive Board and Supervisory Board submitted a Declaration of Conformity, with which the company has conformed since submission of the previous Declaration of Conformity on March 6, 2024, and in future will also conform with the recommendations of the German Corporate Governance Code in the version of April 28, 2022, with the exception of the justified deviations specified in the Declaration of Conformity.

The text of the Declaration of Conformity dated March 5, 2025 is presented in the [« Corporate Governance Statement »](#) in the [« To our Shareholders »](#) section of the annual report for the 2024 financial year and is permanently available to our shareholders on the company website at ir.nemetschek.com/declarationof-conformity.

Changes to the Executive Board and Supervisory Board

There were no changes in the composition of the Executive Board and Supervisory Board in 2024.

At its meeting on December 19, 2024, the Supervisory Board voted to appoint Usman Shuja, Chief Division Officer Build & Construct and CEO of Bluebeam, Inc., as an Executive Board member with effect from January 1, 2025.

Thanks for dedicated performance

The Nemetschek Group once again demonstrated its operational strength in 2024 and was able to continue its strong and profitable growth trajectory despite geopolitical crises and macroeconomic weaknesses, particularly in continental European markets. With the acquisition and integration of GoCanvas Holdings, Inc., the largest acquisition in the company's history was also completed in the financial year under review; this represents a major step forward in the strategic further development of the company. This successful development is attributable to the attractive solutions of the Nemetschek Group, the consistent implementation of strategic focus areas, and the high levels of commitment of the entire staff and of management.

The Supervisory Board thanks all employees for their excellent performance and personal commitment. At the same time, the Supervisory Board would like to express its recognition and high level of appreciation to the Executive Board, the division leaders, and the CEOs of all the brands for the services rendered.

München, March 14, 2025



Kurt Dobitsch
Supervisory Board Chairman

Corporate Governance Declaration

The Nemetschek Group is a global corporation with an international shareholder structure. The Executive and Supervisory Boards place particular importance on responsible and transparent corporate governance and control, with a view toward adding lasting value. Meaningful and transparent corporate communication, respect for shareholder interests, proactive approaches to risks and opportunities, and efficient and trusting cooperation between the Executive Board and Supervisory Board are major aspects of positive and effective corporate governance for the Nemetschek Group. The latter helps the Nemetschek Group to gain the trust of shareholders, business partners, employees, and – ultimately – society as a whole. These principles are simultaneously important points of reference for the management and control of the Group.

The corporate governance declaration pursuant to sections 289f and 315d of the German Commercial Code (HGB) is part of the Group Management Report. In accordance with HGB section 317(2), sixth sentence, the professional audit of the disclosures under HGB sections 289f and 315d is limited to whether the disclosures were made. As part of the corporate governance declaration, the Executive Board and Supervisory Board also report on the company's corporate governance.

Declaration of Conformity Pursuant to the German Corporate Governance Code

On March 5, 2025, the Executive Board and Supervisory Board submitted the following declaration pursuant to section 161 of the German Stock Corporation Act (AktG) and made this permanently available to shareholders via the Nemetschek Group website:

The Executive Board and Supervisory Board declare:

The recommendations of the 'Government Commission of the German Corporate Governance Code', version dated April 28, 2022, published by the German Federal Ministry of Justice in the official part of the Federal Gazette on June 27, 2022, have been followed in the period since the previous Declaration of Conformity of March 6, 2024, and will continue to be followed with the exception of the following deviations:

a) Recommendation A.1, second sentence, (ecological and social goals in corporate strategy)

The code recommends in section A.1, second sentence, that, in addition to long-term commercial objectives, corporate strategy shall also give appropriate consideration to ecological and social objectives. The Executive Board has taken measures to incorporate ecological and social targets into the corporate strategy and these measures are explained as part of the non-financial reporting in accordance with statutory provisions. The corporate and corporate social responsibility strategies are refined continuously.

The short-term variable remuneration component of the Executive Board members (STIP) contained specific ESG (environmental, social and governance) targets for the first time in the 2024 financial year. Because it is unclear what DCGK A.1, second sentence, requires for appropriate consideration of ecological and social objectives, the company is taking the precaution of declaring a deviation from recommendation A.1, second sentence.

b) Recommendations A.2, B.1 and C.1, second sentence (appointments to executive positions in the enterprise as well as the composition of the Executive Board and Supervisory Board)

According to recommendation A.2, the Executive Board shall consider diversity when making appointments to executive positions. Likewise, the Supervisory Board shall consider diversity for the composition of the Executive Board (recommendation B.1) as well as in determining specific targets for its composition and in creating a profile of required skills and expertise for the board as a whole (recommendation C.1, second sentence).

The Executive Board and Supervisory Board expressly welcome the objective of the DCGK to ensure diversity and advocate diversity in the composition of the boards and appointments to executive positions. In the election proposals for the last Supervisory Board elections at the 2022 and 2024 Annual General Meetings and in the composition of the Executive Board, the Supervisory Board placed particular emphasis on diversity. The Supervisory Board has 33.3% female representation and, in the assessment of the Supervisory Board, a composition that meets the criterion of diversity. The proportion of female representation on the Executive Board currently also stands at 33.3%. However, when making appointments to leadership positions and Executive Board positions and in the composition of the Supervisory Board, the Executive Board and the Supervisory Board continue to primarily value personal aptitude, especially the individual's experience, skills, and knowledge. The criterion of diversity is additionally considered during such decision-making.

c) Recommendation B.5 (disclosure of the age limit for members of the Executive Board)

According to recommendation B.5, an age limit shall be specified for members of the Executive Board and disclosed in the corporate governance declaration. The Supervisory Board has specified an age limit for members of the Executive Board (70 years). Nemetschek SE will disclose the age limit in the next corporate governance declaration, which is expected to be published in March 2025. As from that time, it will fully comply with recommendation B.5.

d) Recommendation C.2 (age limit for members of the Supervisory Board)

According to recommendation C.2, an age limit shall be specified for members of the Supervisory Board and disclosed in the corporate governance declaration. Nemetschek SE does not consider a universally applicable age limit to be a suitable criterion for the selection of members of the Supervisory Board. The suitability for discharging the duties of a position on the Supervisory Board is dependent on the experience, knowledge, and skills of the person in question. The specification of an age limit would place general and inappropriate restrictions on the selection of suitable candidates for positions on the Supervisory Board.

e) Recommendation D.1 (publication of the rules of procedure for the Supervisory Board)

According to recommendation D.1, the Supervisory Board shall adopt its own rules of procedure and shall publish these on the company's website. The Supervisory Board has set rules of procedure for itself. Departing from recommendation D.1, however, the Supervisory Board has not made the rules of procedure accessible on the company's website. The main rules of procedure for the Supervisory Board are prescribed by law as well as by the Articles of Incorporation and are publicly accessible. It is our opinion that publication of the rules of procedure above and beyond this would not add any value.

f) Recommendation D.4 (formation of a Nomination Committee)

According to recommendation D.4, the Supervisory Board shall form a Nomination Committee, composed exclusively of shareholder representatives, which names suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting. Departing from recommendation D.4, the Supervisory Board has not set up a Nomination Committee as the Supervisory Board is composed solely of shareholder representatives. The Supervisory Board in its entirety is responsible for these tasks. The Supervisory Board considers this to be appropriate, as a Supervisory Board with six ordinary members is able to hold efficient discussions in a meeting of the full Supervisory Board and engage in an intensive exchange of views. Accordingly, the Supervisory Board sees no need to set up a Nomination Committee.

g) Recommendation G.4 (vertical comparison of remuneration)

According to recommendation G.4, in order to determine whether remuneration is in line with usual levels within the enterprise itself, the Supervisory Board shall take into account the relationship between Executive Board remuneration and the remuneration of upper management and the staff as a whole, and how remuneration has developed over time. Departing from recommendation G.4, in order to ascertain whether Executive Board remuneration is in line with usual levels within the company, the Supervisory Board did not take into account the relationship between Executive Board remuneration and the remuneration of upper management or the staff of Nemetschek SE as a whole,

nor did it take into account how remuneration has developed over time (vertical comparison of remuneration). As a holding company, Nemetschek SE does not offer any appropriate standards of comparison for either upper management or the staff as a whole. Furthermore, the Supervisory Board does not consider a comparison with the remuneration of upper management and the staff as a whole to be sufficiently meaningful. The company's international positioning, its various locations around the world and the associated regional differences result in highly differentiated salary structures that would not provide any meaningful transparency in comparison with the Executive Board's remuneration. Nonetheless, the Supervisory Board used the remuneration of the heads of the most important product organizations as a standard of comparison on which to base its actual remuneration decision-making.

h) Recommendation G.7, first sentence (time of definition of performance criteria for variable remuneration components)

According to recommendation G.7, first sentence, the Supervisory Board shall, referring to the upcoming financial year, establish for each Executive Board member performance criteria that cover all variable remuneration components. In accordance with the remuneration system for the Executive Board members, the Supervisory Board will specify the performance criteria for the variable remuneration components and the targets respectively no later than February 28 of a given financial year. In individual cases, the Supervisory Board considers it wise to make a decision concerning performance criteria and targets only on the basis of preliminary business figures from the previous financial year. Consequently, the company is declaring a provisional departure from recommendation G.7, first sentence.

i) Recommendation G.10 (form of investment and time of accessibility of long-term variable remuneration components)

According to recommendation G.10, first sentence, variable remuneration amounts granted to Executive Board members shall be invested predominantly in company shares or shall be granted as share-based remuneration. Departing from the first sentence of recommendation G.10, the members of the Executive Board are under no obligation to invest the variable remuneration amounts granted to them predominantly in company shares, and the variable remuneration components must not predominantly be granted in a share-based form. The remuneration system creates the possibility of granting to Executive Board members virtual stock appreciation rights (SARs) under the SAR plan as an additional, long-term remuneration element. The development of their value depends on the development of the Nemetschek SE stock price. Whether this share-based variable remuneration element outweighs the non-share-based variable remuneration elements (STIP, LTIP) depends on the circumstances of the individual case. Consequently, the company is declaring a provisional departure from recommendation G.10, first sentence.

According to recommendation G.10, second sentence, granted long-term variable remuneration amounts are intended to be accessible to Executive Board members only after a period of four years. The Executive Board remuneration system provides for long-term variable remuneration with a three-year term (LTIP), which is paid out in general in cash in the fourth year after being granted. Consequently, the company is declaring a departure from recommendation G.10, second sentence. In the case of a cash payment of the long-term variable remuneration under the LTIP, a later payout date has no ongoing incentivizing effect since the amount is determined upon expiration of the corresponding LTIP term and is not subject to any further changes even if the payout date is later. The exercise of SARs granted under the SAR plan is usually only partially (25%) subject to a four-year waiting period.

The Supervisory Board is of the opinion that this remuneration system, which was established and approved in this form by the Annual General Meeting on May 12, 2022, is in the interests of the long-term and sustainable development of the company, takes the interests of the shareholders into appropriate account, and provides the members of the Executive Board with incentives that are sufficiently oriented towards the long term.

Company Website

The Declaration of Conformity pursuant to AktG section 161 is published on the Nemetschek Group's website at ir.nemetschek.com/declarationofconformity. Declarations of Conformity for previous years can also be viewed on this page. In addition to the Declarations of Conformity, the website ir.nemetschek.com/corporate-governance also makes further information about the corporate governance declaration and on the corporate governance of the Nemetschek Group publicly accessible.

The Remuneration Report for the 2024 financial year and the auditor's report pursuant to AktG section 162, the Executive Board's applicable remuneration system pursuant to AktG section 87a(1) and (2), first sentence; the applicable remuneration arrangement for the Supervisory Board, and the most recent remuneration resolutions at the Annual General Meeting pursuant to AktG sections 113(3) (Supervisory Board remuneration) and 120a(1) (Executive Board remuneration) are also publicly available on the Nemetschek Group's website at ir.nemetschek.com/remuneration.

Relevant Disclosures of Corporate-Governance

Further corporate governance practices that go beyond the legal requirements are described in the Company's Code of Conduct. Furthermore, the principles underlying relations with suppliers and business partners are laid down in a Supplier Code of Conduct. Both documents are publicly available on the Nemetschek Group's website at nemetschek.com/en/responsibility.

Details about business management and corporate governance are also reported in the Group Management Report in subsection [<< 1.4 Business Management and Corporate Governance >>](#).

Compliance and Management of Risks and Opportunities

One of the principles of responsible company leadership is to consider opportunities and risks continuously and responsibly. The objective of risk and opportunity management is to develop a strategy and define targets and actions which generate a balanced equilibrium between sustainable growth and profit targets on the one hand and the risks associated with them on the other. Details on the risk and opportunity management systems of the Nemetschek Group are provided in section [<< 6 Report on Risks and Opportunities >>](#) of the Group Management Report. Sustainability-related impacts, risks and opportunities are integrated into the Group's existing risk and opportunity management system and are disclosed, among other things, in the [<< 2 Non-Financial Statement >>](#).

Internal Control and Risk Management System (ICS, RMS)

The Nemetschek Group's internal control and risk management, which also includes sustainability aspects, entails the management of risks and opportunities in relation to business activities, the achievement of the defined business targets, the propriety and dependability of the relevant processes, internal and external accounting, and compliance with the legal requirements and regulations applicable to Nemetschek.

In preparation for the transposition of the Corporate Sustainability Reporting Directive (CSRD) into German law and the associated preparation for reporting in compliance with the European Sustainability Reporting Standards (ESRS), the Nemetschek Group has established an ICS for sustainability reporting that is being developed further on an ongoing basis.

Overall responsibility for the ICS and RMS at the Group level lies with the Executive Board of Nemetschek SE. The ICS and the RMS cover Nemetschek SE and all consolidated subsidiaries and apply the three-lines-of-defense model.

With the ICS, RMS and the compliance management system, the Executive Board of the Nemetschek Group has created a control framework aimed at achieving appropriate and effective internal control and risk management. In the 2024 financial year, the Executive Board was not aware of any circumstances impairing the appropriateness and effectiveness of these systems.

Compliance

A basic requirement for long-term commercial success is the compliance of business activities with all relevant laws and standards as well as with the company's internal principles. The success of the Nemetschek Group is therefore based not only on good business policy, but also on ethical integrity, reliable data, trust, and open and fair dealings with employees, clients, business partners, shareholders, and all other stakeholders.

Compliance Culture and Targets

Compliance has always been an important component of risk prevention at the Nemetschek Group and is firmly entrenched in the company's culture. The objective of the Company is to act in compliance with all relevant laws, norms, international standards, and internal guidelines at all times. In this context, the Nemetschek Group pursues an approach of preventive compliance and aims for a corporate culture that sensitizes and educates the staff, and provides the workforce with regular training so that potential violations of the rules are avoided from the start. The Executive Board and management staff bear special responsibility in this regard. They act as role models and, as such, are required to ensure compliance within their area of responsibility and beyond, to clearly communicate this expectation to every employee, and to consistently and without exception set an example for ethical behavior according to the rules for ensuring compliance.

Compliance Organization

Compliance-related activities of the Nemetschek Group are closely linked to the RMS and ICS. Among other things, Corporate Legal & Compliance oversees Group-wide compliance activities by means of a Group-wide network which has compliance coordinators in all Group brands whose names have been communicated. The focus is on installing effective (local) structures and processes as well as providing support for the efficient and effective implementation of compliance measures. Corporate Legal & Compliance is also the point of contact for any individual questions that may arise from within the organization. There is a direct reporting line to the department's representation on the Nemetschek Group Executive Board (the Chief Financial Officer).

Compliance Program and Communication

The compliance structures and measures for ensuring adherence to laws, guidelines, and ethical principles are consistently aligned with the risk position of the Nemetschek Group and continuously enhanced. The basis for compliance-related activities is the Code of Conduct of the Nemetschek Group, which is binding for all employees and is available on the Nemetschek Group's website. Moreover, the Nemetschek Group uses a modern compliance training tool for efficiently and sustainably communicating relevant compliance-related content across the Group. The Nemetschek Group also obligates its suppliers and business partners, as well as their business partners, to comply with the specified fundamental principles by committing to a Supplier Code of Conduct.

Compliance Reporting Channels, Reviews, and Further Development

Having reliable reporting channels and protecting internal and external information providers against sanctions and negative impact are major elements in the identification of compliance risks.

The Nemetschek Group encourages its employees to report any behavior that may possibly breach the Code of Conduct, other internal regulations, or legal provisions. Information on possible violations can be submitted anonymously – not only by employees, but also by external third parties – via a modern, enterprise-wide whistleblowing system. This digital system also serves all Group brands as a whistleblower system and meets, in particular, regulatory requirements relating to whistleblower protection, anonymity, and data security.

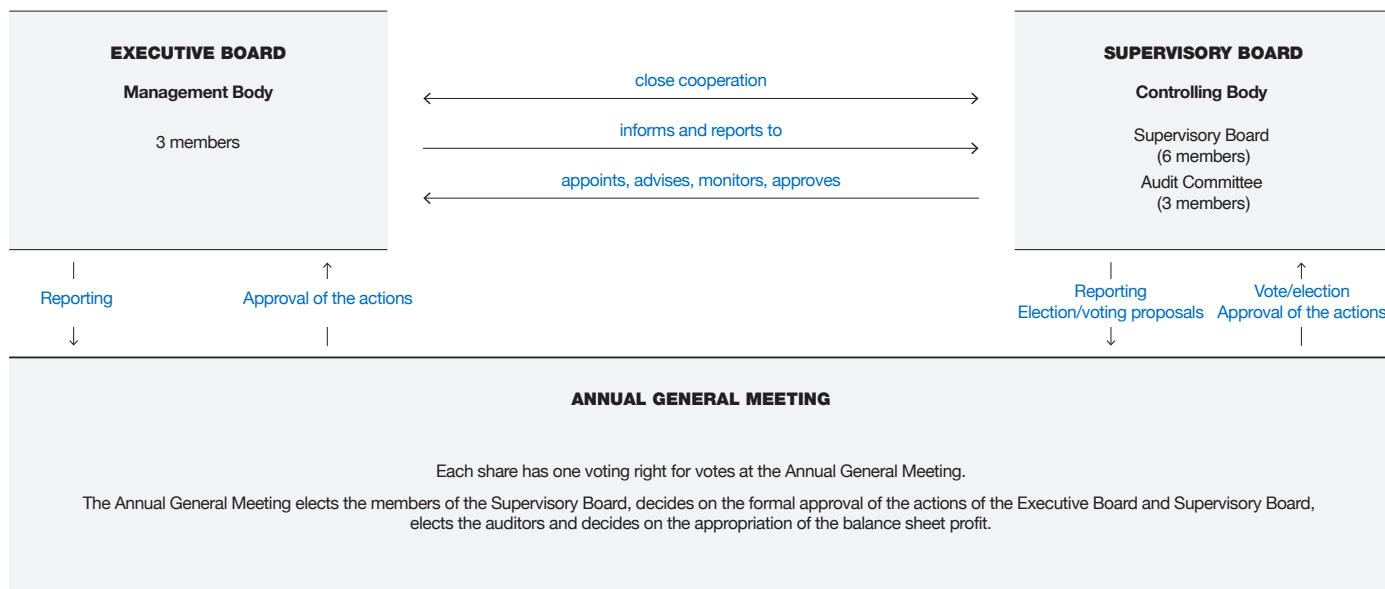
In addition to using the digital whistleblowing system, employees can communicate directly with superiors, relevant HR managers, or (local) Compliance. All information submitted is first checked for plausibility and treated with absolute confidentiality. Further investigations are initiated and steps taken as required. Corporate Legal & Compliance, acting as the independent internal body for receiving reports, regularly reviews the whistleblower process in terms of its effectiveness and adapts it as required.

Corporate Audit regularly performs internal audits to assess compliance with internal guidelines and legal requirements. The Executive Board, the Supervisory Board's Audit Committee, and the Supervisory Board are informed about compliance-related issues and the expansion of compliance structures as well as planned compliance-related initiatives regularly as well as on an ad hoc basis if necessary.

Executive Board and Supervisory Board Procedures

Nemetschek SE has a dual leadership and control structure consisting of its two governing bodies: its Executive Board and Supervisory Board.

DUAL MANAGEMENT SYSTEM OF NEMETSCHKE SE



Executive Board

Composition

In the 2024 financial year, the Executive Board was composed of the following two members:

- » Yves Padrines, Chief Executive Officer (CEO)
- » Louise Öfverström, Chief Financial Officer (CFO)

Usman Shuja, Chief Division Officer Build & Construct and CEO of Bluebeam, Inc., was appointed as a member of the Executive Board effective January 1, 2025.

The résumés of the members of the Executive Board can be found on the Nemetschek Group's website at ir.nemetschek.com/executiveboard.

Further details about the Executive Board members and the memberships that are required to be disclosed in accordance with section 285 No. 10 of the HGB are provided in the notes to the consolidated financial statements in [« Item 33 – Governing Bodies of the Company »](#).

The remuneration of the members of the Executive Board is described in a separate remuneration report at ir.nemetschek.com/remuneration.

When making appointments to the Executive Board and leadership roles, the Executive Board and the Supervisory Board primarily value personal aptitude. This includes the respective managers' prior experience, skills, and knowledge. The criterion of diversity is additionally considered during such decision-making. Nemetschek SE is convinced that applying the principle of selecting members based on their qualifications is the best way to safeguard the company's interests and address diversity requirements. In its rules of procedure, the Supervisory Board has defined an age limit for Executive Board member of 70 years (recommendation B.5 of the German Corporate Governance Code).

Procedures

The Executive Board manages the company under its own responsibility and conducts the company's business in accordance with the law, the Articles of Incorporation, and the rules of procedure issued by the Supervisory Board. The members of the Executive Board are obliged to conscientiously observe the provisions of the German Corporate Governance Code (DCGK), except where a deviation is declared in accordance with section 161 of the German Stock Corporation Act (AktG).

The Executive Board performs its leadership role with a view to creating value sustainably in accordance with the company's interests. The Executive Board bears overall responsibility for the management of the Nemetschek Group.

The principles of management, as well as Executive Board's duties to cooperate with and inform the Supervisory Board, are defined in the rules of procedure for the Executive Board. The Executive Board bears overall responsibility for managing the company in accordance with uniform objectives, plans and guidelines. The Executive Board collectively makes decisions on all matters that are of particular significance and impact for the company or another company in the Nemetschek Group.

Irrespective of the Executive Board's collective responsibility, each member of the Executive Board acts under his or her own responsibility for the area of business assigned to him or her. The Supervisory Board specifies the distribution of tasks within the Executive Board in a business allocation plan at the proposal of the Executive Board.

The members of the Executive Board hold regular meetings, where possible at intervals of not more than two weeks. An in-person meeting is to be held at least once per quarter. Irrespective of that, meetings are held whenever necessary for the good of the company. The Executive Board reports to the Chair of the Supervisory Board, who coordinates and is responsible for the dissemination of information within the Supervisory Board. The Chair of the Supervisory Board reports monthly on the course of business and the situation of the company and the Nemetschek Group as a whole, as well as on future plans. In addition, any business transactions, matters or events that may have a significant impact on the situation of the company or another company in the Nemetschek Group must be reported immediately.

The Executive Board regularly discusses its business policy objectives and strategies for the company and the entire Nemetschek Group with the Supervisory Board. The Executive Board reports to the Supervisory Board regularly, promptly, and comprehensively on all relevant company matters related to planning, business development, the risk situation, risk management and compliance, as well as other current issues such as sustainability and IT, cybersecurity and information security. In the case of acquisition projects, the Executive Board provides detailed information on potential targets, financing options, and the project's status at an early stage and coordinates the acquisition and integration processes in close collaboration with the Supervisory Board. The same thing applies to investments in start-ups. The obligation to inform the Supervisory Board is the responsibility of the Executive Board as a whole, under the coordination of the Chairman of the Supervisory Board.

Furthermore, section 8, paragraph 4 of the Articles of Incorporation of Nemetschek SE, which are published on the Nemetschek Group's website at ir.nemetschek.com/articles, specifies what business transactions the Executive Board can only conduct with the consent of the Supervisory Board. In the rules of procedure for the Executive Board, the Supervisory Board has also defined further business transactions and measures which require the

consent of the Supervisory Board before being undertaken. The Executive Board submits such business transactions and measures to the Supervisory Board for it to take a decision.

The Executive Board is responsible for the preparation of the quarterly statements and half-year financial report as well as the annual financial statements, consolidated financial statements, the Group Management Report of Nemetschek SE and the Group, the Group Non-Financial Statement, and the remuneration report.

Supervisory Board

Composition

The Supervisory Board consists of six members.

There was no change in the composition of the Supervisory Board in the course of 2024. Iris M. Helke was appointed to the Supervisory Board of Nemetschek SE by order of the court for the period from July 1, 2023, up to the end of the Annual General Meeting on May 23, 2024, and was elected to the Supervisory Board by the Annual General Meeting on May 23, 2024.

In the 2024 financial year, the Supervisory Board was composed of the following six members:

- » Kurt Dobitsch, Chair of the Supervisory Board, member of the Audit Committee
- » Iris M. Helke, member of the Supervisory Board, Chair of the Audit Committee
- » Bill Krouch, member of the Supervisory Board
- » Christine Schöneweis, member of the Supervisory Board
- » Prof. Andreas Söffing, member of the Supervisory Board
- » Dr. Gernot Strube, Deputy Chair of the Supervisory Board, member of the Audit Committee

The company's founder, Prof. Georg Nemetschek, is Honorary Chair of the Supervisory Board.

The résumés of the members of the Supervisory Board can be found on the Nemetschek Group's website at ir.nemetschek.com/supervisoryboard and include details of their tenure on the company's Supervisory Board. Further details about the Supervisory Board members and the memberships that are required to be disclosed in accordance with section 285 no. 10 of the HGB are provided in the notes to the consolidated financial statements in [<< Item 33 – Governing Bodies of the Company >>](#).

The remuneration of the members of the Supervisory Board is described in a separate remuneration report, which is available at ir.nemetschek.com/remuneration.

In accordance with the recommendations of the German Corporate Governance Code, the Supervisory Board has named specific objectives for its composition and issued a profile of skills for

the overall Nemetschek SE Supervisory Board. Based on this, each member of the Supervisory Board must meet the requirements of applicable laws (cf. section 100 (1) to (5) AktG of the German Stock Corporation Act – AktG), the company's Articles of Incorporation and the rules of procedure of the Supervisory Board for membership of the Supervisory Board and possess the knowledge and capabilities that are required for the proper discharge of the duties imposed on them by law and the Articles of Incorporation. The members of the Supervisory Board as a whole must be familiar with the sector in which the company is active (cf. section 100 (5) of the German Stock Corporation Act – AktG). Every member of the Supervisory Board must have sufficient time available and the willingness to dedicate the necessary time and attention to his or her position.

In addition to these general requirements, the board as a whole is obliged to meet the following skill requirements in particular:

- » Every member should have a general understanding of the business of the Nemetschek Group, in particular, the global AEC/O market environment, the individual fields of business, clients' requirements, the regions in which the company operates, and the company's strategic alignment.
- » At least one member of the Supervisory Board must have expertise in accounting and at least one other member must have expertise in auditing. The accounting and auditing also include sustainability reporting and the auditing of such reporting.
- » At least two members should meet the criterion of internationality to a special degree or have acquired operational experience in international enterprises.
- » One or more members should have expertise in business administration.
- » On the board as a whole, one or more members should have experience in governance, compliance, and risk management.
- » All members should have operational experience in human resources management.
- » One or more members should have expertise in sustainability.

At present, the company's Supervisory Board considers that the specified targets for the composition of the Supervisory Board are met.

The key skills and qualifications of the members of the Supervisory Board are systematically recorded in a qualifications matrix. The basis for this matrix is the comprehensive résumés of the members of the Supervisory Board, which show the education and training as well as the experience and qualifications acquired by the Supervisory Board members in the course of their professional careers. As part of the Supervisory Board's regular self-assessment, the current status of the qualifications matrix is compared with the target matrix and the future challenges facing the company, and appropriate measures are discussed if necessary. The qualifications matrix is also used to assess whether the size and composition of the Supervisory Board are appropriate.

The tables below shows the current status of implementation of the skills profile in the qualifications matrix of the Supervisory Board as of December 31, 2024:

MATRIX OF SUPERVISORY BOARD QUALIFICATIONS¹⁾

		Supervisory Board Members					
		Kurt Dobitsch	Iris M. Helke	Bill Krouch	Christine Schöneweis	Prof. Dr. Andreas Söffing	Dr. Gernot Strube
Board and Committees	Supervisory Board	SB Chair	Member	Member	Member	Member	Senior SB Chair
	Committees	Audit Committee	Audit Committee (Chair)	–	–	–	Audit Committee
	Year of birth	1954	1970	1959	1976	1962	1965
	Gender	Male	Female	Male	Female	Male	Male
Diversity	Nationality	Austrian	German	US	German	German	German
	International experience / operational experience working at an international company	●	●	●	●	●	●
	First appointment	1998	2023	2018	2022	2022	2022
Tenure and Personal Aptitude	End of appointment	2027	2029	2027	2027	2027	2027
	Independence (as per the DCGK) ²⁾	●	●	●	●	●	●
	No overboarding (as per the DCGK)	●	●	●	●	●	●
	General understanding of the Nemetschek Group's business (global AEC/O media market environment, individual fields of business, client needs, regions, and company's strategic alignment)	●	●	●	●	●	●
Expertise	Detailed knowledge of business administration	●	●	●	●	●	●
	Industry knowledge (as per section 100 (5) AktG)	●		●	●		●
	Governance, compliance, and risk management	●	●	●	●	●	
	Personnel management / HR	●	●	●	●		●
	Sustainability	●	●	●	●		●
	Accounting, including sustainability reporting, and auditing and assurance thereof (AktG § 100 (5) and D.3 of the DCGK)	●	●			●	●
	Auditing of financial statements and sustainability reporting, and auditing and assurance (section 100 (5) AktG and D.3 of the DCGK)	●	●				
Financial expertise							

1) Based on the Supervisory Board's own assessment. A filled circle means that the member has at least good knowledge and experience that can be used as a basis for comprehending the matters relevant to the work of the Supervisory Board.

2) Kurt Dobitsch has been on the Supervisory Board for more than twelve years and continues to be viewed as independent by the company and its Executive Board members. He does not maintain a personal or commercial relationship with the company or its Executive Board members. Pursuant to recommendation C.7 of the German Corporate Governance Code (DCGK), membership of many years on the Supervisory Board is merely an indicator of a possible lack of independence, and an indicator which also allows for a different assessment by the Supervisory Board. In the view of the Supervisory Board, the mere long-standing membership on the Supervisory Board neither constitutes grounds for a conflict of interest or roles, nor does it impair the manner in which the duties are discharged.

Independence

Pursuant to DCGK recommendation C.6, the Supervisory Board shall include what it considers to be an appropriate number of independent members from the group of shareholder representatives. Within the meaning of this recommendation, a Supervisory Board member is considered independent if he/she is independent from the company and its Executive Board, and independent from any controlling shareholder. Overall, in the Supervisory Board's assessment, it is appropriate for the Supervisory Board to have at least three members who are independent of the com-

pany and its Executive Board as well as independent of a controlling interest. In the Supervisory Board's assessment, all members are currently independent from the company and its Executive Board and from any controlling shareholder.

Moreover, pursuant to DCGK recommendation C.7, more than half of the shareholder representatives on the Supervisory Board shall be independent from the company and the Executive Board. In the Supervisory Board's assessment, these requirements are also met. This assessment is not inconsistent with the fact that

Kurt Dobitsch has had a tenure of more than twelve years on the Supervisory Board. Pursuant to DCGK recommendation C.7, many years' membership on the Supervisory Board is merely an indicator of a possible lack of independence, and an indicator which also enables a different assessment by the Supervisory Board. The Supervisory Board considers it inappropriate to make a purely formal consideration on the assumption that independence would be compromised after more than twelve years on the Supervisory Board. In the view of the Supervisory Board, the mere long-standing membership on the Supervisory Board neither constitutes grounds for a conflict of interest or roles, nor does it impair the manner in which the duties are discharged. In the work of the Supervisory Board over the previous years, there have been no major conflicts of interest or even any conflicts of interest that were only temporary. There have been and are no indications that Kurt Dobitsch would possibly deal with the Executive Board in a biased or prejudiced manner. The Supervisory Board also firmly believes that membership for more than twelve years does not hinder the ability to reflect critically on one's own Supervisory Board activities or to work on increasing efficiency.

Finally, pursuant to DCGK recommendation C.9, if the company has a controlling shareholder, and the Supervisory Board comprises six or fewer members, at least one shareholder representative shall be independent from the controlling shareholder. These requirements are also met since, in the assessment of the Supervisory Board, all the members are independent of the controlling shareholder.

Procedures

The Supervisory Board monitors management of the company's business and serves the Executive Board in an advisory capacity. The Supervisory Board conducts its business in accordance with the statutory provisions, in particular, the German Stock Corporation Act (AktG), the Articles of Incorporation, and the rules of procedure for the Supervisory Board, as well as the respective recommendations of the German Corporate Governance Code, except where a deviation is declared. The members of the Supervisory Board are obliged to act in the company's interest.

The Supervisory Board examines all significant transactions by examining the documents concerned. It also advises and guides the Executive Board on its business policy objectives and strategies and sustainability-related matters and the strategic alignment for sustainability. The Supervisory Board is also provided with information by the Executive Board on the position of the segments, including the individual brands, and the Group as well as on further relevant company matters related to planning, business development, the risk situation, risk management, and compliance.

The Supervisory Board examines the annual financial statements and consolidated financial statements prepared by the Executive Board as well as the combined management report of Nemetschek SE and the Group, the non-financial declaration, the remuneration

report and the report on the company's relationships with affiliated companies in accordance with section 312 of the German Stock Corporation Act (AktG) (Related Entities Report).

It adopts the annual financial statements and approves the consolidated financial statements of Nemetschek SE. It examines the proposal on the allocation of the unappropriated surplus and, together with the Executive Board, submits it to the Annual General Meeting for resolution. The Chair of the Supervisory Board explains the activities of the Supervisory Board each year in his report at the Annual General Meeting.

The Supervisory Board is convened at least once a quarter, but at least once every calendar half-year. The main topics discussed at the meetings held during the past financial year are summarized in the Supervisory Board's Report. The Chairperson of the Supervisory Board coordinates the work of the Supervisory Board, convenes its meetings and chairs them. The Supervisory Board usually adopts resolutions in meetings. At the order of the Chairperson of the Supervisory Board, written resolutions or resolutions by telephone or by e-mail may be adopted if no member objects to this procedure within a period of time determined by the Chairperson of the Supervisory Board. The Supervisory Board constitutes a quorum if at least half of its members, but at least three members, participate in adopting a resolution. The Supervisory Board adopts resolutions by a simple majority of votes, unless otherwise stipulated by law. Minutes of the discussions and resolutions of the Supervisory Board must be drawn up.

Composition and procedures of the Audit Committee

Composition

The Supervisory Board has established an Audit Committee, which consists of three members. The Chair of the Audit Committee is Ms. Iris M. Helke, and its other members are Mr. Kurt Dobitsch und Dr. Gernot Strube. The Supervisory Board appointed Ms. Helke as the new Committee Chair. In accordance with recommendation D.3, fifth sentence, of the German Corporate Governance Code, the Chair of the Supervisory Board may not simultaneously be Chair of the Audit Committee. The Audit Committee prepares resolutions and topics for consideration by the Supervisory Board. The Chair of the Audit Committee reports on the work of the Committee to the Supervisory Board; in the event of significant events or findings of the Audit Committee, its Chair informs the Chair of the Supervisory Board immediately.

The members of the Audit Committee are familiar with the sectors in which the Nemetschek Group operates. As of December 31, 2024, the Supervisory Board and its Audit Committee consisted of several members with expertise in accounting, namely Iris M. Helke, Kurt Dobitsch, and Dr. Gernot Strube. Moreover, at least two members, specifically Iris M. Helke and Kurt Dobitsch, also have extensive expertise in the field of auditing.

Under the German Corporate Governance Code, the Chair of the Audit Committee should be an expert in at least one of the two areas of accounting and auditing (recommendation D.3, third sentence, of the Code) and should be independent of the company and the Executive Board as well as the controlling shareholder (recommendation C.10 of the Code). The Chair of the Audit Committee, Iris M. Helke, meets these requirements.

Procedures

The tasks of the Audit Committee are as specified by the applicable provisions, the rules of procedure for the Audit Committee, and the resolutions of the Supervisory Board, taking into account the German Corporate Governance Code. The Audit Committee supports the Supervisory Board in monitoring accounting and the integrity of the accounting processes, among other things. It deals intensively with the accounting documents and prepares the discussions and resolutions of the Supervisory Board for the adoption of the annual financial statements and the Combined Management Report, for the proposal of the Executive Board on the allocation of the unappropriated profit and for the approval of the consolidated financial statements as well as the Group Management Report. The Audit Committee discusses auditor's reports, audit procedures and audit results with the Executive Board and Supervisory Board; it also conducts a regular assessment of the quality of the auditing. It discusses the quarterly reports and the half-year financial reports with the Executive Board and the auditor prior to publication, provided the documents are subject to an auditor's review. It monitors the effectiveness of the internal control system, the risk management system, the compliance system and the internal auditing system by discussing fundamental issues and significant matters with the Executive Board. The Audit Committee supports the Supervisory Board in monitoring the auditing of the financial statements, prepares the discussions and resolutions of the Supervisory Board for proposing the election of auditor to the Annual General Meeting, and submits a corresponding proposal to the Supervisory Board. It prepares the Supervisory Board's decisions on corporate governance issues and decides on the approval of material transactions with related parties in accordance with section 111b (1) of the German Stock Corporation Act (AktG). Furthermore, the non-financial declaration, the remuneration report, and the Related Entities Report are discussed in the Audit Committee.

No other committees were formed apart from the Audit Committee. The Supervisory Board has consisted of six members since the effective date of the amendments to the Articles of Incorporation enlarging the Supervisory Board on May 25, 2022, and is of the opinion that a body of this size ensures the efficient and effective discharge of its duties even in the absence of any further specialized committees, in particular, a Nomination Committee.

Self-Assessment

The Supervisory Board regularly assesses – either internally or with the involvement of external consultants – how effectively it and the Audit Committee discharge their duties. The Supervisory Board conducted a self-assessment in the 2024 financial year. This self-assessment covered the following subject areas: the efficiency of the procedures of the full Supervisory Board and the Audit Committee, the quality of the preparation and execution of meetings and the content of the meetings, cooperation and the flow of information between the Executive Board and the Supervisory Board, cooperation with the auditor, the composition and skills profile of the Supervisory Board (qualifications matrix) and the Audit Committee, the independence of the members, and how conflicts of interest are handled. The findings of the assessment and the measures to be derived from them, along with suggestions for improvement, were presented and discussed promptly at the Supervisory Board meeting held on December 19, 2024. The findings of the self-assessment attested to professional, constructive and efficient cooperation within the Supervisory Board and with the Executive Board, marked by mutual trust and open communication. Likewise, the findings attest to efficient meeting organization and execution as well as appropriate provision of information. The composition and structure of the Supervisory Board and the Audit Committee are rated as being appropriate, effective and efficient. The self-assessment did not identify any fundamental need for change. The next self-assessment is scheduled for the year 2026.

Please refer to the [<< Report from the Supervisory Board >>](#) for further information on the issues and activities of the Supervisory Board in 2024.

Long-Term Succession Planning for the Executive Board

Working together with the Executive Board, the Supervisory Board ensures that there is long-term succession planning (recommendation B.2 of the German Corporate Governance Code). To this end, the Supervisory Board maintains regular communication with the Executive Board. Together, the Executive Board and Supervisory Board evaluate the suitability of potential succession candidates and discuss how to develop suitable internal candidates. In addition, the Supervisory Board examines the size and composition of the Executive Board on a regular basis. To this end, the Chairman of the Supervisory Board discusses with the Executive Board the skills and experience as well as professional and personal competencies, in particular, that should be present on the Executive Board, including with a view to the company's strategic development, and to what extent the composition of the Executive Board already meets these requirements.

Remuneration of the Executive Board and Supervisory Board

Executive Board

In keeping with the changes in legislation resulting from the German Act Implementing the Second Shareholder Rights Directive (ARUG II), which took effect on January 1, 2020, the Supervisory Board enhanced the existing Executive Board remuneration system and passed a resolution in this connection at the meeting held on March 18, 2022. This remuneration system was approved at the Annual General Meeting on May 12, 2022. The 2022 remuneration system implements the requirements of the German Stock Corporation Act (AktG) in the version amended by the Second Shareholder Rights Directive (ARUG II) and incorporates the recommendations of the German Corporate Governance Code in the version of April 28, 2022, which took effect on June 27, 2022, except where a deviation from it is declared. The remuneration system is published on the Nemetschek Group's website at ir.nemetschek.com/remuneration. The Supervisory Board will regularly review the remuneration system. Under section 120a (1) of the German Stock Corporation Act (AktG), the Annual General Meeting must pass a resolution approving the remuneration system presented by the Supervisory Board in the event of any material change, but at least once every four years.

Supervisory Board

The Supervisory Board's remuneration is governed in section 15 (Remuneration of the Supervisory Board) of the company's Articles of Incorporation, which are published on the Nemetschek Group's website at ir.nemetschek.com/remuneration.

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) since the 2021 financial year. The report describes the principles of the remuneration systems for the Executive Board and for the Supervisory Board and reports individually on the remuneration granted and owed by the company and by companies in the same group to each current or former member of the Executive Board and Supervisory Board. The report for the 2024 financial year is published on the Nemetschek Group's website at ir.nemetschek.com/remuneration.

Target percentage for female representation, sections 76 (4), 111 (5) of the German Stock Corporation Act (AktG) and diversity policy

Diversity at Nemetschek

Diversity is part of the corporate culture that is practiced at the Nemetschek Group. Different cultures and the distinct individuality of the employees are important drivers for the company's innovation and should therefore be promoted in a targeted manner. With this diversity statement, the Nemetschek Group is emphasizing the importance of respect, inclusion and equal opportunities in the Group. You will find further information on diversity in

the 2024 Group Management Report under [<< 2 Non-Financial Declaration >>](#).

The objective to achieve diversity, including diversity in the employee mix, committee composition, and appointments to leadership positions, is expressly welcomed.

The Supervisory Board has currently not adopted a concrete diversity policy that is pursued in relation to the composition of the Executive Board or Supervisory Board, although it expressly welcomes the commitment to diversity in the German Corporate Governance Code and advocates a diverse composition of governance bodies and in appointments to management positions. In the election proposals for the Supervisory Board at the 2022 and 2024 Annual General Meetings and in the composition of the Executive Board, the Supervisory Board placed particular emphasis on diversity in addition to qualification-related criteria. However, when making appointments to Executive Board positions and in relation to the composition of the Supervisory Board, the emphasis will continue to be on personal aptitude, especially the individual's experience, skills, and knowledge. The criterion of diversity is additionally considered.

Targets for Female Representation

According to AktG section 111(5), the Supervisory Board must define targets for the share of positions held by women on the Supervisory Board and Executive Board.

Executive Board

Decision Regarding the Target for Female Representation on the Executive Board and Justification

In its resolution passed on March 9, 2023, the Supervisory Board set a target of 25% for female representation on the Executive Board for the period through to December 31, 2025. The Executive Board consisted of four members at the time this decision was made. The Supervisory Board generally supports the objective of achieving diversity in the Executive Board and views the future increase of the percentage of women at all levels of the enterprise as an important part of the personnel concept of the worldwide Nemetschek Group. For the composition of the Executive Board, however, the individual's experience, expertise, and knowledge is of critical importance to the Supervisory Board. The Supervisory Board is therefore convinced that a target of 25% female representation on the Executive Board for 2023 to 2025 is realistic, appropriate, and proper.

Determination of the Status Quo for Female Representation on the Executive Board

The Executive Board consisted of Yves Padrines (CEO) and Louise Öfverström (CFO) as of December 31, 2024. Female representation on the Executive Board therefore stood at 50% at the end of 2024 (previous year: 50%), thus exceeding the defined target.

Due to the enlargement of the Executive Board as of January 1, 2025, with the appointment of Mr. Usman Shuja (Chief Division Officer Build & Construct Division, CEO of Bluebeam), the proportion of female representation on the Executive Board changed as of January 1, 2025, and has remained at 33.3% and thus above the target since then.

Supervisory Board

Decision Regarding the Target for Female Representation on the Supervisory Board

In its resolution passed on December 17, 2021, the Supervisory Board set a target of 25% for female representation on the Supervisory Board for the period through to December 31, 2025.

Determination of the Status Quo for Female Representation on the Supervisory Board

The Supervisory Board was composed of four male and two female members as of December 31, 2024. Accordingly, the proportion of female representation on the Supervisory Board was 33.3% (previous year: 33.3%) and was thus above the defined target.

Management Tier Directly beneath Executive Board

Decision Regarding the Target for Female Representation at the Management Tier Directly beneath the Executive Board

In accordance with section 76 (4) of the German Stock Corporation Act (AktG), the Executive Board also sets targets for female representation on the two management tiers beneath the Executive Board. In its resolution passed on December 17, 2021, the Executive Board set a target of 28.6% for female representation on the first management tier directly beneath the Executive Board for the period through to December 31, 2025. All employees who report directly to members of the Executive Board are deemed to belong to the management tier directly beneath the Executive Board.

As Nemetschek SE traditionally has flat hierarchies due to its holding structure and therefore has no continuous second management tier, no target figure for female representation on the second management tier has been set. Nevertheless, the company performs an annual check to determine whether the installation of a second management tier is appropriate in view of the Group's steady growth.

Determination of the Status Quo for Female Representation at the Management Tier Directly beneath the Executive Board

The first management tier comprised 14 individuals as of December 31, 2024 (previous year: 14), including 4 women (previous year: 4 women), translating into female representation of 28.6% (previous year: 28.6%). The company's continuous growth and the related adjustments to its management structures may also

cause fluctuations in the gender representation at the first management tier.

Further Information on Corporate Governance

Financial Reporting and Audit

Nemetschek SE prepares its consolidated financial statements and consolidated interim reports in accordance with the International Financial Reporting Standards (IFRS) as endorsed in the European Union. The annual financial statements of Nemetschek SE (separate financial statements) are prepared in accordance with the provisions of the German Commercial Code (HGB). On May 23, 2024, the Annual General Meeting – at the proposal of the Supervisory Board – duly elected PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich, as independent auditors of the annual financial statements and the consolidated financial statements for 2024. The signing auditors of the separate financial statements of Nemetschek SE and of the consolidated financial statements as of December 31, 2024 are Sebastian Stroner as the responsible auditor and right-hand signatory as well as Katharina Deni as the left-hand signatory. The Supervisory Board awarded the audit engagement and also negotiated the audit fee. The Audit Committee likewise reviewed the independent auditors' independence. Moreover, it assessed the services rendered by the auditor and reviewed the quality of the auditing, and reported on this to the Supervisory Board.

Shareholders and the Annual General Meeting

Shareholders can assert their rights and exercise their voting rights at the Annual General Meeting. Each share in Nemetschek SE grants one voting right. The Annual General Meeting usually decides on the appropriation of profits, the official approval and discharge of the members of the Executive Board and the Supervisory Board, the selection of the independent auditor and the approval of the remuneration report. The Annual General Meeting also decides on the election of Supervisory Board members, amendments to the Articles of Incorporation, capital measures, company agreements, approval of the remuneration system for members of the Executive Board, and the remuneration of the Supervisory Board. The Annual General Meeting usually takes place within the first five months of a given financial year and is chaired by the Chair of the Supervisory Board. The Executive Board presents the consolidated financial statements and annual financial statements as well as more detailed reports, explains the prospects of the company, and, together with the Supervisory Board, answers the shareholders' questions.

The invitation to the Annual General Meeting and the corresponding documents and information are made available on the Nemetschek Group website on the day the meeting is called in accordance with the statutory requirements.

The Annual General Meeting for the 2024 financial year was held as an in-person event at the Haus der Bayerischen Wirtschaft in Munich on May 23, 2024.

Transparency and Communication

The Nemetschek Group makes open and trustful communication with its shareholders and other stakeholders a priority and maintains a prompt and reliable dialog with them. All information relevant to capital markets is published in German and English simultaneously and made accessible on the Nemetschek Group's website. This information includes annual and interim reports, press releases and ad hoc notifications, information on the Annual General Meeting and sustainability, and company presentations. The financial calendar with the relevant publication and event dates can also be found on it.

Share Dealings by Board Members, Voting Rights Announcements and Share-Based Compensation Components (SAR Plan)

Pursuant to Article 19 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation), members of the Executive Board and Supervisory Board are legally required to disclose transactions conducted on their own account relating to the shares or debt instruments of Nemetschek SE or to derivatives or other financial instruments linked thereto, where the total amount of the transactions conducted by the member or related parties within a calendar year reaches or exceeds the amount of EUR 20,000. The transactions reported to Nemetschek SE have been duly published and can be found on the Nemetschek Group's website at ir.nemetschek.com/managers-transactions.

Nemetschek SE also discloses changes among its shareholders that have been reported to it if the thresholds defined in the German Securities Trading Act (sections 33 et seq. WpHG) are reached, exceeded or fallen below. The voting rights announcements reported to Nemetschek SE have been duly published and can be found on the Nemetschek Group's website at ir.nemetschek.com/votingrights.

The Nemetschek Group wishes to involve the Executive Board and other categories of employees in the company's future success over the medium and long term. A stock appreciation rights (SAR) plan was initiated for this purpose and integrated into the current Executive Board remuneration system which was approved at the Annual General Meeting on May 12, 2022. Under the SAR plan, the members of the Executive Board and other categories of employees may be granted stock appreciation rights (SARs), the value of which depends on the development of the Nemetschek SE stock price. There is no entitlement to the granting of new SARs. The increase in the value of the SARs is normally paid out in cash, though it can also take the form of Nemetschek shares. Information about the SAR plan can be found in the description of the current system for Executive Board remuneration on the Nemetschek Group's website at ir.nemetschek.com/remuneration.

Munich, March 14, 2025



Yves Padrines

Louise Öfverström

Usman Shuja

Nemetschek on the capital market

Review of the financial year 2024

After the year 2023, one characterized by an unexpected market recovery and falling inflation rates, the positive development continued into the year 2024. Despite continued geopolitical tensions and persistent uncertainty in several regions and sectors, the global economy also remained robust over the past year. In particular, the economies in the United States and parts of Europe proved to be resilient again, supported by stable labor markets and ongoing strong consumer demand. A continued decline in inflation rates in Europe and the United States contributed significantly to the decisions of central banks to ease their interest rate policies over the course of the year 2024. These measures fueled hopes of a lasting stabilization of the financial markets and led to a continuation of the positive trend on the international equity markets. This development was further supported by a recovery in investments in sustainable technologies and innovations.

Against this backdrop, the global stock markets again performed positively for the most part and ended 2024 with some strong stock price increases. The MSCI World recorded a gain of +17%, while the S&P 500 also rose significantly by +24%. In particular, US technology stocks continued to see a strong upward trend and were once again among the biggest winners, leading to a 27% increase in the Nasdaq Composite.

In contrast, the relevant European and German indices showed a mixed picture. While the STOXX Europe Total Market Software & Computer Services (+27%) and the DAX (+19%) again recorded strong performances, the MDAX (-5%) and the TecDAX (+2%), in which Nemetschek SE is listed, only recorded very slight increases or even declines.

Overall, it can be stated that the constructive market sentiment and the optimism of many investors made 2024 another positive year on the stock market, with the recovery of the previous year continuing for the most part, creating opportunities for companies and investors.

Nemetschek share: another year of double-digit increase

Nemetschek SE continued to benefit from the favorable market conditions in 2024 and was able to sustain the successful development of the previous year. After the share price had already increased by 65% in 2023, it continued to grow strongly in 2024, again posting a significant double-digit increase of around 20%. After the strong price increases in the previous year, Nemetschek SE started the new year on January 2, 2024, at a share price of EUR 78.48 and shortly thereafter, on January 4, 2024, recorded the lowest price of the shares for the whole of 2024 at EUR 72.82.

Overall, the Nemetschek share price outperformed most relevant indices such as the DAX, MDAX and TecDAX, as well as those of its main competitors, in the first half of the year. In the second half

of 2024, however, the shares of Nemetschek SE developed in line with most of the relevant indices and the shares of its European and US competitors.

The share price increase of the Nemetschek SE in 2024 was mainly driven by the company's continued strong underlying operational performance, despite a continued muted construction market in Europe and the temporary accounting-related dampening effect on growth and profitability associated with the Group's business model transition to subscription and SaaS. In addition, the continued successful transitions to subscription and SaaS models at Bluebeam and at several brands in the Design segment further reduced the associated uncertainties for investors.

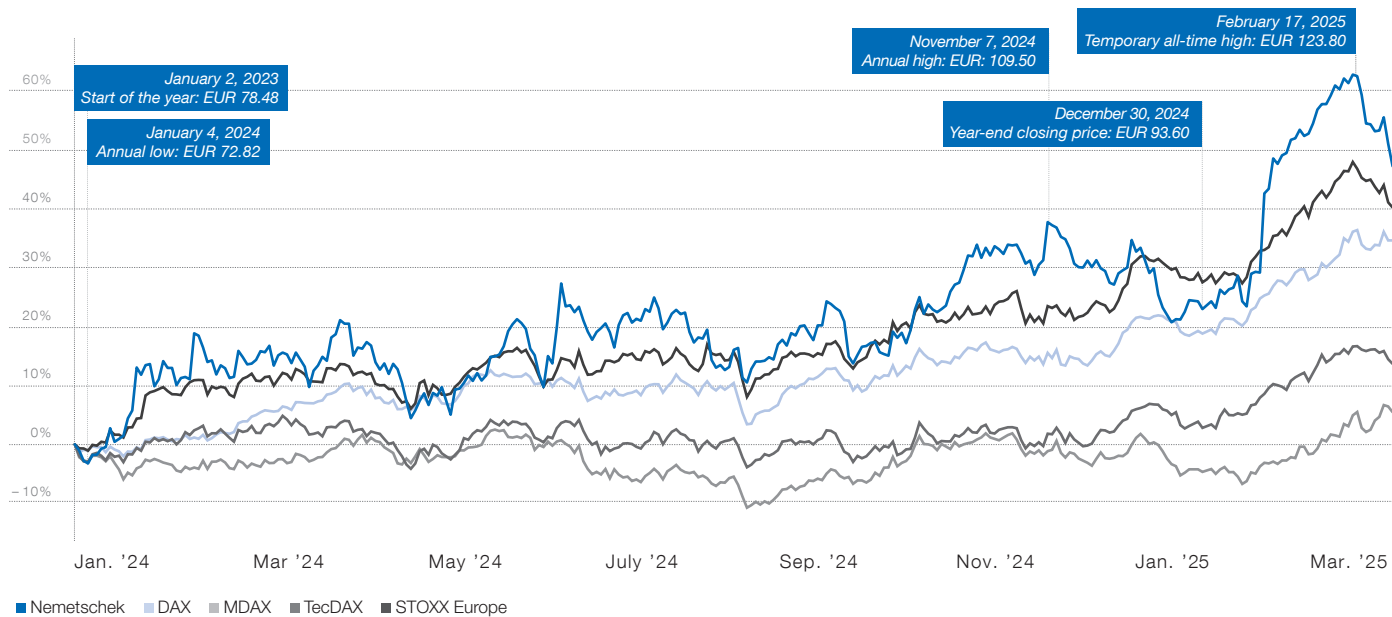
Furthermore, on June 6, 2024, the Nemetschek Group announced the acquisition of GoCanvas Holdings, Inc., which represents the largest acquisition in the more than 60-year history of the company. The high quality of the target company, as well as the value-creating combination of the complementary product portfolios, technologies and customer groups of GoCanvas Holdings, Inc., and the Bluebeam brand, convinced the shareholders of the Nemetschek Group, which led to a significant increase in the share price both at the time of the announcement and in the weeks that followed. The positive development of the share price culminated on November 7, 2024, in a year-high of EUR 109.50, which was only slightly below the share's all-time high from 2021. In the following weeks, the share price of Nemetschek SE corrected slightly and ended the year 2024 at a price of EUR 93.60 per share.

Market development in the financial year 2025

Following the good performance in 2024, the global stock indices as well as the shares of technology and growth companies continued their positive performance at the beginning of 2025. In this market environment, the shares of Nemetschek SE also recorded a significant share price increase and developed positively in line with relevant indices and direct competitors. A decisive impulse for the subsequent outperformance of the Nemetschek SE share price was the publication of the company's preliminary financial results for 2024 on January 20, 2025. The company's very strong operating results led to a sharp increase in the Nemetschek share price in the following weeks and to a significant outperformance compared to the relevant benchmark indices and to its European and US competitors.

In the course of this strong upward movement, the share price of Nemetschek SE reached its all-time high of EUR 123.80 per share on February 17, 2025. The share price subsequently stabilized at a level of EUR 112 until the beginning of March.

SHARE PRICE DEVELOPMENT OF NEMETSCHKEK SHARES FROM THE BEGINNING OF 2024 TO THE BEGINNING OF 2025 COMPARED TO SELECTED INDEXES (INDEXED)



Nemetschek shares in the MDAX and TecDAX rankings

In the Deutsche Börse ranking, Nemetschek was ranked 45th (previous year: 48th) in the MDAX and 7th (previous year: 7th) in the TecDAX in terms of market capitalization (based on free float) as of December 31, 2024.

In the 2024 financial year, an average of 96,939 shares were traded daily via the Xetra electronic trading system (previous year: 121,095 shares). The average daily turnover on XETRA was EUR 8.70 million (previous year: EUR 7.70 million).

Nemetschek at a glance

KEY FIGURES ON SHARES

	2024	2023
Closing price in EUR	93.60	78.48
High in EUR	109.50	82.22
Low in EUR	72.82	47.25
Market capitalization in EUR million as of year-end	10,810.80	9,064.44
Earnings per share in EUR	1.52	1.40
Price/earnings ratio as of year-end	61.58	56.06
Average number of shares traded per day (Xetra)	96,939	121,095
Average number of outstanding shares	115,500,000	115,500,000

As of December 31, 2024, Nemetschek SE had no rating from a rating agency that assesses its creditworthiness.

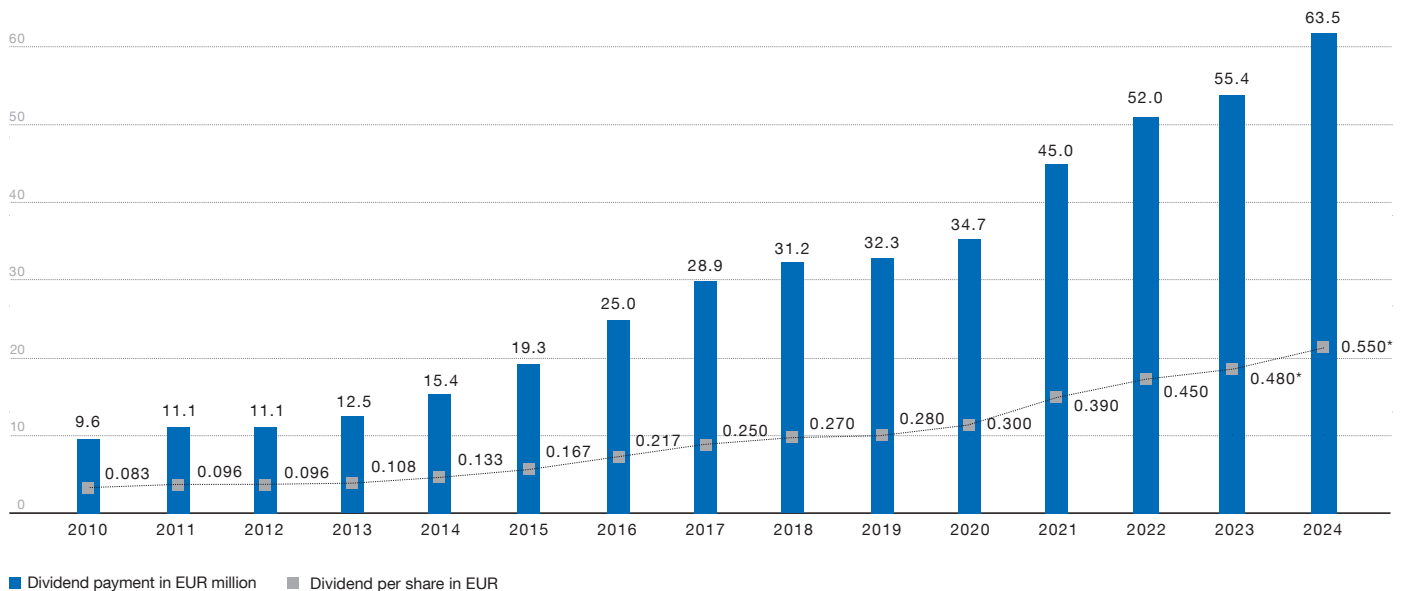
Dividend policy and dividend proposal for the financial year 2024

The Nemetschek Group pursues a sustainable dividend policy that aims to distribute around 25% of its operating cash flow. The dividend policy always takes into account macroeconomic developments, the company's economic and financial position, and the interests of shareholders.

Despite the ongoing macroeconomic challenges, the Nemetschek Group continued its positive operational development in 2024. The organic guidance published for the financial year 2024 and the expanded outlook following the acquisition of GoCanvas

were again met or even exceeded. Based on these developments, Nemetschek SE would like to continue its sustainable and reliable dividend policy, even in a challenging geopolitical and economic environment. The Supervisory Board and Executive Board therefore decided to propose a dividend increase of 14.6% to EUR 0.55 per share (previous year: EUR 0.48 per share) at the Annual General Meeting on May 20, 2025. With 115.5 million shares currently outstanding, this would correspond to a total dividend payout of EUR 63.5 million (previous year: EUR 55.4 million) and would result in a payout ratio – based on operating cash flow – of around 21% (previous year: around 22%).

DIVIDEND PER SHARE AND TOTAL PAYOUT IN YEAR-ON-YEAR COMPARISON



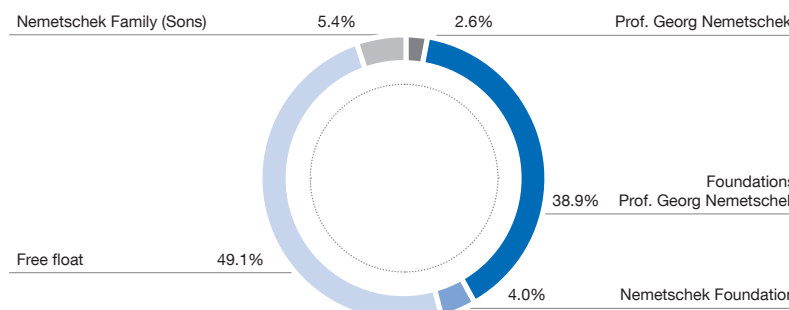
* Proposal to the annual general meeting on May 20, 2025.

Shareholder structure

As of December 31, 2024, the free float was 49.1%. It was spread across a regionally widely diversified shareholder base with a high proportion of international investors, primarily from the USA, Germany, France, the UK, Switzerland, and Scandinavia.

With its directly or indirectly held shares, amounting to around 50.9% of the share capital, the Nemetschek family remained the majority shareholder of the company in the financial year 2024.

SHAREHOLDER STRUCTURE*



* Direct shareholdings as of December 31, 2024.

Annual General Meeting

The Annual General Meeting 2024 of Nemetschek SE took place on Thursday, May 23, 2024, at the Haus der Bayerischen Wirtschaft in Munich.

Dividend for the financial year 2023

The shareholders of Nemetschek SE approved a dividend increase for the eleventh year in a row last year. The dividend increased to EUR 0.48 per share (previous year: EUR 0.45). The total dividend payout amounted to EUR 55.4 million (previous year: EUR 52.0 million). Based on the operating cash flow, this resulted in a dividend payout ratio of around 22% for the financial year 2023 and was therefore in line with the long-term target dividend payout ratio of around 25% of the operating cash flow. The dividend was distributed to the shareholders following the Annual General Meeting on May 23, 2024.

Additional agenda items

In addition to the dividend, the Annual General Meeting also voted on other agenda items. These included the formal approval of the actions of the Executive Board, the formal approval of the actions of the Supervisory Board, the appointment of the auditor for the financial year 2024, the election of Ms. Iris M. Helke to the supervisory board, the authorization to acquire and use treasury shares in accordance with Section 71 (1) no. 8 AktG and to exclude subscription rights and any rights of tender, and the approval of the remuneration report for the financial year 2023. All agenda items were approved by a large majority. The agenda items and voting results can be found at ir.nemetschek.com/agm.

Extensive communication with the capital market

The Nemetschek Group is committed to proactive, timely and transparent communication in order to promote continuous dialog with its stakeholders. The Investor Relations department acts as a central point of contact and is in regular contact with shareholders, analysts, potential investors and other national and international interest groups. The goal is to present the company's strategy, business model and development in a clear and understandable way.

This approach was also consistently pursued in the financial year 2024. The relationship with existing and potential new investors of the Nemetschek Group was again maintained and further expanded through a large number of contacts and discussions. Over the course of the year, there were also a large number of personal and virtual meetings with investors at conferences and roadshows. In addition, telephone conferences were held in connection with the publication of the annual, half-yearly and quarterly results. These conferences provided analysts and investors with a platform to directly address their questions to the Executive Board and exchange views with the company's management about the latest business developments.

With this open and dialog-oriented communication strategy, the Nemetschek Group strengthens the trust and relationship with its stakeholders and underlines its commitment to transparency and engagement in the capital market. In addition, the Nemetschek Group was in close and continuous contact with relevant trade and business media.

At the end of 2024, the development of the Nemetschek Group and its share price was covered by 22 analysts from various global investment and research houses. These analysts regularly publish independent reports and commentaries on the current development of the company. At the end of the year, the analysts' average (median) target price for the share price was EUR 95.00.

Rating	Number
Buy, Add, Outperform, Overweight	5
Hold, Neutral, Equalweight	14
Sell, Underweight, Underperform	3

The current target prices of the respective analysts can be found on the company's website at ir.nemetschek.com/analysts.