NEMETSCHEK GROUP

2024 ANNUAL REPORT

Intelligence beyond AI

SEGMENTS AND BRANDS OF NEMETSCHEK GROUP

NEMETSCHEK
GROUP

DESIGN	BUILD	MANAGE	MEDIA
ALLPLAN GRAPHISOFT RISA SOLIBRI VECTORWORKS	BLUEBEAM gocanvas NEVARIS	CREMSOLUTIONS SPACEWELL	MAXON
DIGITAL TWIN BUSINESS UNIT dRofus dTwin			

ANNUAL REPORT
2024

Intelligence beyond AI

The construction and media industries are on the edge of a fundamental change brought about by artificial intelligence. This is about much more than a new technology. In combination with human intuition, productivity becomes more productive and creativity more creative along the entire construction lifecycle. The Nemetschek Group's focus is on an ethical and responsible use that goes one step further – for more added value, efficiency and sustainability.

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Key Figures

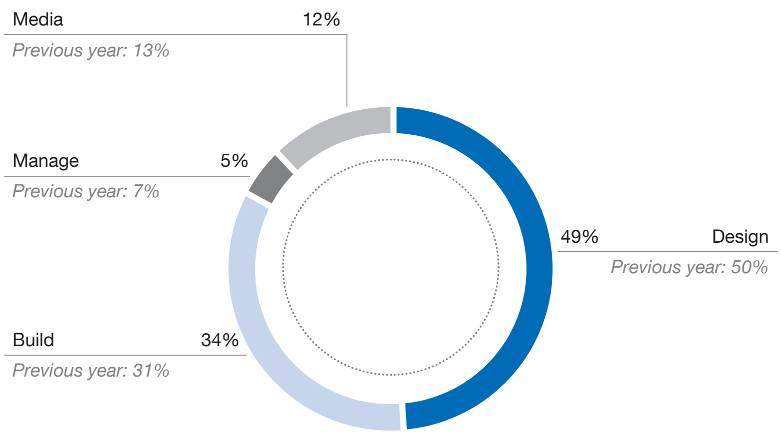
NEMETSCHEK GROUP

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

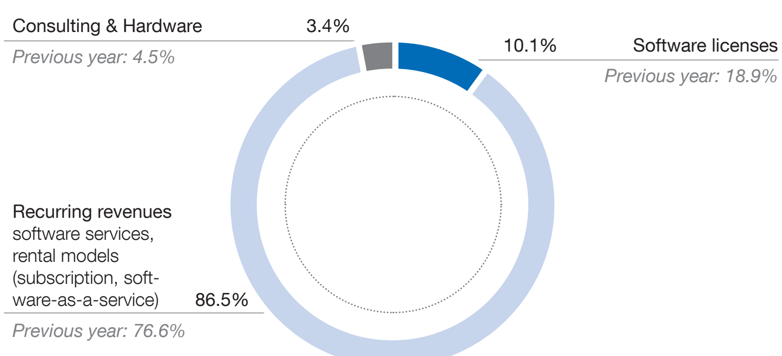
* Figures were restated due to a goodwill adjustment.

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.

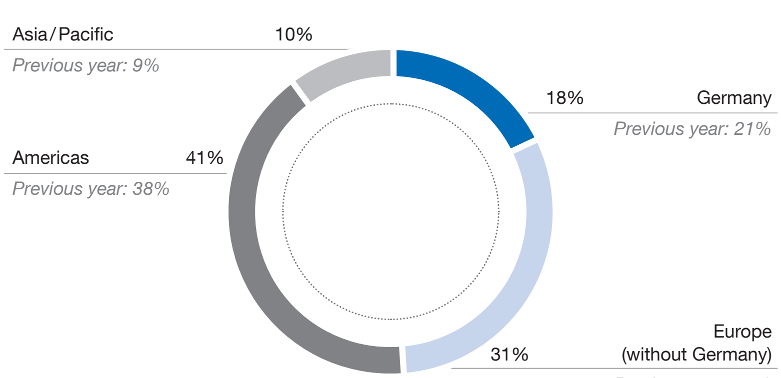
REVENUES BY SEGMENT IN %



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 of 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 benefit 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 lifecycle. 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 Nemetschek 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/declarationofconformity*.

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.

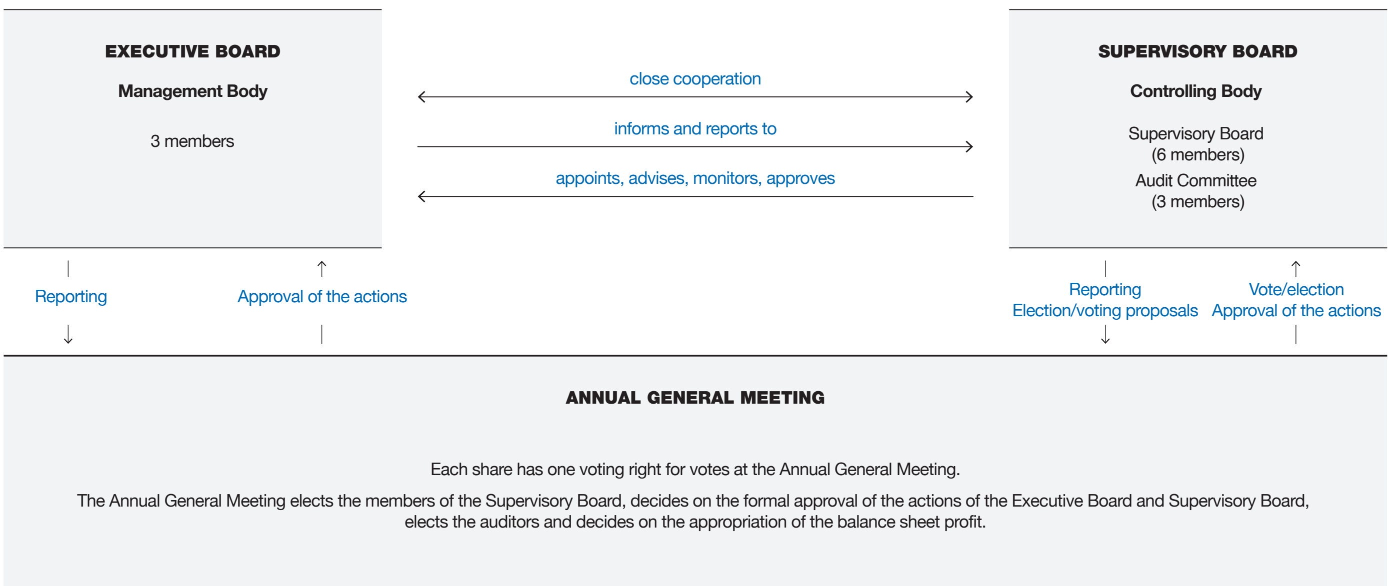
In addition to using the digital whistleblowing system, employees can communicate directly with superiors, relevant HR managers, or (local) Compliance. All information submitted is first checked for plausibility and treated with absolute confidentiality. Further investigations are initiated and steps 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 NEMETSCHEK 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 QUALIFICATIONS[1]

		Supervisory Board Members					
		Kurt Dobitsch	**Iris M. Helke**	**Bill Krouch**	**Christine Schöneweis**	**Prof. Dr. Andreas Söffing**	**Dr. Gernot Strube**
	Supervisory Board	SB Chair	Member	Member	Member	Member	Senior SB Chair
Board and Committees	Committees	Audit Committee	Audit Committee (Chair)	–	–	–	Audit Committee
	Year of birth	1954	1970	1959	1976	1962	1965
	Gender	Male	Female	Male	Female	Male	Male
	Nationality	Austrian	German	US	German	German	German
Diversity	International experience / operational experience working at an international company	●	●	●	●	●	●
	First appointment	1998	2023	2018	2022	2022	2022
	End of appointment	2027	2029	2027	2027	2027	2027
	Independence (as per the DCGK)[2]	●	●	●	●	●	●
Tenure and Personal Aptitude	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)	●	●	●	●	●	●
	Detailed knowledge of business administration	●	●	●	●	●	●
	Industry knowledge (as per section 100 (5) AktG)	●		●	●		●
	Governance, compliance, and risk management	●	●	●	●	●	
	Personnel management / HR	●	●	●	●		●
Expertise	Sustainability	●	●	●	●		●
	Accounting, including sustainability reporting, and auditing and assurance thereof (AktG § 100 (5) and D.3 of the DCGK)	●	●			●	●
Financial expertise	Auditing of financial statements and sustainability reporting, and auditing and assurance (section 100 (5) AktG and D.3 of the DCGK)	●	●				

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 company 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.

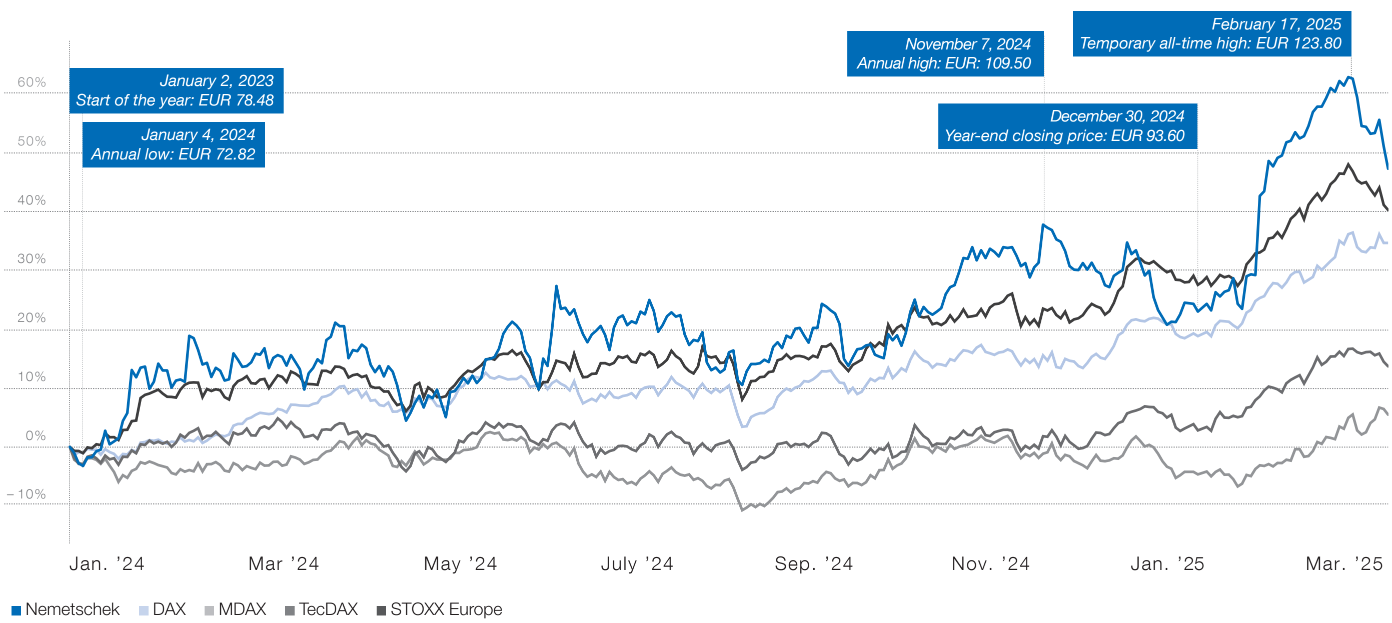
Furthermore, on June 6, 2024, the Nemetschek Group announced the acquisition of GoCanvas Holdings, Inc., which represents the largest acquisition in the more than 60-year history of the company. The high quality of the target company, as well as the value-creating combination of the complementary product 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 NEMETSCHEK 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

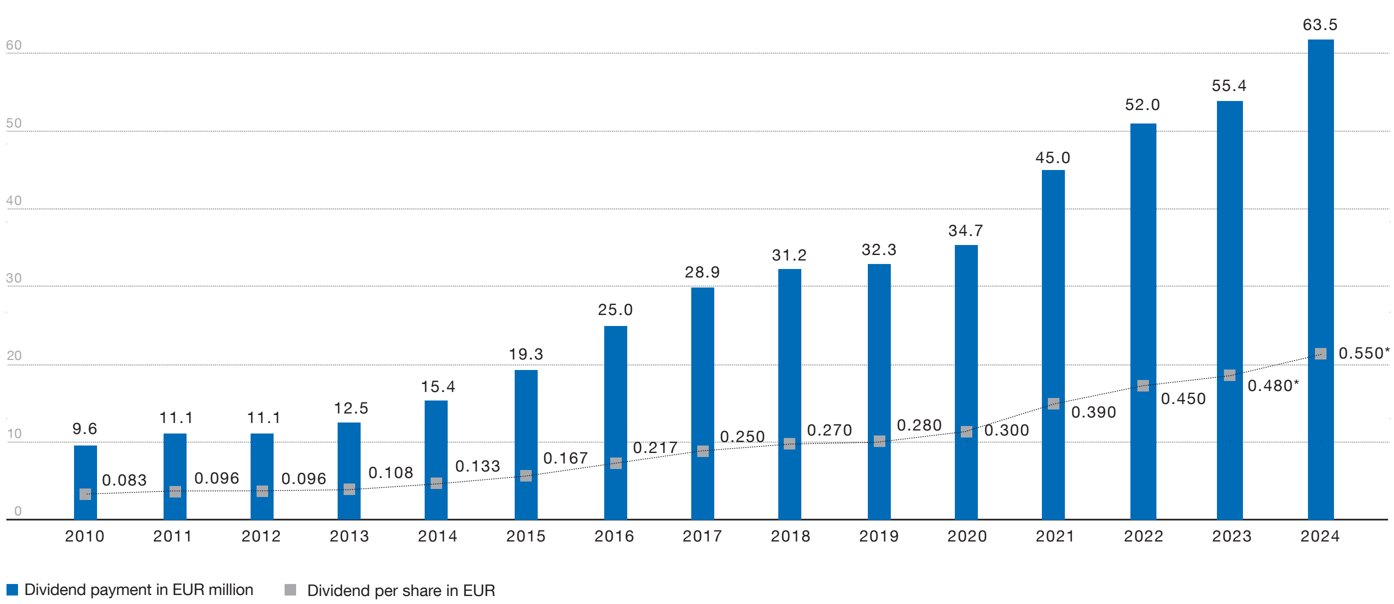
As of December 31, 2024, Nemetschek SE had no rating from a rating agency that assesses its creditworthiness.

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



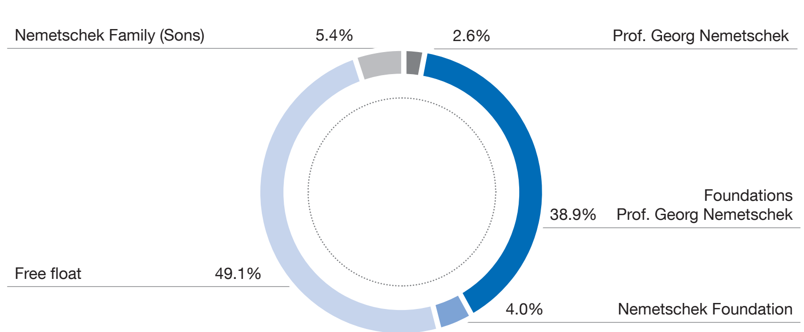
* Proposal to the annual general meeting on May 20, 2025.

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, Outperfom, 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.*

Group Management Report

Combined Management Report for the Financial Year 2024

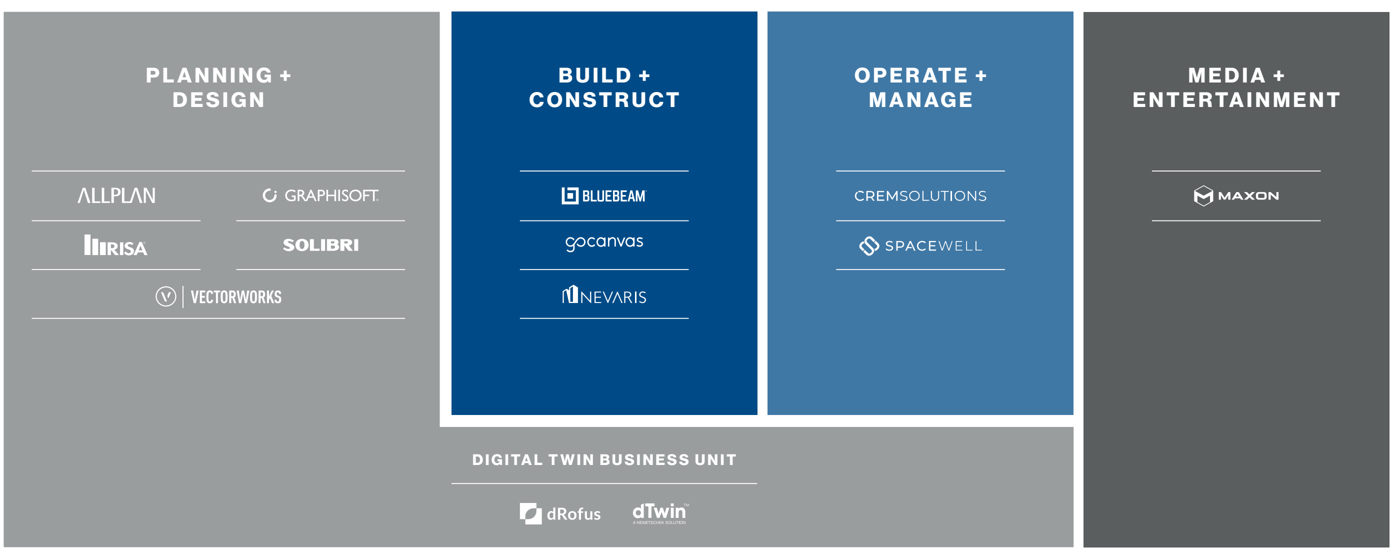
About This Report

The management report of Nemetschek SE and the Group management report for the 2024 fiscal year have been combined. The Declaration of Conformity pursuant to section 161 of the German Stock Corporation Act (AktG) is published on the Nemetschek SE website at ir.nemetschek.com/declarationofconformity. Furthermore, the Corporate Governance Declaration and the Declaration of Conformity can also be found in the annual report 2024 in the section [<< To Our Shareholders >>]. The consolidated financial statements as at December 31, 2024, that have been prepared by Nemetschek comply with International Financial Reporting Standards (IFRS) as applicable in the European Union (EU) as at December 31, 2024, and, additionally, with the requirements of the German Commercial Code in connection with German Accounting Standards.

1 Group Fundamentals

1.1 Group Business Model

Organization and Structure



Nemetschek SE, together with its subsidiaries (brands), forms the globally active Nemetschek Group. Founded in 1963 by Prof. Georg Nemetschek, the company can now look back on more than 60 years of history. Today, the Nemetschek Group is a global provider of digital software solutions for all phases and disciplines of the building and infrastructure project life cycle (i.e., the AEC/O industry – architecture, engineering, construction, and operation) as well as for all stages during the creation of digital 2D and 3D content in the media sector.

As a strategic holding company, Nemetschek SE is headquartered in Munich, Germany, and carries out its operating activities through four segments with a total of 12 brands (previous year: 13 brands). On the one hand, the structure combines central steering at Group level and, on the other, business freedom at brand level. As such, it is possible for individual brands to focus on client needs and acquiring new customers, thus generating added value for customers. This combined segment and brand approach makes it easier to quickly identify market changes and efficiently implement customer requirements. In order to simultaneously ensure a high degree of business efficiency, Nemetschek SE handles central functions such as Corporate Finance & Tax, Controlling & Risk Management, Investor Relations & Corporate Communication, People/Human Resources, Strategy (incl. Mergers & Acquisitions, Start-up & Venture Investments and AI), IT, Information Security, Global Procurement, Transformation Office, Internal Audit, and Corporate Legal & Compliance. These departments also perform important governance tasks, thus enabling the brands to concentrate first and foremost on harnessing new potential customers and their operational activities.

Business Activities

Proximity to markets and customers are key success factors for Nemetschek. With its software solutions, the company supports **digitalization** along the entire construction life cycle – from the planning and construction phases to the operation, renovation, and demolition phases. This comprehensive approach concentrates investments and expertise in the client-oriented segments and thus offers end-to-end client support for the entire building life cycle.

The Nemetschek Group is clearly committed to OPEN BIM, which increases interoperability, collaboration, efficiency, and communication with different disciplines across the entire construction lifecycle. At the same time, the Nemetschek Group is focusing on future topics that will shape and change the construction industry over the next few years. Such topics mainly include artificial intelligence, digital twins, machine learning, sustainability, and the usage of IoT devices and sensors. These topics are therefore also focal points of the Nemetschek Group's innovation and development activities.

In addition, the company provides digital solutions for 3D visualization, modeling, and animation that are used particularly in the media and entertainment sector and that cover the entire content production workflow.

Segments

The Nemetschek Group organizes its twelve brands in the client-oriented segments Design, Build, Manage, and Media. Each of these four segments is led by an Executive Board or segment manager. The holding company and the segments are closely interlinked in order to ensure highly effective steering and close coordination, including among the individual companies.

Furthermore, there are benefits for the brands as well as the Group overall from the stronger harmonization and globalization of general and administrative functions, access to additional resources and tools, and intensified knowledge exchange. For instance, the brands can focus their capacity and resources more on the operational implementation of the corporate targets and strategy, including in particular greater client loyalty and the exploitation of additional growth opportunities.

To leverage synergies within the Nemetschek Group, the Executive Board and segment managers support the coordination and implementation of strategic projects between the brands in their respective segment as well as cross-segment cooperation between individual brands. As a result, the subsidiaries benefit from synergies and transfer of knowledge for their segment and for the wider Group in relation to internationalization, the exchange of best practices, and sales, marketing, and development activities. To this end, the harmonization of internal structures and processes, which had already begun, was further spearheaded in the 2024 fiscal year. Central administrative functions such as People/HR, Controlling & Risk Management, Finance, and IT have already been harmonized further, letting the brands focus even more strongly on their client-adjacent topics.

The company's legal structure is outlined in the notes to the consolidated financial statements in *<< Note 32 List of Companies in the Nemetschek Group >>*.

Changes within the Segment Structure

The process of merging individual brands was also continued in 2024 in order to provide customers with harmonized solutions. As part of this work, the group brands Scia and Frilo were integrated into the Allplan brand.

The Nemetschek Group has also acquired GoCanvas Holdings, Inc., headquartered in Reston, Virginia, USA. GoCanvas is a leading provider of SaaS solutions to facilitate collaboration between specialists on the construction site. With GoCanvas, traditionally paper-based processes can be digitalized, inspections made easier, construction site safety increased, and compliance with regulations ensured. Following completion of the acquisition with effect from July 1, 2024, GoCanvas was assigned to the Build segment and has since been fully consolidated within this segment.

Furthermore, the Digital Twin business unit together with the dRofus brand and the dTwin solution was transferred from the Manage segment to the Design segment in 2024 as planned and consolidated there. As of December 31, 2024, the four segments of the Nemetschek Group comprise a total of 12 brands (previous year: 13 brands).

Design Segment

The Design segment's major client groups include, above all, architects; designers; engineers from all disciplines, including structural engineers; specialist planners, and landscape designers as well as developers and general contractors. The individual brands within the Design segment target a broad range of different, specialized fields within architecture, design, and engineering. Customers can use the solutions offered to carry out their tasks across all phases, from planning and design right up to factory and construction planning. The Design segment's portfolio particularly features OPEN BIM solutions for computer-aided design (CAD) and computer-aided engineering (CAE), which are used in the 3D planning and visualization of buildings and infrastructure projects. These are complemented by BIM-based solutions for quality assurance and control to avoid errors and conflicts during the planning and construction phase.

The segment's recent financial years were characterized by integration and harmonization activities. The merger of individual brands and the expansion of cross-brand collaboration has resulted in the successful creation of extended and harmonized client offerings in particular, increasing the benefits for customers even further. In the year 2024, these harmonization activities were continued and the subsidiaries Scia and Frilo were integrated into the Allplan brand.

The market for the Design segment is traditionally more mature than the markets for the Build segment due to the earlier use and adoption of digital solutions. According to the industry analysts at Cambashi, who focus on planning, visualization and construction software, the market (TAM – Total Addressable Market) for design and planning software is expected to grow from an estimated EUR 8.8 billion in 2024 to around EUR 12.5 billion in 2028, corresponding to a compound annual growth rate of around 9%.

Build Segment
The Build segment's customers include construction companies, developers, and suppliers as well as general contractors, planning offices, architects, and civil engineers, among others. Here, the Nemetschek Group offers complete 5D BIM solutions from the bidding and award phase to invoicing, budgeting, scheduling, and costing. These solutions also include, among other things, commercial enterprise resource planning (ERP) solutions from the Nevaris brand for construction-related accounting. On top of that, it has PDF-based and, in parts, cloud-based workflow solutions from the Bluebeam brand for digital work processes, collaboration, and documentation.

In addition, the newly acquired GoCanvas Holdings, Inc., has been assigned to the Build segment since July 1, 2024.

GoCanvas provides flexible cloud and mobile solutions that help customers on the construction site efficiently collect real-time data, collaborate across construction sites, create digital checklists, make data-driven business decisions, and replace paper-based processes with digital workflows, ultimately increasing efficiency and safety on the construction site. Founded in 2008, the company employed around 300 people worldwide in 2023, with locations in the USA, Canada, Australia, and South Africa, and generated annual recurring revenues (ARR) of around USD 67 million in the financial year 2023.

The acquisition of GoCanvas, with its complementary technology, customer base and geographic presence, complements Nemetschek's expertise in covering the entire life cycle in the AEC/O industry. The acquisition of GoCanvas opens up significant growth opportunities and technological synergies by further improving both companies' market and customer access. GoCanvas' strong presence in the US strengthens the Nemetschek Group's position in the US, while the Group in turn offers GoCanvas a base for expansion in Europe and the Asia-Pacific region. As a pure SaaS solution provider, GoCanvas will also further accelerate the transition to a subscription- and SaaS-centric business model for the Nemetschek Group.

The Build segment offers great potential for growth, which is due to the low level of digitalization in the construction industry, i.e., the degree to which modern, digital solutions are used. In their study, market experts and analysts at Cambashi estimate that the market size (TAM) for software in the construction industry will increase from EUR 5.7 billion in 2024 to EUR 9.1 billion by 2028, representing a compound annual growth rate of 12%.

Manage Segment
The Manage segment rounds off the Nemetschek Group's range of solutions for all disciplines across the entire building and infrastructure project life cycle, focusing on building management and professional property management. The segment's main customers include property managers, facility managers, and global real estate companies as well as banks and insurance companies, among others.

The segment's two brands – Spacewell and Crem Solutions – offer software solutions across all commercial processes in property management as well as modular and integrated solutions for property, facility, and workplace management (integrated workplace management system, IWMS). The portfolio also includes a smart building platform that uses intelligent sensors and big data analysis to help improve productivity and efficiency in the operation and management of buildings. These are complemented by artificial-intelligence-based energy management solutions for optimizing the use of energy in buildings and reducing carbon emissions.

For software solutions in the field of building management, Verdantix, a market analyst specializing in real estate and the built environment, has forecasted a market growth (TAM) from EUR 8.6 billion in 2024 to EUR 12 billion by 2028, which corresponds to an annual growth rate of around 8%. Within this market, the fastest growing subsegments are energy management (+11%) and space management, both of which closely align with Spacewell's core offerings.

Media Segment
In the media segment, the Nemetschek Group offers professional solutions for all phases of a digital creative project through its Maxon brand. The product portfolio includes 3D modeling, painting, animation, sculpting, and rendering solutions. These solutions are used worldwide to create 3D motion graphics, architectural or product visualizations, graphics for computer games, medical illustrations, industrial designs and visual effects, to name just a few examples.

In addition to architects and designers, other customers in the Media segment include film and TV studios, advertising agencies, the video game industry, product and graphic designers, as well as creative freelancers from the international media and entertainment industry.

The Media segment, which addresses the global market for 3D animations, is a further growth area for the Nemetschek Group. The market experts and analysts at Cambashi estimate the market size (TAM) for software in the media industry in 2024 at EUR 5.3 billion. By 2028, this market is expected to grow to EUR 7.8 billion, which corresponds to a compound annual growth rate of almost 10%.

The key figures of the four segments are explained in [<< 3.3 Earnings, Financial Position and Net Assets of the Nemetschek Group >>].

Locations

Nemetschek SE is headquartered in Munich, Germany. The Nemetschek Group's 12 brands develop and market their solutions globally from a total of 80 (previous year: 81) locations.

NEMETSCHEK LOCATIONS GLOBALLY

1.2 Growth Drivers, Goals and Strategy

Growth Drivers

The macroeconomic consequences of high interest rates, ongoing global crises and geopolitical conflicts continue to have a negative impact on the short-term growth prospects of the global construction industry. Nevertheless, the long-term structural growth drivers of the global construction sector remain intact and offer the potential for a further sustained growth phase in the future. These structural growth drivers include the growing world population, increasing global urbanization, regulations, and demographic change. These topics lead to a sustained high demand for new residential and infrastructure projects as well as for the renovation of existing buildings and infrastructure such as bridges and tunnels. As a provider of software solutions for the construction industry, the Nemetschek Group, with its three segments that address the **AEC/O industry**, also benefits from various other long-term and structural growth drivers, such as the low level of digitalization in the construction industry compared to most other industries. Furthermore, there is an increasing need for industry-specific software solutions that manage processes more efficiently and sustainably and thus increase the quality while reducing costs and time. The effects of the latest crises and challenges in the construction industry have only made this need more apparent.

» In addition to these fundamental growth drivers, government regulations that require or mandate the use of BIM software for publicly funded construction and infrastructure projects continue to pave the way for the Nemetschek Group's global growth. In Europe, the United Kingdom and Scandinavian countries are pioneers in implementing BIM regulations and using BIM-capable software solutions. In the USA and other countries such as Singapore, Hong Kong and Japan, there are already BIM regulations for public building and infrastructure projects.

» In addition, the structural labor shortage in the construction industry remains a long-term global problem, making the adoption of digital solutions for greater efficiency necessary.

- Furthermore, the importance of sustainability and environmental protection in the planning, construction, operation, and renovation of buildings is constantly increasing. The construction industry is responsible for approximately 40% of global CO_2 emissions. The adoption of energy- and resource-efficient practices throughout the construction process, including the subsequent usage phase, is therefore crucial to achieving the climate targets set by policymakers (e.g., the EU's European Green Deal). In addition, around 90% of all construction projects currently exceed their estimated schedule or cost. Furthermore, more than 20% of the materials used in a construction project are wasted or require rework. Intelligent BIM software solutions that enable more sustainable and resource-efficient design, construction, and operation are an important basis.

In addition, the **media and entertainment industries** is also characterized by high growth and ever-increasing demand for digital content, even though the industry has suffered from the Hollywood strikes. Due to the dynamic environment in these industries, the development of new innovative solutions that meet the changing needs of consumers is crucial. The increasing demand for visual content is based, among other things, on the following long-term growth drivers:

- Continued growth in the 3D animation market. The demand for high-quality visual content in various industries, such as film production, advertising, game development and virtual reality, is continuously growing. Companies are increasingly relying on visually compelling animations to effectively convey their messages and capture the interest of their target audiences.
- Digitalization through improved accessibility: The ongoing digitalization and improved availability of powerful hardware and software are contributing significantly to the growth of the 3D animation market. Easier access to advanced tools enables companies and creatives to create complex 3D animations and realize innovative projects.
- Technological advances in virtual reality (VR) and augmented reality (AR): The use of VR and AR has a significant impact on the expansion of the 3D animation market. The latest product developments from global leaders such as Apple, with its Apple Vision Pro VR glasses, or Meta's Smart Glasses show that there will be a strong trend towards virtual worlds and applications. These technologies unlock new dimensions for interactive 3D experiences. Companies are also increasingly using VR and AR to develop innovative applications for use in the professional environment, for example for training, product presentations or virtual simulations. The development of AI-based solutions has not yet had a significant impact on the demand for 3D animation. While the use of purely AI-based solutions is increasing in some cases in the amateur segment, their use in the professional environment is still very limited. The main reasons for this remain a number of unanswered questions regarding the performance and quality of the solutions, as well as the protection of intellectual property.

Goals

The strategy of the Nemetschek Group is based on a comprehensive analysis of markets, competitors, technological, economic and social trends, as well as economic and regulatory framework conditions. The group strives for sustainable, long-term success by pursuing a strategic approach that is aligned with the corporate vision. The strategy aims to make optimal use of growth opportunities in both of the industries addressed by the Nemetschek Group, the AEC/O and media industries. In addition, the aim is to lead customers into digitalization and to make the industries more sustainable. With its focus on technology and innovation, as well as its continuous dialog with scientific institutions, the Nemetschek Group is seeking to expand its market position in a highly competitive environment. The diversification of activities across four segments for the entire life cycle of construction and infrastructure projects, as well as the media sector, has a mitigating effect on risk. In addition, Nemetschek is continuously internationalizing its business. The constantly increasing share of recurring revenues also ensures a high level of economic visibility and resilience – even in difficult macroeconomic times. Ultimately, the Nemetschek Group aims to achieve a sustainable differentiation and thus offer its customers the greatest possible benefit and added value, which at the same time leads to a sustainable and long-term value creation for shareholders and stakeholders.

To achieve these goals, the Executive Board of the Nemetschek Group has defined a comprehensive strategy based on strategic focus topics. This strategy is consistently implemented with suitable initiatives, and measures and adapted accordingly to current topics and developments.

In the financial year 2024, in addition to the topic of artificial intelligence (AI), sustainability was also included as a strategic focus topic. Since the construction industry in particular is one of the largest contributors to CO_2 emissions, the Nemetschek Group has set itself the goal of helping customers to implement more sustainable business practices with its solutions and to support the industry in reducing CO_2 emissions and achieving climate neutrality.

Vision and Mission

The strategy centers around a clear commitment to the vision and mission of the Nemetschek Group. To realize its vision „Shape the world in all dimensions“, the company‘s mission is to be the preferred and most trusted software provider and partner for the architecture, engineering, construction, management (AEC/O), and media industries. The vision and mission are the guiding principles for all business activities and the basis for strategic action.

Strategic Cornerstones

Artificial Intelligence (AI)

One of the Nemetschek Group's overarching goals is to be a leader in the application of artificial intelligence (AI) in the industries it addresses. As a company that has clearly committed itself to artificial intelligence, the Nemetschek Group is driving internal transformation through AI and rethinking industry workflows through AI. At the same time, this also includes a clear commitment to ethical, trustworthy and sustainable AI practices to protect the intellectual property of customers. This approach follows the long-standing principles and ethical standards of the Nemetschek Group, which was founded in 1963 by Professor Georg Nemetschek.

The company sees two main application areas in the field of AI. On the one hand, the use of AI offers the opportunity to increase internal efficiency and effectiveness in almost all corporate functions, for example in research and development or in customer service, to ensure better customer care and higher customer satisfaction. On the other hand, the Nemetschek Group wants to expand its products to include AI-based functions, plug-ins and tools to further increase the benefits for customers. To achieve this goal, three different approaches are being pursued:

» Firstly, AI is one of the key topics of the Nemetschek Group's research and development activities. For this reason, the Nemetschek Group has created an AI & DATA innovation hub that will be one of the central drivers for the group's internal development activities. The innovation & DATA hub will help to realize synergies in the development of AI services across all brands in the Nemetschek Group's portfolio. With its extensive industry expertise in the AEC/O and media sectors, the Nemetschek Group is also uniquely positioned to unlock the benefits of AI through workflow innovations.

» Secondly, the Nemetschek Group maintains a close exchange with the “TUM Georg Nemetschek Institute Artificial Intelligence for the Built World”, which is funded by the Nemetschek Innovation Foundation. As in the previous year, there were a large number of interesting joint and multidisciplinary AI research projects for the AEC/O industry in 2024. This enables the Nemetschek Group to remain close to the latest developments in academic training and research.

» Thirdly, Nemetschek is investing in a number of highly innovative start-ups that, among other things, develop and advance new solutions in the various application areas of artificial intelligence. These start-ups develop solutions such as AI-based insights into deadline and project controls and analyses, as well as machine learning-based solutions to analyze the risks within construction contracts. One goal is to combine the AI developments and expertise of the start-ups with those of the Nemetschek Group brands to inspire and enrich each other. At the same time, this ensures that the Nemetschek Group's product portfolio is expanded accordingly and that the necessary speed and diversity is achieved in the development of new AI solutions. Investments in start-ups also have the potential to develop groundbreaking and innovative products and solutions that are disruptive not only for the Nemetschek Group itself, but also for the entire AEC/O and media industries.

Sustainability

As a global provider of software solutions for the Architecture, Engineering, Construction, and Operation (AEC/O) and media industries, the Nemetschek Group has embedded sustainability as a core element of its corporate strategy to address the globally rising need for sustainable solutions and increasing regulatory demands. Guided by the vision “Shape the world in all dimensions”, the company strives to be the preferred partner for its industries, which also includes sustainability.

In the year 2024, the Nemetschek Group placed an even greater strategic focus on sustainability, alongside innovation drivers such as artificial intelligence, thus once again emphasizing its role in mitigating climate change and promoting sustainable development in the AEC/O sectors. Looking ahead, the Nemetschek Group intends to develop the strategic direction of its portfolio even further to create a holistic sustainability strategy that also promotes long-term growth and value creation for the company.

Business Model – Transition to Subscription and SaaS Models

One of the most important goals of the Nemetschek Group is to significantly grow its recurring revenues, particularly by introducing more subscription and software-as-a-service (SaaS) offerings. One of the main reasons for this transition is the numerous advantages that subscription and SaaS models offer both to the customers of the Nemetschek Group and to the Group itself. Customers can use the software more flexibly and avoid the higher one-time license fees compared to a subscription offer. At the same time, they benefit from even more intensive customer care and faster, continuous innovation cycles, which leads to higher customer satisfaction.

For the Nemetschek Group, on the other hand, the transition offers the opportunity to address and acquire new customer groups and to increase customer loyalty. Together with the greater potential for up- and cross-selling, Nemetschek also has the opportunity to generate higher revenues over the entire lifetime of a customer relationship than with the traditional model of licenses and maintenance contracts. In addition, the visibility, resilience and predictability of revenues, earnings and liquidity increase significantly, which is a major advantage, especially in times of economic uncertainty. Furthermore, the transition to desktop-based subscription models is often a prerequisite for the subsequent introduction of new cloud features and solutions.

In its transition to a subscription- and SaaS-centric business model, the Nemetschek Group pursues a transformation strategy tailored to its various segments. One of the cornerstones of this strategy is the phased transition of the group's operating business. By migrating the individual segments and their brands to subscription and SaaS offerings in phases, the Nemetschek Group can significantly reduce the risk associated with such a comprehensive transformation. The gradual transition of the business models of the individual brands ensures that the short-term accounting-related dampening effect on the revenue and margin development of the Nemetschek remains relatively limited. An additional advantage of this phased approach is that the short-term dampening effects on the free cash flow generation during the transition are limited. As a result of this strategy, the transition to subscription and SaaS models has progressed to varying degrees in each of the four segments. The Media segment, with the Maxon brand, has already been migrated. The transition of the Manage and Build segments, with the migration of the Bluebeam brand, which was largely completed by the end of 2024 are going according to plan and is also already well advanced.

Furthermore, the acquisition of GoCanvas Holdings, Inc., which is already a pure SaaS company, has further increased the share of recurring revenues of the Nemetschek Group. In contrast, the migration in the Design segment will be further accelerated in 2025, as the segment's two largest brands, Graphisoft and Allplan, are significantly accelerating the transition to subscription and SaaS models in 2025.

At the end of 2024, revenues from subscription and SaaS offerings accounted for 57.0% of group revenues, which represents a significant growth over the previous year (35.4%). The share of all recurring revenues (i.e., including revenues from software maintenance contracts) in total revenues at the end of 2024 was 86.5% (+9.9 percentage points compared to the previous year).

Go-to-Market Approach

Internationalization

The Nemetschek Group focuses on the three major regions Europe, America and Asia/Pacific, with Europe (including Germany) still contributing the largest share of group revenue at around 49% (previous year: 53%) (see also *<< 3.3 Earnings, Financial Position and Net Assets of the Nemetschek Group – Revenue by region >>*). In order to open up further growth opportunities and to reduce dependency on individual countries and regions, the ongoing internationalization plays a key role in the successful implementation of Nemetschek's growth strategy. At the same time, this will make the Nemetschek Group less dependent on future economic crises in individual countries or regions, as is currently the case, for example, with regard to the weakening construction industry in Germany. In order to participate in the expected higher growth in the regions of North America and Asia/Pacific, the Nemetschek Group is consistently focusing on these two growth regions, while not neglecting the European market. In this context, acquisitions are also a way to enter new markets. Besides the US as the largest regional market, the countries in the Asia/Pacific region, which have so far been significantly underrepresented with about 10% (previous year: 9%) of group revenue, offer attractive growth potential. The Nemetschek Group is therefore increasingly focusing on Japan, Singapore, Hong Kong, Australia/New Zealand, and India.

In particular, the Indian market offers enormous growth opportunities in the coming years due to the very low level of digitalization, strong urbanization and the expected dynamic economic and demographic development. The Nemetschek Group therefore wants to participate more fully in the enormous growth potential of the Indian construction industry by strengthening its local presence. In a first step, Nemetschek has therefore opened a sales office in Mumbai with a local sales team that will sell the company's various solutions under the umbrella of the Nemetschek Group rather than via the individual brands. After the Shared Services, Development and Research Excellence Center in Hyderabad, this is the group's second location in India.

The Nemetschek Group will also focus on the Middle East, in particular Saudi Arabia, as an additional region. High order intake and so-called Giga projects, which are financed by the state, will ensure strong growth in the local construction industry in the short and medium term.

Key Account Management and Cross-Selling

The brands of the Nemetschek Group are sold both directly, via the group's own sales organizations, and indirectly, via resellers and distribution partners. Both sales channels have proven effective in the brand-specific sales approaches and are used flexibly depending on the circumstances of the relevant market and the customer groups. In addition, the Nemetschek Group is increasingly using digital distribution channels such as e-commerce, especially in connection with the newly introduced subscription and SaaS models. To address the market segment of larger, multinational and multidisciplinary customers more effectively, global key account management has been implemented at the Nemetschek Group. The objective of the key account management is, on the one hand, to offer customers a comprehensive, integrated and tightly networked solution from a single source. On the other hand, the global function and approach means that the Nemetschek Group can cater to this customer group even more intensively on the basis of their special customer needs. A central element of the corporate strategy is to intensify cross-selling potential across the entire Nemetschek Group. The focus here is primarily on large, internationally active customers that combine various specialist disciplines under one roof. This strategy makes it possible to use resources more efficiently by further strengthening and expanding existing customer relationships.

Nemetschek Cloud Platform and Infrastructure

The Nemetschek Cloud Platform is a key enabler of significant progress in the group's commitment to digital transformation and seamless collaboration in the AEC/O industry. Building on the long-standing commitment to open standards and Open BIM, this innovative platform is being developed to centralize data exchange and enable native integration across all of the Nemetschek Group products. In this context, interoperability is one of the core principles of Nemetschek cloud platform and infrastructure. The ability for different systems to work together as seamlessly as possible applies not only to the various solutions within the Nemetschek Group, but also to those of third-party providers.

The creation of a unified ecosystem is designed to eliminate information silos and enable end-to-end workflows and real-time collaboration between all parties involved in the building life cycle.

At its core, the Nemetschek Cloud Platform will serve as a comprehensive solution for managing and exchanging ever-larger amounts of data from multiple sources. This centralized approach increases efficiency and productivity, throughout the entire life cycle in the construction industry. The platform's architecture is designed to meet the complex requirements of modern AEC/O projects and offers advanced features such as model management, viewing capabilities, and seamless integration with both Nemetschek Group and third-party solutions.

The Nemetschek Cloud Platform is thus becoming a key cornerstone of the company’s strategy to drive innovation and growth in the AEC/O industry. By providing a scalable and secure environment for data-driven collaboration, it lays the foundation for future advances in AI and machine learning applications in the construction sector. This platform will not only optimize workflows and improve project outcomes, but also position the Nemetschek Group as a leading provider of cloud-based solutions for the construction industry, fostering an ecosystem that supports open, seamless collaboration with partners and external systems.

Product innovation Digital Twin

One of the initiatives for the cloud infrastructure of the Nemetschek Group is the application and expansion of Digital Twin technology. The Digital Twin business unit was set up in 2022 to develop a horizontal, data-centered, open and cloud-based platform that improves efficiency and sustainability in the life cycle of buildings.

A digital twin is essentially a digital representation of a physical building that links digitized information to its physical counterpart to provide real-time, data-driven insights for the management and efficient operation of building structures.

The digital twin platform dTwin was launched at the end of 2023 and is used as a platform for connected intelligence and visual analytics for buildings, especially for large-scale projects and facilities.

dTwin harmonizes and visualizes all building data in a digital twin that enables the customer to see and understand the building and make data-driven decisions to increase its value. With dTwin, the customer gets a complete overview of a project, facility or building, can use the data already available and ultimately manage the plant more efficiently. dTwin offers the customer three essential functions:

» Visualize data: dTwin displays all relevant data and assets on one platform

» Understand assets: dTwin connects and processes data independently of format, solution provider and device – in real time

» Data-driven decisions: dTwin provides insights and tools for monitoring, planning, simulating and optimizing

Nemetschek's dTwin solution thus closes the gap between planning, construction and operation, enabling an open, data-driven Building Lifecycle Intelligence™ approach. The current focus is primarily on the operating phase and the management of large, complex building portfolios.

Mergers & Acquisitions, Ventures and Innovation

In order to benefit even more from technological developments in the growing markets of the AEC/O and media industries, the Nemetschek Group pursues a venture investment and start-up strategy. In contrast to the proven M&A approach, this strategy concentrates not on established companies but on smaller, younger and highly innovative start-ups.

This approach allows the Nemetschek Group early access to emerging and potentially disruptive technologies with significant growth potential. The Nemetschek Group assists and supports the start-ups in the early phases of their development and fosters the exchange of ideas with its established brands. In the case of venture investments, the Nemetschek Group typically acquires minority interests, which can potentially be expanded over time if the start-up is successful.

As part of this strategic initiative, the Nemetschek Group also invested in a number of highly innovative start-ups in the financial year 2024, such as SmartPM Technologies, Inc., which uses AI to provide insights into schedule and project controls and analysis, Document Crunch, Inc., which uses machine learning to analyze the risks within construction contracts, and Briq Technologies, Inc., a data-driven, collaborative platform for automating financial processes in the construction industry. Overall, the Nemetschek Group has already invested in around 15 start-ups.

An additional aspect of the Nemetschek Group's venture strategy is the continuous support of the Built Environment Venture Lab at the Technical University of Munich. This underlines once more the Group's commitment to innovation and to actively shaping the future of the construction industry.

In addition to venture investments, the Nemetschek Group continues to regard the acquisition of selected target companies with an established market presence as an important strategic option for continuously expanding its own technological expertise, market presence and solutions portfolio. As part of its growth strategy, the company continuously conducts "make or buy" assessments, particularly in relation to product development and internationalization decisions. This strategic approach enables the Nemetschek Group to respond flexibly to technological developments and fortify its position as an important player in the AEC/O industry and the media industries.

The identification and due diligence of suitable targets is conducted both at group level and in the relevant segments and brand companies. External partners and specialized consultants support the M&A process. The decisive criteria for selecting potential acquisition targets include not only innovative strength, management and business prospects, but also the expansion or rounding out of the company's own technological expertise. The Nemetschek Group is currently focusing on the regions of Europe, North America and Asia/Pacific. Ideally, the target companies already work on the basis of subscription and/or SaaS models.

As one of its key strategic priorities, the Nemetschek Group continues to actively pursue potential M&A activities across all its segments. One example that meets all of the above criteria was the acquisition of GoCanvas, which was officially completed on July 1, 2024, and represents the largest acquisition in the more than 60-year history of the Nemetschek Group. GoCanvas, which is consolidated in the Build segment, is one of the leading providers of SaaS solutions for paperless data collection, reporting and collaboration between skilled workers on the construction site. The acquisition of GoCanvas and its complementary technology, customer base and geographic presence will therefore create medium to long-term synergies.

An overview of the acquisitions and investments made in the financial year 2024 that are of material significance for the business performance is described in detail in [<< 3.2 Business performance in 2024 and significant events influencing the business performance >>].

Business Enablement
Business enablement is a global strategic initiative to reduce the complexity resulting from the large number of brands in the Nemetschek Group. The aim is to increase operational excellence through greater organizational efficiency and effectiveness, harmonized processes, the exchange of best practices, as well as an optimized tool and support system landscape and the necessary skills. This includes, for example, the harmonization of backend systems in human resources, ERP (Enterprise Resource Planning) and CRM (Customer Relationship Management) or the expansion of development centers that are used across brands. In addition to the harmonization of enablement processes and IT infrastructure, the organizational harmonization of various operational functions such as People/HR, Finance, Controlling & Risk Management, Information Security or IT is also taking place. The synergies arising from this, the more efficient scaling options and the cost efficiency and effectiveness make a major contribution to implementing the growth strategy and further investments in the future value creation of the Nemetschek Group.

The Nemetschek Group's strategic orientation, core topics and corporate objectives are carefully anchored in the strategic plan and form the guiding principles for the company's development. The strategic plan is regularly and thoroughly discussed and reviewed by the Executive Board and the segment heads together with the global Nemetschek management team and in cooperation with the supervisory board. Any deviations from the targets set out in the strategic plan are counteracted with targeted measures. If necessary, the targets are adjusted to ensure that the strategy of the Nemetschek Group always meets current market, competition and customer requirements.

1.3 Research and Development

Innovation and the pursuit of technology leadership have been an integral part of the identity and DNA of the Nemetschek Group since its foundation. In the face of a constantly changing business environment, which is characterized, among other things, by disruptions such as AI, the company's ability to innovate is crucial to remain competitive. The Nemetschek Group's innovation strategy is oriented toward the continuous improvement of the existing product portfolio (e.g., new releases such as Archicad 28 and Allplan 2025) as well as the development of trailblazing new technologies and solutions (e.g., AI Visualizer, AI Assistant). For this reason, the Nemetschek Group endeavors to drive and thus have a significant influence on digital transformation in its industries – AEC/O and media – through targeted investment in research and development. Research and development focus areas are therefore topics such as artificial intelligence, digital twin, sustainability, or cloud-based features and solutions as well as the Group-wide cloud platform and infrastructure (see also << 1.2 Growth Drivers, Goals and Strategy >>).

Excellence in Every Phase of the AEC/O Life Cycle and in Content Production
The AEC/O and media sectors are undergoing rapid change centered on technology and sustainability. The mission of the Nemetschek Group is to provide professionals in the industry with state-of-the-art tools that enable them to plan, build, administer, and create digital content more efficiently, creatively, and sustainably.

In particular, the AEC/O industry is complex by nature and comprises multiple disciplines and complex workflows. Therefore, the focus is on developing intuitive, integrated solutions that enhance productivity, precision, and innovation during all phases of a project – from the initial concept through to construction and subsequent operation.

In each segment, the segment managers, in tandem with their respective brands, compile a comprehensive product road map as part of the annual planning process. This road map outlines strategic product developments that are tailored to the individual needs of the brands concerned and that ensure the direction of the long-term strategy of the Nemetschek Group. At regular review meetings involving the brands, the segment managers, and the Executive Board, progress in implementing the road map is reviewed, milestones are validated, and adjustments or new measures initiated where necessary.

Each Group brand maintains its own development department, which spearheads innovation and incorporates the needs and feedback of the respective end markets and users in its innovations. These teams concentrate on the ongoing development of individual solutions, such as Maxon’s ZBrush sculpting software for iPad, the Graphisoft BIM tools, Bluebeam’s digital collaboration software, and the infrastructure modeling features from Allplan.

Strategic initiatives at segment level drive forward key developments that improve the brands’ products and services and expand Nemetschek solutions in vital areas such as open BIM standards, AI-managed workflows, and digital twin technologies. This focused approach ensures that each brand continues to offer innovative solutions while simultaneously contributing to the overall transformation of the AEC/O and media industries.

Shaping the Future: Collaboration, Integration, and Sustainability

As the AEC/O industry is becoming increasingly interconnected, cross-brand and interdisciplinary collaboration will become ever more important. While Nemetschek has already made substantial progress in creating standardized workflows, the company sees even greater potential in the future in terms of harnessing synergies within the Group portfolio. Ultimately, the Nemetschek Group's vision is to create an interconnected ecosystem in which cross-brand innovations increase added value for customers and the industry. As the AEC/O sector plays a crucial role in combating climate change, the Nemetschek Group is committed to supporting and driving change towards sustainable practices. Therefore, sustainability is always an important aspect when developing new solutions and innovations focused on reducing waste, improving energy efficiency, and supporting green construction standards.

Innovation Focuses

All brands of the Nemetschek Group continuously enhance their existing solutions. In the respective segments, the brands worked, for example, constantly on improving the user friendliness of their solutions, on process optimizations, and on integrated interfaces and links for a smooth OPEN BIM workflow. Simultaneously, all brands work on steadily expanding their existing solution portfolios to reflect technological trends and changed client needs and, in doing so, secure their position as innovation leaders in their markets. A special, cross-segment focus for development work in the 2024 fiscal year remained the ongoing development of subscription and SaaS offerings.

A key area of focus for the Group's development activities is innovation through the use of artificial Intelligence (AI), with various initiatives Group-wide working in this area. One of the guiding principles behind these developments is the aim of providing customers in the AEC/O and 3D animation industries with trustworthy and ethically sound artificial intelligence. In line with this, the Nemetschek Group has already introduced various product extensions and strategic partnerships that use artificial intelligence technologies to improve processes in the life cycle of buildings and in the media industries, thus increasing productivity and promoting creativity. For example, the Nemetschek brand Graphisoft has launched an AI-based visualizer for its BIM software solution Archicad, which was consequently also implemented in the authoring solutions from Allplan and Vectorworks. Using an AI-assisted engine that generates high-quality imaging, the software's users can shorten the early design process by generating multiple design visualizations without needing to model them in 3D. In order to further accelerate and streamline its AI activities, the Nemetschek Group has also set up an AI & DATA Innovation Hub, which represents one of the central driving forces behind internal AI development activities. This hub will play a key role in development synergies of AI services across all brands in the Nemetschek Group portfolio. By virtue of its extensive industry expertise in AEC/O and media, the Nemetschek Group is well positioned to utilize the benefits of AI.

Further development priorities are the cloud platform and infrastructure, as well as the further development of the digital twin platform dTwin. The open and horizontal SaaS cloud solution dTwin will be continuously expanded with new features in the future.

A further key area of focus for internal development activities lies in the continuous introduction of new cloud-based functions for the solutions of all individual brands. One example in this regard is Bluebeam, which further digitalizes the construction process by introducing multiple new features. These include the cloud-based collaboration solution Bluebeam Anywhere, which enables Nemetschek customers' teams to seamlessly access project documents, markups, and many other items of information from any location. At the same time, it improves communication and collaboration between the various teams in real time and from any device (Web, mobile, iPad, and desktop). Combining the existing Nemetschek Group expertise in the Build segment with the broad portfolio of SaaS solutions of the newly acquired GoCanvas Holdings, Inc., for paperless documentation, reporting, and data integration on the building site gives rise to an end-to-end construction solutions portfolio.

In the 2024 financial year, EUR 213.9 million (previous year: EUR 201.6 million) were invested in research and development. Around 22% of Group revenues therefore went toward research and development in the 2024 fiscal year (previous year: around 24%) and into new and further development of the solution portfolio. Furthermore, roughly 37% (previous year: 39%) of employees work in research and development, emphasizing once more the high priority that this area of business has for the Nemetschek Group. The development of new, innovative solutions and enhancement of tried and tested ones rested largely on internal resources and only drew on the services of third parties to a small extent. In terms of expenditure, 88% (previous year: 88%) was on internal R&D employees (including cost of goods sold and depreciation and amortization) and just 12% (previous year: 12%) on external service providers.

In addition to its own innovative strength, the Nemetschek Group is also increasingly utilizing external innovative capabilities by investing in smaller, young and highly innovative companies, such as SmartPM, Document Crunch or Briq in 2024. Read more about this in << 1.2 Growth Drivers, Goals and Strategy >>. The focus of these investments is on keeping pace with the latest developments in key areas such as artificial intelligence and sustainability in the construction industry.

In addition, collaboration and partnerships with other innovative companies, colleges and universities are part of the DNA of the Nemetschek Group and support the further development of the company. Maintaining contact with science and teaching has been a key focus since the Nemetschek Group was founded in 1963. Nemetschek has its roots in the academic sector, where the company's software solutions have been used for decades. The brands provide students and professors with free software licenses and online learning materials as part of their "campus programs." This applies to the core markets in Europe and now also to many other markets, particularly the USA and, since 2024, India.

Moreover, Nemetschek regularly takes part in university programs by getting involved in the holding of student competitions to foster young talent in architecture and engineering. For example, Nemetschek provides support to the Leonhard Obermeyer Center at the Technical University of Munich as a partner. Close collaboration with universities and colleges simultaneously safeguards the Nemetschek Group's innovation capabilities, as it is kept up to date with new topics, trends, and innovative developments through the close ties to higher education.

1.4 Corporate Management and Governance

General Information

A key success factor for the Nemetschek Group is its combination of a streamlined Group structure with efficient processes and synergies, as well as the flexibility and independent responsibility of the segment and individual brands. This structure makes it possible to strike a balance between global management and entrepreneurial freedom, thus promoting innovative strength and agility.

The strategic leadership and the operational management of the Nemetschek Group are performed by the Executive Board of Nemetschek SE in close cooperation with the managers of the individual segments and functions. The core tasks include the strategic positioning of the Group on global markets and its short- and medium-term revenue, profitability, liquidity, and investment planning. These processes are not only aligned with internal targets, but also take into account market and competition analyses in order to ensure long-term success.

Management is carried out at segment level and through the relevant functional responsibilities. Based on the strategic objectives, specific requirements and annual targets are derived for the segments and corresponding brands of the Nemetschek Group. These objectives are aligned with the brands as part of an annual planning process and broken down into operational sub-targets for areas such as marketing, sales and research & development. This is done in close coordination between the segment managers, the managers of the brands, and the responsible Global Process Owners (GPOs) as well as the Executive Board of the Nemetschek Group. The Supervisory Board supports these processes in an advisory capacity and monitors compliance with the defined targets.

A monthly monitoring process supports the pursuit of targets during the financial year. A management information system is used to record and evaluate key figures such as revenue, growth, costs, and earnings. These key figures are compared with the previous year's figures and the planned targets in order to identify deviations at an early stage. If necessary, suitable countermeasures are developed in collaboration with the segment managers, the managers of the brand companies, the GPOs and the Executive Board.

Financial Performance Indicators

The key financial performance indicators (core management indicators) of the Nemetschek Group continue to be revenue growth (currency-adjusted) and thus revenue, EBITDA and the EBITDA margin. These indicators serve as central benchmarks for monitoring the company's performance and are continuously monitored and analyzed. To increase transparency in the transition of the business model to subscription and SaaS models, the Nemetschek Group has introduced additional key figures. These include annual recurring revenues (ARR), ARR growth (currency-adjusted), and the share of recurring revenues in total revenues. However, these additional key figures are not used directly for control purposes, but primarily to communicate progress in the transformation. Furthermore, in 2024, following the acquisition of GoCanvas, the key figures revenue growth (currency-adjusted), ARR growth (currency-adjusted) and EBITDA margin were also reported adjusted for the effects of the acquisition of GoCanvas Holdings, Inc., to allow for a comparison of the company's performance with the previous year.

	FY 2024	FY 2023
Revenue growth (currency-adjusted) and thus revenue (in absolute terms)	X	X
Revenue growth (organic, i.e., excluding GoCanvas & currency-adjusted)	X	-
ARR (Annual Recurring Revenue)	X	X
– Growth of ARR (currency-adjusted)	*X*	*X*
Growth in ARR (organically, i.e., excluding GoCanvas and currency-adjusted)	*X*	-
– Share of recurring revenues in total revenues	*X*	*X*
EBITDA	X	X
EBITDA margin	X	X
EBITDA margin (organic, i.e., excluding GoCanvas)	X	-

Non-financial performance indicators are not currently taken into account in corporate management. Nevertheless, non-financial, qualitative targets for the introduction of structures for sustainability reporting are taken into account in the compensation of the Executive Board in the context of the short-term variable component.

Growth-Related Performance Indicators

To plan and manage the profitable growth strategy, the Nemetschek Group uses year-over-year absolute revenue and the nominal and currency-adjusted revenue growth, at both Group and segment level, as central indicators.

The currency-adjusted revenue growth is calculated as the nominal revenue growth less or plus the translation effects during the course of the year from the revenue attained in foreign currencies. This indicator is extremely important, as revenue and its growth play a central role in terms of assessing business performance – both internally and externally.

For a more transparent presentation of the future growth dynamic and of the success in the ongoing transition of business to subscription and SaaS models, and therefore of all recurring revenue, the Nemetschek Group implemented an annual recurring revenue (ARR) indicator during the 2022 fiscal year. This indicator is calculated using the average of all recurring revenue, i.e., from subscription, SaaS, and service agreements in the most recent three months, multiplied by four. As such, ARR represents a crucial indicator of the company’s future revenue and cash flow development.

Complementary “enabler” metrics have been defined to analyze the development of recurring revenue and also manage its development in a targeted way. Firstly, the currency-adjusted growth in recurring revenue is considered, with the currency adjustment being calculated analogously to the corresponding calculation of total revenue. Furthermore, the share of recurring revenue to total revenue is also used. The sum of all recurring revenue (subscription, SaaS, and maintenance agreements) is viewed proportionally to the Group’s revenue for this.

Profitability-Related Performance Indicators

Earnings before interest, taxes, depreciation, and amortization (EBITDA) is primarily used to manage profitability and provide an indicator of free cash flow. It is presented in the consolidated financial statements (IFRS) under << Consolidated Financial Statements (IFRS), Consolidated Statement of Cash Flows >>. EBITDA provides information on profitability and includes all items on the income statement that relate to operating performance. It is supplemented by the EBITDA margin, which indicates the ratio of EBITDA to revenue, measures the relative profitability of the company, and is therefore suitable for comparison with competitors and other companies. Because of their importance for the financial success of the business, the key performance indicators of revenue and EBITDA are also essential components of the performance management system.

The achievement of business targets is also assessed based on the development of financial performance indicators which are set for the purposes of business management and are also an element of the short- and long-term remuneration of the Executive Board. Information about the remuneration of members of the Executive Board and Supervisory Board is provided in a separate remuneration report that is available on Nemetschek SE's website at ir.nemetschek.com/remuneration.

Detailed information about the development of the Nemetschek Group and its segments in the 2024 fiscal year and in comparison to the previous year can be found in << 3.3 Earnings, Financial Position, and Net Assets of the Nemetschek Group >>. In addition, a comparison of actual and forecast business performance in the 2024 fiscal year can be found in << 4 Comparison of Actual and Forecast Business Performance of the Nemetschek Group >>.

In addition to the performance indicators described above, Nemetschek SE, as an individual company, is also managed based on the liquidity required in the Group. This ensures that Nemetschek SE can discharge its obligations, especially to pay a dividend and service loans, at all times.

The most important financial performance indicators of Nemetschek SE are as follows:

	FY 2024	FY 2023
Net income for the period	X	X
Gross liquidity	X	X

Gross liquidity comprises balances of cash and cash equivalents at banks.

2. Non-Financial Group Statement

2.1 General Disclosures

Preparation of the Sustainability Statement

The Nemetschek Group has prepared its non-financial Group statement (sustainability statement) in accordance with the CSR Directive Implementation Act (CSR-RUG), which came into effect on January 1, 2017, and in compliance with §§ 315b to 315c of the German Commercial Code (HGB). The sustainability statement has been integrated into the Annual Report. The sustainability statement includes disclosures on environmental, social, and governance (ESG) topics that were identified as material in the fiscal year 2024 based on the double materiality assessment in alignment with the European Sustainability Reporting Standard (ESRS) 1. The governance-related disclosures also include company-specific information on cyber and information security. The material topics cover the five aspects required by CSR-RUG, environmental aspects, employee aspects, social aspects, respect for human rights, as well as anti-corruption and bribery, within the following topic chapters, which are defined in alignment with ESRS.

CSR-RUG Topics	According to ESRS defined Thematic Chapters
Environmental Aspects	2.2 Environmental Information
Employee Aspects	2.3 Social Information
Social Aspects	2.3 Social Information
Respect for Human Rights	2.3 Social Information
Anti-Corruption and Bribery	2.4 Governance Information

In accordance with Article 8 of Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020, on the establishment of a framework to facilitate sustainable investments and amending Regulation (EU) 2019/2088, the Nemetschek Group also discloses in this sustainability statement whether and to what extent the Group's activities are associated with economic activities classified as environmentally sustainable under the Taxonomy Regulation. Further details on this topic can be found in Chapter 2.2 Environmental Information << EU Taxonomy >> of this sustainability statement.

The implementation of the Corporate Sustainability Reporting Directive (CSRD) into German law had not been completed by the time the sustainability statement was prepared in March 2025. The Nemetschek Group has not applied a recognized reporting framework for the preparation of its 2024 sustainability statement but reports in alignment with the European Sustainability Reporting Standards (ESRS). It is expected that reporting will be fully in accordance with ESRS from fiscal year 2025 onward. In fiscal year 2024, the Nemetschek Group structures its reporting, presentation of policies, actions, and targets, as well as the disclosure of metrics (unless otherwise stated), in accordance with ESRS. The materiality analysis was conducted in line with the double materiality principle, as outlined in ESRS 1. This includes the assessment of actual and potential, negative and positive impacts, risks, and opportunities (short, medium, and long-term time) based on the criteria set forth in ESRS 1. Unless otherwise stated, the sustainability statement includes all subsidiaries consolidated in the Group financial statements. The PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich, has conducted a limited assurance engagement on the Nemetschek Group's sustainability statement in accordance with ISAE 3000 (Revised). The Supervisory Board of Nemetschek SE has reviewed this statement and sees no reason for objections. The scope of consolidation of the sustainability statement follows that of the consolidated financial statements. No subsidiaries are excluded from the consolidated sustainability reporting.

In fiscal year 2024, the Nemetschek Group conducted a double materiality assessment for the first time, based on ESRS 1. To identify and assess impacts, risks and opportunities (IROs), both its own business operations and the upstream and downstream value chain were analyzed. The information contained in the sustainability statement thus includes information on material impacts, risks and opportunities associated with direct or indirect business relationships in the upstream and downstream value chain of the Nemetschek Group. In principle, the qualitative as well as the quantitative information is reported in this sustainability statement, including the Group's upstream and downstream value chain.

In its sustainability statement for the fiscal year 2024, the Nemetschek Group does not make use of the option to omit specific information relating to intellectual property, know-how or the results of innovation. In addition, Article 19a (3) and Article 29a (3) of Directive 2013/34/EU, which allows for exemptions from disclosing impending developments or matters in the course of negotiation, are not applied.

When preparing the sustainability statement, the Nemetschek Group defines the following short, medium and long-term time horizons. Short-term time horizons refer to the period that the Nemetschek Group has taken as a basis for the reporting period in its consolidated financial statements. The reporting period for the sustainability statement corresponds to the reporting period for the consolidated financial statements. Medium-term time horizons refer to the period from the end of the short-term reporting period up to five years. Long-term time horizons cover more than five years. The definition of the medium to long-term time horizons is based on ESRS 1 Section 6.4.

The Nemetschek Group's sustainability statement, in particular the reporting of Scope 3 Greenhouse Gas (GHG) emissions for category 3.1 Purchased Goods and Services and 3.11 Use of Sold Products in Chapter 2.2 Environmental Information << Climate Change >>, includes data on the upstream and downstream value chains that are determined using secondary data and approximations.

The emissions of Scope 3 category 3.1 are calculated, taking into account the GHG Protocol, using a spend-based approach. Data on the economic value of the purchased goods and services are collected over the relevant reporting period and multiplied by corresponding, secondary emission factors (average, inflation-adjusted emissions per unit of currency) per emission category. Emission-based calculations using the spend-based method tend to be higher than those calculated using the activity-based method. The spend-based method relies on averages that are aggregated across a large number of goods and services, whereas the activity-based method relies on more precise and specific data, such as actual energy and resource consumption. The emissions of Scope 3 category 3.11 are determined, taking into account the Greenhouse Gas Protocol, using application scenarios based on the annual software and CPU usage time of customers and end-users. The Nemetschek Group determines the emissions from the use of its software solutions in the current reporting period using both primary data and application-related averages and assumptions. In order to improve the accuracy of the reported emissions for purchased goods and services as well as the use of sold products, the Nemetschek Group plans to use supplier-specific data and emission factors in the medium to long term and to develop brand-specific usage scenarios in more detail.

The metrics and monetary amounts stated in the sustainability statement in the area of Scope 3 GHG emissions, including information on the upstream and downstream value chain, are based in part on estimates by internal experts. According to the Nemetschek Group's assessment, the reporting of emissions in Scope 3 category 3.11 is subject to certain measurement uncertainties.These are based on assumptions made regarding various application scenarios. The calculation method is described in detail in Chapter 2.2 Environmental Information *<< Scope 1, Scope 2, and Scope 3 GHG emissions >>*).

The Nemetschek Group's sustainability statement for the fiscal year 2024 was prepared in accordance with the ESRS for the first time and includes material information on environmental, social and governance information, including strategic aspects, actions and metrics. In addition, there are no material changes in the preparation and presentation of the sustainability information compared to the previous reporting period, with the exception of reporting in accordance with the EU Taxonomy Regulation. In fiscal year 2024, an extensive revision of the previous EU taxonomy classification process was carried out in order to increase the degree of accuracy of the reported information. In this process, additional economic activities classified as "taxonomy-eligible" were identified for the Nemetschek Group. Due to the improved insights, the taxonomy-eligible revenues, capital expenditures (CapEx) and operating expenses (OpEx) for the fiscal year 2023 were recalculated as a comparative figure and therefore deviate from the information in the prior year's reporting, see Chapter 2.2 Environmental Information *<< EU Taxonomy >>*. Due to the improved availability of relevant data points, the new structured approach leads to a higher level of detail in the reported information. In the current reporting year, five (previous year: zero) economic activities were identified as "taxonomy-eligible" in accordance with delegated acts. The Nemetschek Group includes the information pursuant to Article 8 of Regulation (EU) 2020/852 of the European Parliament and of the Council and pursuant to the Commission Delegated Regulations in its sustainability statement, see Chapter 2.2 Environmental Information *<< EU Taxonomy >>*.

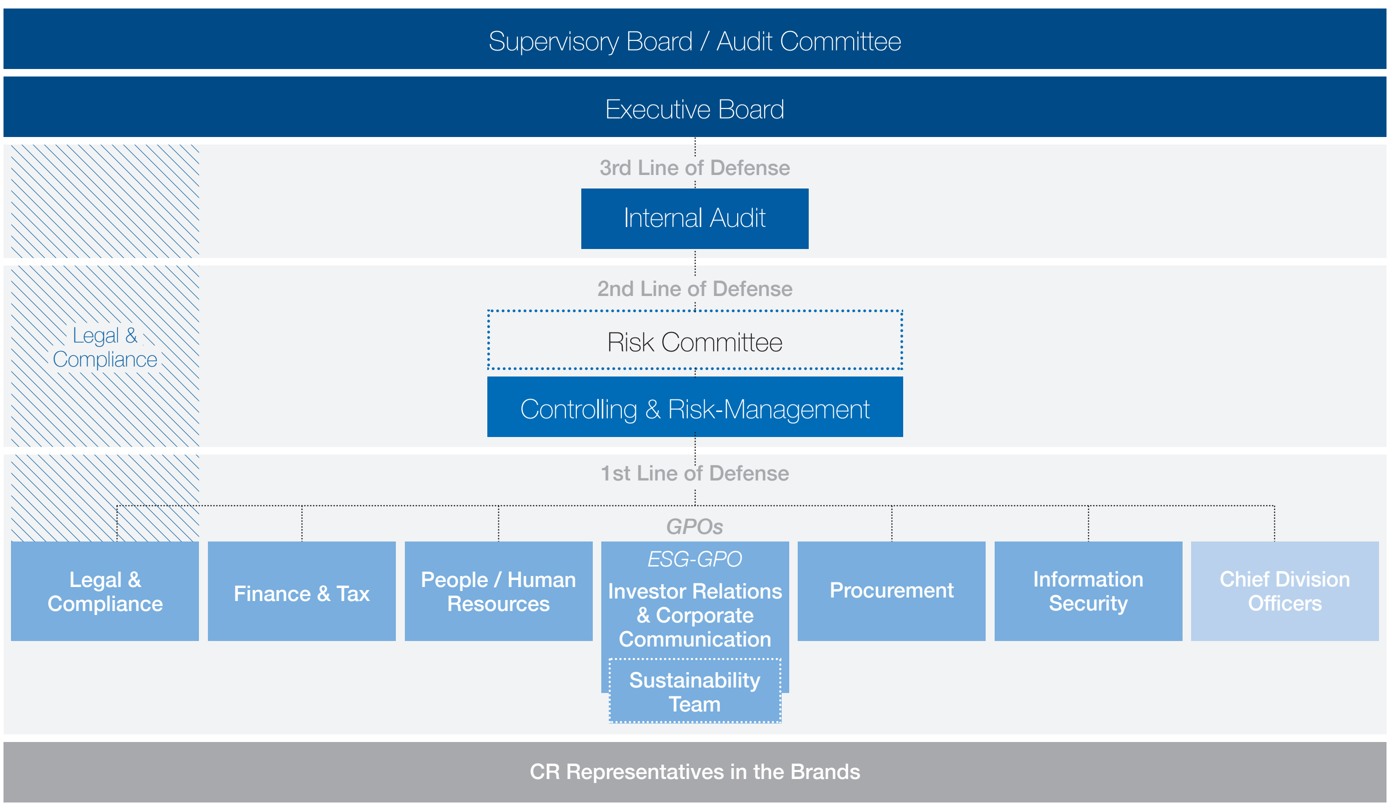
Governance

Nemetschek SE has a dual management and control structure consisting of two separate bodies: the Executive Board and the Supervisory Board. The Executive Board is responsible for the day-to-day management of the company, the direction of business activities, and representing the company to third parties. The main tasks of the Supervisory Board include supervising and advising the Executive Board, appointing and removing Executive Board members, approving important corporate decisions, and determining the remuneration for Executive Board members. A key aspect of the dual management and control system is the strict separation between the two bodies. Consequently, members may not serve on both bodies simultaneously.

As of December 31, 2024, the number of executive members of the Executive Board and Supervisory Board of Nemetschek SE was 2 persons. The number of non-executive members was 6 persons. There are no employee representatives on the Supervisory Board or the Executive Board. As of December 31, 2024, the gender distribution was 37.5% women and 62.5% men. The gender diversity of the Executive Board and Supervisory Board is calculated as the average ratio of female to male members. As of December 31, 2024, the percentage of independent members of the Supervisory Board of Nemetschek SE was 100%.

The Executive Board and the Supervisory Board of Nemetschek SE are responsible for the management and oversight of impacts, risks and opportunities, based on the work of the Risk Committee, comprising the segment managers, the individuals responsible for the risk areas or risk categories (which are described in more detail in Chapter *<< 6 Report on Risk and Opportunities >>* of the Group Management Report), and the Executive Board. In principle, the Executive Board bears the overall responsibility for the management of the Group's impacts, risks and opportunities. The Supervisory Board provides advice to the Executive Board and reviews all significant business transactions by examining the relevant documentation. The strategic direction of the Nemetschek Group and the operational management concerning impacts, risks, and opportunities are achieved through the collaboration of the Executive Board and the Global Process Owners (GPOs) of the Nemetschek Group. Corporate governance is conducted at the segment level (Design, Build, Manage und Media) and within the functions.

In fiscal year 2024, based on the double materiality assessment performed, the relevant sustainability-related impacts, risks, and opportunities were integrated into the existing Group-wide risk and opportunity management system. As a result, sustainability-related impacts, risks, and opportunities are managed by the Executive Board and the Supervisory Board in the same manner as risks and opportunities have been managed to date. The Group-wide risk and opportunity management, which, starting with the current reporting year, also encompasses impacts, is the responsibility of the Executive Board of Nemetschek SE, under the supervision of the Supervisory Board, and is aligned with the Three Lines of Defense model, as detailed in Chapter *<< 5 Main Characteristics of the Internal Control and Risk and Opportunity Management System >>* of the Group Management Report. As of December 31, 2024, the governance within the Group concerning sustainability aspects is organized as depicted and described below.



The existing GPOs, who primarily lead a corporate function at Nemetschek SE and have “Environment, Social and Governance” (ESG) expertise in their respective fields, are responsible for the quarterly collection, assessment, and management of ESG relevant impacts, risks, and opportunities (first “line of defense”). The initiation of appropriate actions and the measurement of their effectiveness are the responsibility of the respective GPOs. In fiscal year 2024, an additional ESG-GPO role was created in the first “line of defense”, supported by the Group’s Sustainability Team. The ESG-GPO oversees the identification, assessment, and management of ESG-relevant impacts, risks, and opportunities by the GPOs within the existing process and determines the ESG relevance of new impacts, risks, and opportunities. The new ESG-GPO role is intended to ensure appropriate coordination of ESG-relevant information for the central risk management function and the Risk Committee (second “line of defense”). The Group Internal Audit function (third “line of defense”) acts as an independent control body for the Executive Board and the Supervisory Board and, starting from fiscal year 2025, will regularly review the effectiveness of the (integrated) impact, risk, and opportunity management in accordance with the existing process and on behalf of the Supervisory Board.

The GPOs and the ESG-GPO have a direct reporting line to the Executive Board of Nemetschek SE. Within the Risk Committee, impacts, in addition to risks and opportunities, have been discussed quarterly with the Executive Board since fiscal year 2024 and recorded in a quarterly report. Reporting of relevant impacts, risks, and opportunities to the Supervisory Board also occurs quarterly in the form of an internal report. The Sustainability Team also informs the Executive Board and the Supervisory Board once a quarter about the key regulatory and internal developments in the area of sustainability. Clear roles and responsibilities of the GPOs, the ESG-GPO, and the risk management function, with corresponding involvement of the Executive Board and the Supervisory Board, enable the effective implementation of the Three Lines of Defense model and thus result in an effective risk management system with an internal control system within the framework of managing impacts, risks, and opportunities.

The GPOs are responsible for sharing and assessing decision-relevant information on impacts, risks, and opportunities, according to their respective expertise, with the ESG-GPO and the Risk Committee at least quarterly. The assessment is reviewed by the risk management function in close coordination with the ESG-GPO. If necessary, additional GPOs or specialist departments are involved to ensure the appropriateness of the assessment. The assessment of impacts, risks, and opportunities that have not previously been classified as material will be reviewed at least annually by the GPOs and updated as necessary, as well as reviewed in the second instance by the risk management function in close coordination with the ESG-GPO for appropriateness. Through the creation of the quarterly risk report, the risk management function is closely involved in terms of content to consolidate and bundle the topics for the Executive Board and Supervisory Board. The systematic involvement of the Group Internal Audit function and the Audit Committee to monitor the appropriateness and effectiveness of existing processes will ensure additional control of the process steps in the future.

As the Nemetschek Group conducted a double materiality assessment for the first time in fiscal year 2024 in accordance with the ESRS requirements, Group-wide targets related to material impacts, risks and opportunities have not yet been defined. Consequently, there is no process in place to measure progress towards achieving targets. This process is to be defined in the medium to long term with the definition of targets. The heads of the Group functions and the Sustainability Team aim to inform the Executive Board and the Supervisory Board regularly, at least quarterly, also about the definition or adjustment of targets.

The Supervisory Board and the Executive Board of Nemetschek SE possess adequate competence and expertise to ensure the successful development of the Group and to sustainably increase the value of the company. When appointing members to the Executive Board, in addition to topics such as industry and software know-how, comprehensive leadership qualities and strategic development, competence in the area of sustainability is also required. This includes knowledge of the content of material impacts, risks and opportunities of the Group. The Executive Board of Nemetschek SE is responsible for the management of the Nemetschek Group. The Supervisory Board of Nemetschek SE advises the Executive Board and supervises it in the management of the company. The composition of the Supervisory Board is linked to a profile of skills, which includes a general understanding of the business of the Nemetschek Group, detailed knowledge of business administration, industry knowledge, experience in the area of governance, compliance and risk management, as well as personnel management/HR, expertise in the area of sustainability and financial expertise (accounting, auditing). The competences of the Executive Board and the Supervisory Board include experience relevant to the segments, solutions and geographical locations of the Group.

Nemetschek SE works with external consultants and sustainability experts to exchange information on specific sustainability-related topics. External expertise is intended to support the Supervisory Board and the Executive Board in making informed decisions on sustainability issues and on the strategic orientation regarding sustainability. Access to external expertise is intended to ensure that the Supervisory Board and the Executive Board are always informed about complex sustainability topics that cannot be covered by their immediate expertise. In fiscal year 2024, two workshops were conducted together with an external strategic partner to inform and advise the Supervisory Board and the Executive Board on the increasing regulation in the area of sustainability (in particular the CSRD) and the associated strategic relevance for the Group. These topics were also discussed in the Audit Committee and Supervisory Board meetings held in fiscal year 2024.

Members of the Supervisory Board and the Executive Board have direct expertise in sustainability-relevant areas such as environmental management, social responsibility, and governance practices. The Supervisory Board and the Executive Board bring valuable knowledge from industries where sustainability is a strategic priority. Furthermore, through sector expertise in architecture, engineering, and technology, the Supervisory Board and Executive Board members possess a strong understanding of the environmental and social challenges the company faces in its core business areas, including energy efficiency, CO_2 reduction, and sustainable construction.

The Nemetschek Group engages in sector associations and sustainability networks such as the German Sustainable Building Council (DGNB), which enables the Executive Board and the Supervisory Board to stay informed about the latest sustainability standards and benchmarks within the Architecture, Engineering, Construction and Operation (AEC/O) industry. Through these memberships, the members of the Supervisory Board and the Executive Board have access to expertise within the sector as well as to leading companies in the field of sustainability. The sustainability-relevant skills and knowledge within the Supervisory Board and Executive Board of Nemetschek SE cover the material impacts, risks, and opportunities of the company identified in the double materiality assessment in the areas of Climate Change (ESRS E1), Own Workforce (ESRS S1), Consumers and End-Users (ESRS S4), Business Conduct (ESRS G1), as well as Cyber and Information Security. The skills and knowledge of the Supervisory Board and Executive Board members help the Group to leverage opportunities for sustainable growth, product innovation, and market leadership in a changing global environment accordingly.

The effectiveness of the defined policies and actions within the Group is monitored through the discussion of changed assessments (according to likelihood of occurrence and severity) for material impacts, risks, and opportunities. The ESG-GPO and the GPOs report along the functional and disciplinary reporting line to the CEO or the CFO, and thus to the Executive Board. These reporting channels can also be used for ESG-related topics as needed. Compliance with due diligence obligations is also addressed in the Risk Committee. In these cases, the responsible GPO can also report directly to the Executive Board as needed.

The Executive Board of Nemetschek SE regularly, promptly, and comprehensively informs the Supervisory Board, both in writing and verbally, about all relevant topics concerning corporate development and strategy. In addition to associated risks and opportunities, relevant impacts of the Nemetschek Group on people and the environment were also discussed and reported to the Supervisory Board in fiscal year 2024. Relevant dependencies between impacts, or between risks and opportunities, are considered within the Group-wide risk and opportunity management framework and, if necessary, integrated into regular reporting. Furthermore, the Supervisory Board is informed about the implementation of the strategic direction and plans for the Group, the segments, and the individual brands, planned and ongoing transactions (current M&A and venture activities), as well as risk management. Detailed information about impacts, risks, and opportunities that have particular relevance for decision-making is provided to the Executive Board and the Supervisory Board on a quarterly basis as part of the internal reporting from the Risk Committee. The implementation of due diligence obligations, as well as the results and effectiveness of adopted strategies, actions, metrics, and objectives, are integral parts of the existing internal reporting from the Group functions and the Sustainability Team to the Executive Board and the Supervisory Board.

The metrics reported in this sustainability statement are intended to provide information about the performance and effectiveness in relation to material impacts, risks, and opportunities within the Group, which are detailed in Chapter 2.1 General Information << Strategy and Business Model >> and << Management of Impacts, Risks, and Opportunities >>. As part of the double materiality assessment, the Nemetschek Group identified the following sustainability aspects as material. The material impacts, risks, and opportunities were substantively consolidated and discussed in the current fiscal year with the members of the Risk Committee as well as the defined persons responsible for the risk fields or risk categories.

SUSTAINABILITY ASPECTS DISCUSSED IN THE RELEVANT ESRS TOPICS

ESRS	Topic	Subtopic	Titel	Impact	Risk	Oppor-tunity
Environment (ESRS E1)	Climate Change	Climate Change Adaption	Sustainable & Climate-friendly Construction / Building Certificates	–	–	●
		Climate Change Mitigation		●	–	●
		Energy		●	–	●
Social (ESRS S1)	Own Workforce	Working Conditions	Social Dialogue	●	–	–
			Employee Empowerment	●	–	–
		Equal Treatment & Opportunities for all	Employer Attractiveness	–	–	●
			Training and Up/Reskilling	●	–	–
			Equity & Diversity	●	–	–
Social (ESRS S4)	Consumers and End-Users	Information-related Impacts for Consumers & End-Users	Efficiency through Software	●	–	–
			Transparency and Liability through Software	●	–	–
		Social Inclusion of Consumers & End-Users	OPEN Building Information Modeling (BIM)	●	–	–
			Student Licenses	●	–	–
Governance (ESRS G1)	Business Conduct	Corporate Culture	Innovative Corporate Culture	●	–	–
		Management of Relations with Suppliers, including Payment Practices	Conditions of Payment for Suppliers	●	–	–
		Corruption & Bribery	Reducing the Risk of Corruption & Bribery	●	–	–
Nemetschek-specific	Cyber and Information Security		Actions for Cyber & Information Security	●	–	–

As part of its sustainability statement, the Nemetschek Group discloses information on the remuneration of the Executive Board and the Supervisory Board. The remuneration components for the Executive Board consist of five different parts:

(1) Fixed Remuneration: Each member of the Executive Board receives a fixed remuneration, which is paid out in twelve equal monthly installments at the end of each calendar month.

(2) Benefits: Each member of the Executive Board receives customary fringe benefits such as a company car, which may also be used for private purposes, and subsidies for health and long-term care insurance.

(3) Short Term Incentive Plan (STIP): Each member of the Executive Board receives short-term, performance-related (variable) remuneration, which depends primarily on the achievement of corporate targets (revenues, adjusted EBITDA, EBITA and/or EBT, partly also earnings per share based on the consolidated financial statement) as well as the achievement of individual special targets.

(4) Long Termin Incentive Plan (LTIP): The LTIP depends primarily on the achievement of defined company targets for the development of the adjusted EBITDA, EBITA, and EBT of the Nemetschek Group or the earnings per share based on the consolidated financial statement. The performance period is three financial years (LTIP period).

(5) Stock Appreciation Rights Plan (SAR): The Supervisory Board may decide that members of the Executive Board will participate in a SAR plan of the Nemetschek Group.

The remuneration components for the Supervisory Board consist of three different parts:

(1) Fixed Remuneration: According to the Articles of Incorporation, the members of the Supervisory Board receive a fixed remuneration for each full year of their membership on the Supervisory Board. Supervisory Board members who have not been members of the Supervisory Board or a committee for the full fiscal year or have not chaired for the full fiscal year receive remuneration pro rata, rounded up to full months.

(2) Membership in a Committee of the Supervisory Board: Each member receives additional remuneration for each full fiscal year of membership. Pro rata remuneration for committee activities requires the committee in question to have held a meeting during the relevant period to fulfill its tasks.

(3) Performance-Oriented Component: Each member receives a performance-related component for attending a meeting of the Supervisory Board or one of its committees in person or virtually.

The remuneration components of the Executive Board and the Supervisory Board are published in the remuneration report *ir.nemetschek.com/remuneration* and can be viewed there in detail.

The sustainability targets for the Executive Board members are qualitative in nature and relate to the establishment of structures, instruments, and data points for CSRD reporting. There are no (sustainability) targets for Supervisory Board members. The sustainability targets for the Executive Board members are listed in the STIP. The achievement of the targets is measured by the

Supervisory Board. If the targets are met, the variable remuneration is paid out. If a pro rata measurability according to the degree of target achievement is possible, this is carried out. The share of the Executive Board's variable remuneration that depends on sustainability-related targets is 3.0% of the total variable remuneration for the CFO and almost 2.0% of the total variable remuneration for the CEO. The existing remuneration system can be changed by the Supervisory Board but must also be approved by the Annual General Meeting.

The due diligence of the Nemetschek Group includes the following core elements, which are disclosed in separate paragraphs of the sustainability statement.

Core Elements of Due Diligence	**Paragraphs in the Sustainability Statement**
a) Embedding due diligence in governance, strategy and business model	Chapter 2.1 General Disclosures *<< Governance >>* and *<< Management of Impacts, Risks and Opportunities >>*
b) Engaging with affected stakeholders in all key steps of the due diligence	Chapter 2.1 General Disclosures *<< Management of Impacts, Risks and Opportunities >>* Chapter 2.3 Social Information *<< Management of Impacts, Risks and Opportunities – Own Workforce >>* and *<< Management of Impacts, Risks and Opportunities – Consumers and End-Users >>*
c) Identifying and assessing adverse impacts	Chapter 2.1 General Disclosures *<< Management of Impacts, Risks and Opportunities >>* (Double Materiality Assessment and IRO-Management)*
d) Taking actions to address those adverse impacts	Chapter 2.3 Social Information *<< Management of Impacts, Risks and Opportunities – Own Workforce >>* and *<< Management of Impacts, Risks and Opportunities – Consumers and End-Users >>* Chapter 2.4 Governance Information *<< Management of Impacts, Risks and Opportunities – Business Conduct >>* and *<< Cyber and Information Security >>*
e) Tracking the effectiveness of these efforts and communicating	Chapter 2.1 General Disclosures *<< Governance >>*

The Nemetschek Group's risk management regarding sustainability reporting follows a holistic approach and includes all fully consolidated subsidiaries of the Group. As described in Chapter *<< 6 Report on Risk and Opportunities >>* of the Group Management Report, the risk management process consists of the following components: 1. Risk identification, 2. Risk assessment, 3. Risk aggregation, 4. Risk control, 5. Risk monitoring, and 6. Risk reporting. The existing process has been expanded to include sustainability-related impacts, risks, and opportunities for sustainability reporting.

The Nemetschek Group has established an Internal Control System (ICS) with regard to sustainability reporting, which, based on COSO (Internal Control Integrated Framework of the Committee of Sponsoring Organizations of the Treadway Commission) 2013, includes the following components: 1. Control environment, 2. Risk assessment, 3. Control activities, 4. Information and communication, and 5. Monitoring activities.

The control environment (component 1) comprises standards, processes, and structures that form the basis for the implementation of internal controls throughout the organization. With regard to sustainability reporting, the control environment includes ICS principles based on ESRS (ESRS 1 Sec. 2 and Appendix B), audit (ISAE 3000 Revised) and ICS requirements (COSO 2013), as well as defined roles and responsibilities for sustainability reporting at the Nemetschek Group. Within the framework of the risk assessment (component 2), risks are identified with regard to sustainability reporting, for example, incorrect data, an excessive level of uncertainty, or data that is not available (in a timely manner). The control activities (component 3) comprise concepts and procedures that are intended to ensure that identified risks do not materialize. These include, on the one hand, detective controls, such as the segregation of roles for data entry and validation as well as plausibility checks (automated and manual). The control activities include preventive controls, such as the communication of the ICS principles to persons who are involved in sustainability reporting. The information and communication (component 4) include the passing on of key information, such as the process schedule, process flows, roles and responsibilities, or the topic-specific data points. Within the framework of the monitoring activities (component 5), further control activities are defined as needed if there is a well-founded suspicion that existing controls are not sufficient, for example, if detective controls indicate materialized risks.

In order to ensure auditability, the requirement to comply with the ICS principles has been communicated to all Group functions that are involved in Group-wide ESG data collection. The principles stipulate that ESG data (applying the four-eyes principle) must be accurate and complete, and that appropriate plausibility checks of the data must be carried out. Sources of error must be identified and, if necessary, suitable counteractions and controls must be implemented. The data collected should be relevant, understandable, and consistent. With regard to the verifiability of the information, the ICS principles stipulate that the collection of information must be documented, and corresponding evidence must be kept on file. The same applies to information on calculation methods used to prepare estimates or approximations. These can be used if direct data collection is not possible.

* IRO management describes the quarterly collection and assessment, as well as management, of ESG-relevant impacts, risks, and opportunities within the Group's existing risk and opportunity management system.

The risks of sustainability reporting are identified and assessed by the ESG-GPO, who is responsible for the reporting process. The close cooperation between the Sustainability Team, the ESG-GPO, the GPOs, the risk management function, and the Executive Board makes it possible to manage the risks of sustainability reporting appropriately and to prioritize them accordingly, for example within the framework of the Risk Committee Meetings. Potential risks and mitigation strategies, including the associated controls, were recorded in the form of the ICS with regard to sustainability reporting established in the 2024 fiscal year.

The Nemetschek Group has not identified any material risks related to sustainability reporting to date. In the future, the Group Internal Audit function, in cooperation with the Sustainability Team and the central Group functions involved in the reporting process, will be involved in identifying potential process risks in sustainability reporting and in evaluating the effectiveness of the ICS. To counteract potential risks in sustainability reporting, the Nemetschek Group's sustainability statement is also subject to a limited assurance engagement in accordance with ISAE 3000 (Revised) by PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich. The audit procedures include the identification of likely risks of material misstatement in the Nemetschek Group's sustainability statement. The metrics reported in this sustainability statement are not subject to any further audit by external bodies. The methods and significant assumptions behind the metrics are set out in the topic-specific chapters.

The Nemetschek Group has developed and internally communicated the ICS principles to counter the potential risk of incorrect sustainability reporting. Furthermore, the creation of the ESG-GPO role contributes to centrally monitoring all impacts, risks, and opportunities with ESG relevance and, if necessary, defining actions in coordination with the GPOs responsible for the respective specialist areas. The ESG-GPO is responsible for the process of sustainability reporting, so that the potential reporting risks fall within his area of professional responsibility. All impacts, risks, and opportunities identified in the double materiality assessment are reviewed at regular intervals (at least annually) and the assessment is adjusted if necessary. This ensures that changes that could amend the materiality of risks (also with regard to sustainability reporting) are identified at an early stage. Through the integration of IRO management into the Group-wide risk and opportunity management, which follows a structured process including internal control procedures (Three Lines of Defense model), new, potential or actual risks are also recorded quarterly, and appropriate actions are derived and implemented. The Risk Committee and the Supervisory Board are informed quarterly by the central risk management function about the results of the risk assessment.

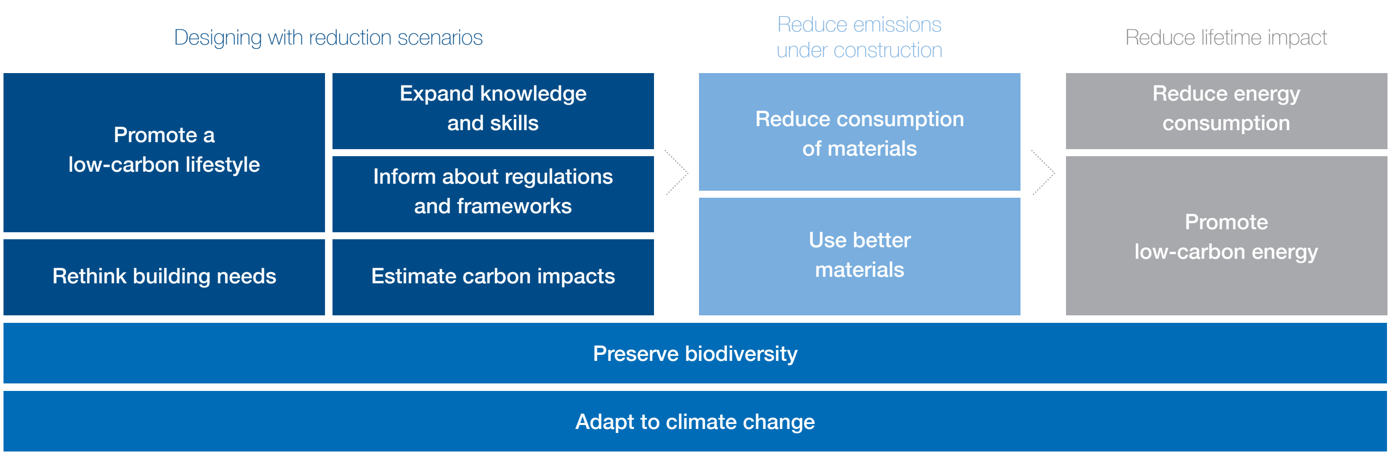
Strategy and Business Model

The Nemetschek Group is a global provider of software solutions for the AEC/O as well as the media and entertainment industries. The Nemetschek Group's business model is described in detail in Chapter [<< 1.1 Group Business Model >>] and [<< 1.2 Growth Drivers, Goals and Strategy >>] of this Group Management Report. As of December 31, 2024, the Nemetschek Group employs 3,989 employees worldwide.* The Group's employees are active in various regions and are distributed across the following geographical areas: Germany (991 employees), Europe excluding Germany (1,346 employees), Americas (1,259 employees), Asia/Pacific (319 employees), and Rest of World (74 employees). The Nemetschek Group's revenues by segment can be found in the Group Management Report, see << 3.3 Earnings, Financial Position and Net Assets of the Nemetschek Group >>.

The Nemetschek Group's strategy and business model are closely intertwined with the major challenges facing the construction industry, including digitalization and sustainable building. The same applies to the media and entertainment industries, where demand for innovative, digital content is continuously increasing. The Nemetschek Group distributes its software solutions to a broad range of customers, primarily in the European and US markets, as well as in some regions in Asia/Pacific. Key products and solutions are particularly represented in the Group's high-revenue segments, Design and Build. With the Group's solution portfolio in the Design, Build and Manage segments, customers and end-users can plan, construct, and operate buildings in a more energy- and resource-efficient and sustainable manner.

* The total number of employees does not match the information provided in the consolidated financial statements, see explanations in Chapter 2.3 Social Information << Own Workforce >>.

In fiscal year 2024, the Nemetschek Group defined portfolio-related sustainability ambitions and identified 11 levers, focused on mitigating climate change, particularly through the Group's AEC/O segments related to the design, construction, and operation of buildings. These 11 levers have been fully integrated into the double materiality assessment for fiscal year 2024 and are aligned with the topic-specific ESRS in the environmental area – Climate Change (ESRS E1), Pollution (ESRS E2), Water and Marine Resources (ESRS E3), Biodiversity and Ecosystems (ESRS E4), and Circular Economy (ESRS E5). The double materiality assessment has shown that the most significant lever, and thus the greatest business opportunity for the Nemetschek Group, lies in reducing energy consumption and CO_2 emissions (Climate Change ESRS E1) in the construction industry. However, additional environmental topics could become material in the future with regard to the Group's portfolio.



The Nemetschek Group's sustainability ambitions under the 11 levers, which have varying relevance at the segment and brand level, fundamentally relate to all solutions, sales markets, and customer groups within the AEC/O segments, as well as related stakeholders such as architects, engineers, construction companies, building owners, and operators. To evaluate the most important solutions, the Nemetschek Group conducted a comprehensive analysis of its portfolio in the fiscal year 2024. As part of the portfolio analysis, the contribution of the Nemetschek Group software solutions to mitigating climate change was measured using a company-specific assessment model comprising nearly 40 assessment dimensions, and recommendations for the further development of the software solutions with regard to the 11 levers were derived.

The Nemetschek Group's business model and Group strategy consider the impacts, risks and opportunities of the sustainability aspects identified as material through targeted actions and investments that aim both at the topic of sustainability and at increasing the company's resilience, efficiency, and long-term growth targets. With its investment strategy in the area of venture investments and start-ups, as well as the continuous expansion of the existing product portfolio, the Nemetschek Group contributes to the reduction of climate and environmental impacts in the construction industry and underscores its claim to technological leadership in the digital transformation towards greater sustainability (Climate Change ESRS E1). With its software solutions for the AEC/O and media and entertainment industries, the Nemetschek Group also aims to offer customers and end-users the greatest possible technological benefit and added value. Accordingly, the strategic focus topics of the Nemetschek Group, including Artificial and Sustainability, Nemetschek Cloud Platform and Infrastructure, or Merger & Acquisitions / Ventures & Innovation, are closely aligned with the needs of its customers (Consumers and End-Users ESRS S4).

The Nemetschek Group is a globally operating group with an international shareholder structure. The Executive Board and the Supervisory Board attach particular importance to responsible and transparent management and control of the company, which is geared towards sustainable value enhancement. Corporate policy and corporate governance practices are laid down, among other things, in relevant Group guidelines as well as the Code of Conduct and the Supplier Code of Conduct (Business Conduct ESRS G1). In view of worldwide cyberthreats, information security plays a central role in the Nemetschek Group's business model. The company's strategy includes actions and investments in a comprehensive security infrastructure, including a global information security organization and a Group-wide Information Security Management System (ISMS) in accordance with ISO/IEC 27001 (Topic "Cyber and Information Security"). As part of the global strategic Business Enablement Initiative, which is intended to reduce the complexity of the Nemetschek Group's brand diversity, a special focus is placed on the area of People/Human Resources and thus on the aspect of its own workforce. The harmonization of organizational Human Resources processes as well as the harmonization of the personnel IT landscape aim to manage the employee lifecycle and related impacts Group-wide in the future (Own Workforce ESRS S1).

The Nemetschek Group's vision, "Shape the world in all dimensions", and its mission to be the preferred and most trusted software provider and partner for the Architecture, Engineering, Construction, and Operations and Media sectors define the guiding principles of its business activities and the foundation of strategic action within the Group. In fiscal year 2024, the Nemetschek Group decided to define sustainability as a strategic focus topic, thereby further sharpening the strategic cornerstones that form the basis for achieving the Group's growth ambitions. Increasing regulations in sustainable building, raising awareness among customers and end-users, as well as the impact measurement of segment- or brand-specific initiatives to implement the sustainability ambitions, represent a central challenge for the Group in this context. To achieve its strategic goals and sustainability ambitions, the Nemetschek Group relies on a structured operating model that forms the basis of its entrepreneurial value creation.

As a provider of innovative software solutions for the AEC/O and media and entertainment industries, the Nemetschek Group drives digitalization and the use of BIM throughout the entire building lifecycle. The Nemetschek Group's value chain is divided into upstream processes, its own operations, and downstream processes. In the upstream value chain, the focus is on research and development of new software solutions and collaboration with technology partners and suppliers, particularly in the areas of cloud infrastructure, data management, and artificial intelligence. Key suppliers include technology providers such as cloud service providers and research institutions, with whom innovations in the AEC/O and media and entertainment industries are driven forward.

The central Group functions, which control the operational processes for the Group and its brands, are anchored in the strategic holding company, Nemetschek SE. The operative business is implemented in the four segments Design, Build, Manage, and Media with a total of 12 brands. The brands focus on the development, sales, and maintenance of software solutions specifically designed for design, simulation, visualization, and BIM. Qualified software developers and designers as well as a high-performance infrastructure are essential for this. The Nemetschek Group offers software rental models such as subscription and Software-as-a-Service (SaaS), software services, and software licenses, and supports customers with extensive training and support services. Sales are made both directly via the company's own website and specialized sales teams and indirectly via partner networks, resellers, and distributors.

In the downstream value chain, the focus is on the customers and end-users of the Nemetschek Group. These include architects and designers, planning offices, engineers, construction companies and general contractors, and building managers, as well as film and television studios, advertising agencies, the video game industry, product and graphic designers, and creative freelancers. Through regular software updates and upgrades, technical support, and the provision of additional services such as data backup, consulting, and individual adaptations of the software solutions, there is a close exchange between customers and end-users and the brands of the Group. The Nemetschek Group fosters a trusting relationship with its customers and end-users through continuous dialogue. Adapting the solutions to the specific requirements of customers and end-users also contributes to long-term customer satisfaction. In addition, the Nemetschek Group cooperates with business partners who expand the software offering with additional solutions and promotes exchange between customers and end-users through specialist events and conferences.

The Nemetschek Group is closely linked to developments in the construction, architecture and engineering industries, as well as the media and entertainment industries, which means that sustainability-related impacts, risks, and opportunities in these sectors have a direct influence on the Group's business model. Key drivers such as BIM, digitalization/automation, sustainability, and climate protection in the construction industry can create new growth opportunities, as demand for digital tools and cloud-based solutions continues to rise. In the upstream value chain, this enables increased investment in research and development, while in the downstream value chain, networking of sales channels and customers and end-users continues to grow. The Group structure, new sales and business models, such as the switch from classic licensing to subscription and SaaS, as well as strategic aspects are explained in detail in the sections *<< 1.1 Group Business Model >>* and *<< 1.2 Growth Drivers, Goals and Strategy >>* of this Group Management Report.

As an international group, the Nemetschek Group maintains relationships with a large number of suppliers and business partners worldwide, from whom it sources goods, particularly in the form of software, hardware, data, infrastructure, as well as IT and (marketing) services. State-of-the-art technical resources are essential for the development of innovative software solutions for the AEC/O and the media and entertainment industries. A central component of entrepreneurial value creation are also the skills, knowledge and creativity of employees, which is why the acquisition, development and retention of talent is of particular importance for the Nemetschek Group. The Nemetschek Group's procurement approach is based on strategic procurement, which is constantly evolving and enables fact-based decisions. The Nemetschek Group maintains partnerships with key suppliers to remain innovative and competitive. Access to the latest technologies and market innovations is to be secured through internal development, strategic collaborations and acquisitions.

The Nemetschek Group is distinguished by a broad portfolio of solutions along the building lifecycle from the planning to the construction and operation or renovation phase to the deconstruction of buildings (Design, Build, Manage segments), as well as in the creation of digital content in 2D and 3D (Media segment). The goal of the brand and segment approach is to focus on the needs of the respective segments and thereby increase customer benefit and added value. With its innovative solution portfolio, the Nemetschek Group helps drive digitalization in the construction and infrastructure sector and meet the demand for time, cost and resource savings, as well as increasing regulations – especially in the area of sustainability. In addition to maintaining sustainable building certificates in customer and end-user projects through LEED (Leadership in Energy and Environmental Design), BREEAM (Building Research Establishment Environmental Assessment Method) or DGNB, the Nemetschek Group also promotes open standards and OPEN BIM, thus increasing the participation of smaller architecture, engineering and construction companies in large construction and infrastructure projects. By expanding its international presence, the Nemetschek Group aims to exploit growth potential and thus further increase its attractiveness in the capital and labor markets.

In the upstream value chain, the Nemetschek Group works closely with a variety of suppliers and technology partners to develop innovative software solutions. In the downstream value chain, customers in the construction and media sectors are addressed directly via brand-specific sales organizations, as well as indirectly via resellers and distribution partners. The focus on digitalization and sustainability along the building lifecycle and in the media and entertainment industries, as well as the continuous further development of technologies such as artificial intelligence and cloud-based solutions, are central elements of the Nemetschek Group's value creation.

To align business and sustainability activities with the interests and perspectives of stakeholders, the Nemetschek Group conducted an extensive double materiality assessment in fiscal year 2024 in accordance with the ESRS, see Chapter 2.1 General Disclosures << Management of Impacts, Risks, and Opportunities >>. The results of the double materiality assessment and the associated sustainability-related impacts, risks, and opportunities will be reviewed on an event-driven basis in the future to ensure the relevance and validity of the material topics for the current reporting years. A review or re-execution of the double materiality assessment will take place, with certain defined criteria, including regulatory changes, potential changes in the company strategy and business model, as well as portfolio changes and M&A activities of the Nemetschek Group, being considered.

Apart from the materiality assessment, the Nemetschek Group maintains a regular exchange with its most important stakeholders. The most important stakeholders of the Nemetschek Group are customers, business partners, investors and employees. For the individual segments and brands, national and international industry associations and organizations with representatives from business, science, politics and society as well as educational institutions and universities are also of particular importance. The Nemetschek Group regularly exchanges information intensively with its most important stakeholders to continuously develop the business activities and the sustainability approach of the organization, considering internal and external perspectives. Interests and viewpoints of customers and business partners are reflected at segment and brand level through customer advisory boards and surveys as well as regular exchange also at trade fairs, product previews or in joint workshops. The Investor Relations & Corporate Communication Group function and the Executive Board also maintain close contact and exchange with the investors of the Nemetschek Group through a variety of virtual and personal meetings as well as in the context of investor conferences and roadshows. Open and transparent communication within the Group is also fostered, among other things, through Group-wide employee events (town halls) organized by the People/Human Resources Group function. The segment managers and the heads of the Group functions have a direct reporting line to the Executive Board, which is thus kept informed of the relevant interests and viewpoints of stakeholders.

When conducting the double materiality assessment in the 2024 fiscal year by the Sustainability Team of the Nemetschek Group, a special focus was also placed on the integration of the interests and viewpoints of internal and external stakeholders, encompassing the upstream and downstream value chain as well as the Group's own operations. As part of selected stakeholder interviews, internal and external stakeholders were involved in the identification of sustainability-related impacts, risks, and opportunities. Selected internal and external stakeholders were also involved in the materiality assessment. As an internationally active Group, open stakeholder dialogue is of particular importance for the Nemetschek Group to create added value for its own organization, customers, business partners, investors and employees. The integration of diverse interests and viewpoints supports the strategic orientation of the Nemetschek Group to drive sustainability and innovation in the construction industry. The interests and viewpoints of internal and external stakeholders, which are reflected in the results of the Nemetschek Group's double materiality assessment, are also intended to contribute to further developing the Nemetschek Group's sustainability approach into a holistic sustainability strategy. Strategic activities for the development of a holistic sustainability strategy that is aligned with the interests and viewpoints of the stakeholders are to be intensified from the 2025 reporting year onwards. Changes to the overarching Group strategy and/or the business model of the Nemetschek Group are described in detail in the Group Management Report, see << 1.1 Group Business Model >> and << 1.2 Growth Drivers, Goals and Strategy >>.

The stakeholders' interests and viewpoints, and the associated broad view of the Nemetschek Group's impacts, risks, and opportunities, are reflected in the Group's strategic direction and business model. Due to market-specific demand and increasing regulatory requirements, the topic of sustainability was explicitly integrated into the Group's strategic cornerstones in fiscal year 2024. In the future, the topic of sustainability will play an even more central role in the expansion and further development of the existing solution portfolio at the segment and brand level, making an even greater contribution to promoting sustainability in the construction industry.

In the double materiality assessment, the Nemetschek Group identified material impacts in the topic-related ESRS E1 (Climate Change), ESRS S1 (Own Workforce), ESRS S4 (Consumers [here Customers] and End-Users), ESRS G1 (Business Conduct), as well as the company-specific topic of Cyber and Information Security, all of which are exclusively positive in nature. The material impacts, risks, and opportunities are described in detail in the table below. The table also provides information on which business segments (AEC/O or Media and Entertainment) the impacts, risks, and opportunities are located and whether they relate to the Group's own operations and/or the upstream and downstream value chain. The material impacts, risks and opportunities in the area of Climate Change (ESRS E1) cover a medium to long-term time horizon, whereas the material impacts, risks and opportunities in the areas of Own Workforce (ESRS S1), Consumers and End-Users (ESRS S4) and Cyber and Information Security are usually short to medium term.

				Operating Segment		Value Chain		
Topic	Titel	Description	IRO	AEC/O	Media	Upstream	Own Operations	Downstream
Climate Change	Building Certificates	The software of the Nemetschek Group facilitates the certification process for customers and end-users to obtain building certifications such as LEED, BREEAM, or DGNB for sustainable and climate-friendly construction (Focus Area: Climate Change Mitigation).	Impact	●				●
		The software of the Nemetschek Group facilitates the certification process for customers and end-users looking to obtain building certifications such as LEED, BREEAM, or DGNB for sustainable and energy-efficient construction (Focus Area: Energy).	Impact	●				●
		Due to the increasing number of regulations and standards for sustainable construction, the demand from customers and end-users for certifications such as LEED, BREEAM, or DGNB for sustainable and climate-friendly buildings (Focus Area: Climate Change Mitigation) could rise, creating business opportunities for the Nemetschek Group.	Opportunity	●				●
		Due to the increasing number of regulations and standards for sustainable construction, the demand from customers and end-users for certifications such as LEED, BREEAM, or DGNB for sustainable and energy-efficient buildings (Focus Area: Energy) could increase, creating business opportunities for the Nemetschek Group.	Opportunity	●				●
	Climate Resilient Infrastructure	The rising demand for climate-resilient infrastructure that can withstand the impacts of climate change (Focus Area: Climate Change Adaptation) could open business opportunities for the Nemetschek Group by offering software solutions that support these requirements. Additionally, associated regulatory changes, evolving customer requirements, and market trends could be reflected in the portfolio. This enables the Nemetschek Group to take on a pioneering role in promoting sustainability within the construction industry.	Opportunity	●				●

Topic	Titel	Description	IRO	Operating Segment: AEC/O	Operating Segment: Media	Value Chain: Up-stream	Value Chain: Own Opera-tions	Value Chain: Down-stream
Own Workforce	Social Dialogue	Standardized communication formats and close dialogue between management/employees, and work councils promote internal communication, engagement, and employee satisfaction while also contributing to effective conflict resolution within the Group. Employees in Europe benefit from an established structure with dedicated work council.	Impact	●	●		●	
	Workforce	The most valuable asset of the Nemetschek Group is its workforce and the associated expertise within its segments and brands. The Nemetschek Group could leverage its attractive working conditions as a strategic competitive advantage to enhance its employer attractiveness, including in relation to its sustainable solutions portfolio. At the same time, employee satisfaction, retention, and engagement can be strengthened, and new talent can be attracted to the Group.	Opportunity	●	●		●	
	Employee Empowerment	The Nemetschek Group employs qualified and specialized professionals, primarily in industrialized countries, where they benefit from excellent working conditions and competitive salaries.	Impact	●	●		●	
		The Nemetschek Group offers a variety of remote work models, including hybrid models and flexible working hours, to foster a family-friendly work environment and improve the balance between professional and personal life.	Impact	●	●		●	
		Given its international and partially decentralized structure, the Nemetschek Group exhibits a high degree of individualization, which fosters strong employee identification and a pronounced sense of belonging to their respective brands. Employees benefit from working conditions tailored to specific brand requirements.	Impact	●	●		●	
	Training & Up/ Reskilling	The Nemetschek Group provides training sessions, learning initiatives, and resources to enhance employees' skills and knowledge, actively supporting their professional and personal development. The Nemetschek SE and its brands each benefit from an allocated learning budget.	Impact	●	●		●	
	Equity & Diversity	Group-wide and brand-specific training sessions, such as harassment prevention training, contribute to raising employee awareness on topics such as equity and diversity.	Impact	●	●		●	
		The Nemetschek Group places great emphasis on fair recruitment and promotion practices, ensuring equal opportunities for all applicants and employees. Diversity aspects, including gender, ethnicity, nationality, and age, are considered in the hiring process (Group Diversity Statement).	Impact	●	●		●	
Consumers and End-Users	Efficiency through Software	The software solutions of the Nemetschek Group provide information on local regulations, materials, and construction-related impacts, facilitate data exchange, and promote the digitalization and automation of processes. The added value for customers and end-users results from increased efficiency, productivity, and quality in the construction process.	Impact	●				●
	Overview of Responsibilities	The Nemetschek Group's software solutions enhance transparency regarding project responsibilities, requirements, and liability while enabling traceability of work processes. This helps reduce construction-related disputes among project stakeholders.	Impact	●				●
	OPEN BIM	The Nemetschek Group actively promotes OPEN BIM. Through open interfaces, (smaller) companies benefit from participation in large-scale projects, fostering diversity, broader industry participation, and collaboration in the construction sector.	Impact	●				●
	Student Licenses	The Nemetschek Group is committed to social inclusion by providing students and young professionals with free software licenses, ensuring that the Group's solutions can be used regardless of financial constraints.	Impact	●	●			●
Business Conduct	Innovative Corporate Culture	The Nemetschek Group fosters an innovative corporate culture and supports entrepreneurial mindsets, for example, by collaborating with start-ups and maintaining close interaction with customers and end-users to develop forward-thinking solutions.	Impact	●	●		●	
	Conditions of Payment for Suppliers	As a reliable and fair business partner, the Nemetschek Group maintains standardized payment terms that benefit all suppliers within the Group.	Impact	●	●	●		
	Reducing the Risk of Corruption & Bribery	The Nemetschek Group has established a comprehensive set of actions to prevent and detect corruption and bribery, both within its own operations and in relation to suppliers and business partners, to minimize compliance risks.	Impact	●	●	●	●	●
Cyber and Information Security	Cyber & Information Security Actions	The Nemetschek Group has implemented a variety of actions to actively manage and control cyber and information security risks, as well as to ensure uniform standards throughout the Group.	Impact	●	●	●	●	●

The Nemetschek Group's material impacts in the areas of climate change as well as consumers and end-users relate to the Group's AEC/O segments. Through sustainable, climate-friendly, and energy-efficient solutions for the planning, construction, and operation of buildings and infrastructures, the Nemetschek Group helps customers and end-users in its downstream value chain to obtain sustainable building certificates and thus makes a positive contribution to promoting sustainability throughout the entire building lifecycle. Customers and end-users also benefit from efficient exchange of data, models, and information through OPEN BIM solutions. The increased transparency, interoperability, and collaboration, also with (smaller) architecture, engineering, and construction companies, as well as the provision of free student licenses to educational institutions and universities, distinguishes the positive contribution of the Nemetschek Group in the social and societal context of the AEC/O software sector.

The Nemetschek Group distributes its software solutions worldwide, with a particular focus on the high-revenue sales markets in the US and Europe, as well as selected Asian markets, including India in Asia/Pacific. In addition to brand-specific sales approaches, existing and potential new customers are increasingly addressed via global key account management (KAM), cross-selling activities, and e-commerce activities. The Go-to-Market approach, which focuses on the three major regions of Europe, the North America, and Asia/Pacific, and the topic of sustainability are strategic cornerstones of the Nemetschek Group.

Material impacts in the topic-related ESRS S1 (Own Workforce), ESRS G1 (Business Conduct), as well as the company-specific topic of Cyber and Information Security, arise in all segments of the Nemetschek Group, the AEC/O and the Media and Entertainment segment. Through Group-wide communication formats, the Nemetschek Group contributes to promoting a social dialogue within the Group. Attractive working conditions, which can be tailored to the specific needs of employees, also have a positive effect on satisfaction, engagement, and a sense of belonging within the Nemetschek Group. The employees of the Nemetschek Group benefit from Group-wide training and up/reskilling opportunities that contribute to professional and personal development. Through Group- and brand-specific training courses, the Group's employees are also to be sensitized to topics such as equal rights and diversity, which are also taken into account in hiring and promotion processes. The material impacts Own Workforce are closely linked to the strategic Business Enablement Initiative, in which core processes along the employee lifecycle are to be further harmonized Group-wide.

The Nemetschek Group sees positive impacts of its business conduct both in its own operations and in the upstream and downstream value chain. Through investments in and cooperation with venture companies, the Nemetschek Group continues to strengthen both new technologies and ways of thinking as well as its own innovation culture. Innovation, as a strategic cornerstone (Merger & Acquisitions / Ventures & Innovation) of the Group, has been an integral part of the corporate identity since the Nemetschek Group was founded. Standardized terms of payment and compliance actions to prevent and detect corruption and bribery also have a positive impact on successful business and cooperation with customers, suppliers, and business partners. The same applies to the comprehensive actions for managing Cyber and Information Security risks in the Group, which make a central contribution to the implementation of the Group's growth strategy. A large proportion of the material, all of which are positive impacts, were identified in the double materiality assessment in the social topics, including the topic-specific ESRS S1 and ESRS S4.

Actual, material opportunities for the Nemetschek Group were identified within its own operations as well as in the downstream value chain in the topic-related ESRS E1 (Climate Change) and ESRS S1 (Own Workforce). Sustainability and environmental protection are steadily gaining importance in the planning, construction, as well as the operation and renovation of buildings and are an essential factor for achieving politically set climate targets (for example, the European Green Deal). With its AEC/O portfolio, the Nemetschek Group offers intelligent BIM software solutions in its strategically relevant sales markets and via diversified sales channels that can make a contribution to climate change adaptation, climate change mitigation, and energy efficiency. Entrepreneurial opportunities for the Nemetschek Group also arise through increasing regulations and guidelines in the area of sustainable building and the associated increasing demand for certifications, such as LEED, BREEAM or DGNB, for buildings and infrastructures. The increasing need for climate-resilient infrastructures that can withstand the consequences of climate change opens up further business opportunities for the Group and underscores the management's decision to include the topic of sustainability in the Group's strategic cornerstones.

As a globally operating software group, Nemetschek's own workforce and the associated expertise within its own operations is a key success factor for the Nemetschek Group. The Nemetschek Group sees the increase in employer attractiveness as well as attractive working conditions within the Group as a significant opportunity to continue to attract specialized specialists and managers in the labor market in the future and to retain them in the company in the long term. The strategic Business Enablement Initiative, which aims at the organizational and content-related harmonization of the central Group functions, including People/Human Resources, and the functional organizational structure in the area of People/Human Resources are intended to reduce the complexity of brand diversity in this context, strengthen the teams, and thus contribute to the implementation of the global growth strategy of the Nemetschek Group.

The double materiality assessment of the Nemetschek Group has shown that no topic-specific or company-specific risk was identified that is above the defined materiality threshold and would therefore have to be reported in the context of this sustainability statement. There are no material risks arising from the company's own operations or from business relationships, products, and services that are very likely to have severe negative impacts on the non-financial aspects pursuant to § 289c HGB.

In conducting the double materiality assessment, the Nemetschek Group analyzed how material impacts of the company could affect people or the environment (or, in the case of potential impacts, how they are likely to affect them). The double materiality assessment revealed that no negative impacts on people or the environment were identified that exceeded the defined materiality threshold. The construction industry is responsible for around 40% of global CO_2 emissions. By promoting sustainable construction and usage practices in its downstream value chain, the Nemetschek Group contributes to reducing the environmental burden caused by the construction industry and thus to mitigating climate change. Climate-friendly construction methods, which have the least possible negative impacts on the environment, and buildings that are particularly resilient to climate change have positive effects on the environment and on people who benefit, for example, from safe living and working spaces or the increase in energy efficiency. The Nemetschek Group's OPEN BIM solutions, which enable a more efficient exchange of data, models, and information, contribute to more efficient collaboration in the construction process, from which (smaller) architecture, planning, and construction companies also benefit. Through close cooperation with educational institutions and universities, which is managed via the Group's global academic program, the Nemetschek Group also promotes access to innovative software and thus supports education and equal opportunities. The Nemetschek Group's global academic program is designed to enable the next generation of leaders in the AEC/O and the media and entertainment industries, before they enter the workforce, to use the Group's software solutions in a targeted manner in practice.

Positive impacts on people, in particular the employees of the Nemetschek Group, arise through the establishment of attractive working conditions as well as the promotion of equal treatment and equal opportunities, which contribute to the motivation and long-term retention of specialists and managers. A positive working environment that offers adequate development opportunities and an open dialogue that promotes employee well-being are intended to contribute to satisfaction and innovation within the Group. The corporate policies and corporate governance practices, which are laid down in relevant Group guidelines as well as the codes of conduct, prescribe responsible action towards people and the environment and shape the corporate culture of the Nemetschek Group. Through a preventive compliance approach, high information security standards, and trusting supplier relationships, the Nemetschek Group sees itself as a reliable partner in the AEC/O and the media and entertainment industries.

In order to identify, monitor, prevent, mitigate, remediate, or bring an end to future actual or potential adverse impacts, the Nemetschek Group has transferred the management of the material and non-material impacts (as well as risks and opportunities) into the Group's existing risk and opportunity management. The management of the material impacts as well as related actions taken and their effect is primarily carried out by the persons responsible for the existing risk fields or risk categories. With the integration of the management of material impacts, risks, and opportunities into the existing Group risk and opportunity management (managed by the Executive Board of Nemetschek SE), the Nemetschek Group has created a control framework that aims at an effective, integrated management of actual or potentially adverse impacts. Sustainability-relevant aspects that can have an influence on the company's success are to be identified, managed, and monitored systematically and at an early stage.

In fiscal year 2025, the influence of material impacts, risks, and opportunities on the business model, the value chain, the strategy, and decision-making within the Group will be further assessed. This includes changes that can be made to the strategy or the business model as part of actions to manage certain material impacts or risks or to take advantage of certain material opportunities. The actions already implemented in fiscal year 2024, as well as those planned for the future, that are directly related to the impacts or opportunities of the Group identified as material are explained in the topic-specific information in Chapters << 2.2 Environmental Information >>, << 2.3 Social Information >>, and << 2.4 Governance Information >>.

In fiscal year 2025, the strategic further development of the solution portfolio is to be linked to the results of the double materiality assessment in order to develop a holistic sustainability strategy for the Group in the medium term. In doing so, the current and expected influence of the material impacts, risks, and opportunities on the business model, the value chain, the corporate strategy, and decision-making is to be analyzed and taken into account in greater detail. In addition, further actions are to be defined to manage certain material impacts or risks or to take advantage of material opportunities, which contribute to the corporate strategy and the business model of the Nemetschek Group.

When conducting the double materiality assessment, the Nemetschek Group considered impacts from the Nemetschek Group on various topics in the area of Environment, Social and Governance that originate directly or indirectly from or are related to the strategy and the business model of the Group. A large proportion of the material impacts in the area of ESRS S1, ESRS G1, as well as Cyber and Information Security, are closely linked to the Business Enablement Initiative, which is intended to contribute to increasing efficiency and effectiveness in the Group. The strategic cornerstones Artificial Intelligence and Sustainability, Nemetschek Cloud Platform and Infrastructure, as well as the Go-to-Market approach, include central aspects of the material impacts in the area of ESRS E1 and ESRS S4, including sustainability and digitalization in the construction sector. Material impacts related to the innovative corporate culture (ESRS G1) of the Nemetschek Group are anchored in the strategic cornerstones Merger & Acquisitions /

Ventures & Innovation. Due to the close link with the strategic cornerstones of the Group, the Nemetschek Group expects the actual, material impacts to continue to materialize over a short to medium-term time horizon.

Through its business activities, the Nemetschek Group has material positive impacts, particularly in the area of Climate Change (ESRS E1) and Consumers and End-Users (ESRS S4), which are directly related to the Group's business model. Through the development and provision of intelligent BIM software solutions that enable environmentally friendly and resource-efficient processes throughout the entire building lifecycle, the Nemetschek Group offers solutions for major challenges of the construction industry in the area of digitalization and sustainability. Through the efficient cooperation of various actors by means of digital solutions in the construction process as well as the promotion of sustainable building, the Nemetschek Group contributes in the core of its business model to promoting positive impacts on people and the environment. In the context of the Business Enablement Initiative as well as related activities and actions, a significant share of the material positive impacts in the area of Own Workforce (ESRS S1), Business Conduct (ESRS G1), as well as Cyber and Information Security, which can also have short, medium and long-term effects on the business relationships of the Nemetschek Group.

As part of the double materiality assessment, the Nemetschek Group has not identified any risks that are above the defined materiality threshold. In the area of Environment and Social, opportunities in the area of sustainable and climate-friendly building/building certificates as well as in the area of employer attractiveness were identified as material. So far, no significant financial effects of material sustainability-related risks and opportunities of the Nemetschek Group on its financial position, financial performance and cash flows are to be reported. There are also no material sustainability-related risks and opportunities for which there is a significant risk of a material adjustment to the carrying amounts of the assets and liabilities recognized in the related consolidated financial statements in the next reporting period.

In order to increase the resilience of the Nemetschek Group's strategy and business model with regard to the ability to manage material impacts and risks and to analyze material opportunities, the material impacts, risks, and opportunities were assigned to the strategic cornerstones and the four segments of the Group. The qualitative analysis shows that the material impacts, risks, and opportunities are directly linked to all strategic cornerstones, with the exception of the focus topic of business model (transition to subscription-based and SaaS models). The strategic cornerstones determine both current and future business activities and thus have an impact over a short, medium, to long-term time horizon. The strategic cornerstones are implemented by responsible internal sponsors who were involved in the implementation of the double materiality assessment in the form of initiatives and actions. Accordingly, material impacts, risks, and opportunities are taken into account with regard to the strategy and the business model of the Nemetschek Group. The integration of material impacts, risks, and opportunities into the existing Group-wide risk and opportunity management as well as the further development of the sustainability approach by the Sustainability Team also contribute to ensuring that the strategy and the business model of the Nemetschek Group remain resilient with regard to managing material impacts and risks and that material opportunities are utilized within the Group.

Strategic Cornerstones	Number IROs	IROs	Operating Segments AEC/O	Media
Artificial Intelligence & Sustainability	5	Climate Certificates (4 IROs), Climate Resilient Infrastructure	●	
Business Model (Subscription & SaaS)	0	-		
Go-to-Market Approach	1	Student Licenses	●	●
Nemetschek Cloud Platform & Infrastructure	3	OPEN BIM, Efficiency trough Software, Overview over Responsibilities	●	
Merger & Acquisitions / Ventures & Innovation	1	Innovative Corporate Culture	●	●
Business Enablement	11	Social Dialogue, Workforce, Employee Empowerment (3 IROs), Training & Up/Reskilling, Equity & Diversity (2 IROs), Reducing the Risk of Corruption & Bribery, Conditions of Payments for Suppliers, Cyber & Information Security Actions	●	●

In the current reporting year, the Nemetschek Group conducted a climate risk and resilience analysis for physical and transition climate risks. The analysis and its results are described in detail primarily in this Chapter 2.1 General Disclosures << Strategy and Business Model >> as well as under << Management of Impacts, Risks, and Opportunities >>.

The Nemetschek Group has included all 37 sub-topics listed in ESRS 1 AR16 in the area of Environment, Social and Governance as well as three company-specific sustainability topics in the double materiality assessment to identify actual or potential impacts, risks, and opportunities. The reporting of material impacts, risks, and opportunities for the topic-related ESRS E1 (Climate Change), ESRS S1 (Own Workforce), ESRS S4 (Consumers and End-Users), and ESRS G1 (Business Conduct) is based on the ESRS. The impacts, risks, and opportunities identified as material are presented in detail in Chapter 2.1 General Disclosures << Strategy and Business Model >>. For the company-specific topic of Cyber and Information Security, actual, material impacts were identified, which relate to extensive actions in the area of information security as well as the cooperation with certified service providers and which aim to establish the highest possible Cyber and Information Security standard. The positive impacts are directly related to the business model, the strategy, and the value chain of the Nemetschek Group and have a special relevance for the Nemetschek Group with regard to the increasing worldwide cyberthreats, increasing security-relevant customer requirements, as well as legal and regulatory requirements in the area of information security. The reporting on the company-specific topic of Cyber and Information Security is based on ESRS 1 Annex A. In the double materiality assessment, the Nemetschek Group identified sustainability-related impacts, risks, and opportunities for the first time in the current reporting year based on the ESRS. Changes to material impacts, risks, and opportunities compared to the previous reporting period are therefore not part of this report.

In the double materiality assessment, the Nemetschek Group did not identify any material climate-related risks. Furthermore, the climate risk analysis carried out in fiscal year 2024 did not identify any physical or transition climate risks that are to be regarded as material for the Nemetschek Group. The Nemetschek Group has performed a resilience analysis for physical risks as well as transition risks along the time horizons of the climate risk analysis. Neither material physical risks, transition risks, nor material parts of the value chain were excluded from the resilience analysis. The consideration of the value chain includes the upstream and downstream value chain, as well as its own business activities. The scenarios used, time horizons, key drivers, and input factors considered for the physical and transition risks are described in detail in Chapter 2.1 General Disclosures << Management of Impacts, Risks, and Opportunities >>.

The resilience analysis was carried out, validated, and completed within the 2024 reporting year. As no material physical risks are relevant for the Nemetschek Group, no actions to increase resilience against physical risks were defined. The strategy and the business model of the Nemetschek Group generally show a high resilience against climate-related hazards. This is discussed in detail below. As the Nemetschek Group does not make any quantitative statements on the financial effects of the climate risk analysis for fiscal year 2024, the implementation of the resilience analysis is also of a qualitative nature. Although no material physical risks have been identified at present, the Nemetschek Group pursues a proactive approach to risk management. The processes include continuous monitoring and assessment of potential risks. As soon as new risks arise, these are taken into account in the resilience analysis.

Physical risks were identified using the “Representative Concentration Pathway” (RCP) scenario 4.5. In the sixth assessment report of the Intergovernmental Panel on Climate Change (IPCC), these scenarios are supplemented by “Shared Socioeconomic Pathways” (SSPs). These pathways assume and take into account socioeconomic developments with regard to the economy, the environment and society depending on the scenario. Transition risks were identified using the RCP scenario 1.9. The analysis included the effects of changes in energy and CO_2 prices, new technological developments and various macroeconomic trends. In particular, effects were assessed taking into account politics and law, technology, the market, and reputation, as well as the Nemetschek Group’s business model and interaction with key stakeholders. The identified risks were assessed on the basis of the Nemetschek Group’s business model in order to identify potential transition risks facing the Nemetschek Group.

The time horizons of the resilience analysis are consistent with those of the climate risk analysis. The effects of the aforementioned climate scenarios on the Nemetschek Group were analyzed. No other independent scenarios were included in the analysis. The Nemetschek Group has not yet defined any measurable, results-oriented targets in connection with climate change adaptation and mitigation, which is why no reference is made to them in the resilience analysis. The Nemetschek Group recognizes the necessity and importance of such targets in principle and intends to take appropriate steps in the short to medium term to set corresponding targets.

The Nemetschek Group did not identify any material physical risks as part of its resilience analysis. The Nemetschek Group’s office locations worldwide are leased properties. The Nemetschek Group has no production sites due to its business model. Therefore, possible damage to physical assets is not material in the overall context of the assets. Potential damage from business interruptions was classified as not material. The examined, highest-revenue locations of the Nemetschek Group do not have any material exposure to natural hazards. If natural hazards should lead to any inaccessibility of the office locations, business interruptions are avoided by the fact that it is generally possible for the employees to work completely remotely. Despite the exclusion of material physical risks, the Nemetschek Group would therefore be extremely resilient to business interruptions in the event of their occurrence.

Transition risks arising from potential server failures could lead to business interruptions. However, in order to increase the own resilience and thus that of their customers, server providers generally have server redundancies in place themselves. The Nemetschek Group shows a high degree of resilience to potential transition risks due to its own counteractions as well as the actions taken by its suppliers. Potential transition risks also arise from changing regulatory requirements for climate-friendly and energy-efficient construction, which can lead to changes in the demand for construction software. If the Nemetschek Group does not react to changing product requirements, there could be a displacement effect by competitors. Due to the proven risk and opportunity management as well as the strategic prioritization of the topic of sustainability, potential risks within the Group are generally systematically identified at an early stage, and opportunities for the expansion of the Nemetschek Group’s portfolio are derived from them. Uncertainties, which are associated, for example, with regulatory changes, volatile customer demand or new technological developments, were taken into account in the resilience analysis and were classified as (very) low overall. Since the Nemetschek Group has not defined any measurable, results-oriented targets in connection with climate change adaptation and mitigation, for the current fiscal year, corresponding targets are not taken into account for the resilience analysis.

In fiscal year 2023, the Nemetschek Group appointed a Chief Strategy Officer (and Chief Division Officer Operate & Manage) who, in exchange with the segment managers, identifies potential transitional climate risks and simultaneously derives portfolio-related opportunities for the Nemetschek Group. These risks and opportunities were also discussed in the fiscal year 2024 as part of the quarterly Risk Committee Meetings with the involvement of the Head of Risk Management. The Sustainability Team also aims to continuously promote the sustainable transformation of the company and to ensure compliance with regulations and legal frameworks at all times. In its striving for sustainable economic success, the Nemetschek Group aims to aviod potential financial or reputational damage that could be associated with inadequate sustainability performance.

Based on the results of the climate risk analysis, the Nemetschek Group sees a continued ability to adapt its strategy and business model to the challenges of climate change in the short, medium, and long term. This includes the ability to make adjustments to the product and service portfolio and to ensure access to capital in the long term. Demand in the area of sustainable construction and climate-resilient infrastructure opens up business opportunities for the Nemetschek Group in this context. In order to reflect regulatory as well as market-specific sustainability aspects even more strongly in the product requirements of customers and to transform them into entrepreneurial opportunities, the topic of sustainability was integrated into the strategic cornerstones of the Group in fiscal year 2024.

All persons in its own workforce who may be affected by material impacts of the company are relevant to the information provided in accordance with ESRS 2 and have been taken into account in this sustainability statement. The Nemetschek Group employs the following types of employees who are affected by material impacts:

- Executive Board/Managing Director: Includes Executive Board members of Nemetschek SE and managing directors of the brands. Supervisory Board members and Executive Board members of the individual brands are not included.
- Permanent Employees: Includes an employer/employee relationship with an individual under an open-ended employment contract, either part-time or full-time. The employee is on the employer's payroll and is subject to the income tax and social security laws of his/her respective country. This applies to both employees and executives.
- Temporary Employees: Includes a fixed-term employer/employee relationship with an individual for a defined period of more than six months. The employee is on the employer's payroll and is subject to the income tax and social security laws of his/her respective country. This applies to both employees and executives.

As part of the sustainability statement, trainees, temporary workers, and academic staff are also classified as temporary employees:

- Trainees: Includes employees undergoing a typically three-year training program to acquire recognized professional skills. After the training period, the employer has the option, but not the obligation, to hire the trainee as a permanent employee. Trainees are generally limited to Germany.
- Temporary Workers: Includes "mini-jobs" (only in Germany) or a fixed-term employment relationship with an individual for a period of less than six months. The individual is on the employer's payroll, and all income tax and social security laws of the respective country apply. This employment generally applies to student jobs or internships of short duration and/or those occurring at regular intervals.
- Academic Staff: Includes PhD candidates, master's or bachelor's thesis candidates. Academic staff are considered employees if the Nemetschek Group enters into a direct fixed-term employment contract with the candidate.

The Nemetschek Group employs the following types of non-employed workers who are affected by material impacts:

- Temporary Agency Workers: A company within the Nemetschek Group (lessee) leases personnel from a third-party provider (lessor) or another company within the Nemetschek Group (internal lessor). The lessee is authorized to issue instructions and may integrate the leased personnel into its infrastructure. For personnel from third-party providers: Depending on jurisdiction, the lessor typically requires a valid license for temporary agency work. For internal staffing: The lessee must report leased personnel, and the internal lessor must notify this to HR. Temporary agency workers are classified as third-party-provided individuals.
- Freelancers: Refers to contractual arrangements between an independent contractor (or a company owned by the contractor) and a company within the Nemetschek Group. The contractor (1) is generally not bound by instructions, (2) can freely schedule their working hours, (3) is not integrated into the employer's infrastructure (e.g., email, PC/laptop, phone), (4) bears their own entrepreneurial risk, and (5) is not economically dependent on a single client (performs a significant portion of work for other clients). The above points refer to Germany. Country-specific laws and regulations are considered for each location. Freelancers are classified as self-employed individuals.

There are no material negative impacts related to ESRS S1 (Own Workforce). In the context of the double materiality assessment, material positive impacts of the Nemetschek Group, resulting from existing actions in the area of People/Human Resources within the Group, were identified. The impacts and actions generally relate to all employees of the Nemetschek Group (employees in an employment relationship, taking into account the legal framework):

- General communication formats (such as communication from the Executive Board and the Executive Leadership Teams [ELT], town halls, Board Letter) and a close dialogue between management and the European Works Council of Nemetschek SE, as well as between employees and the European Works Council, promote employee communication, engagement, and satisfaction, as well as conflict resolution. The employees of the subsidiaries Spacewell Netherlands, Graphisoft Germany, and Allplan Germany also benefit from local works councils.
- The Nemetschek Group offers opportunities for home office agreements, including hybrid models, and ensures a family-friendly environment and work-life balance with flexible working hours and, overall, very good working conditions.
- Due to the international, partly decentralized structure of the Nemetschek Group, there is a high degree of individualization, which leads to a strong identification of employees with the respective brands. Due to the regional differences in the labor markets in which the brands are active, they have the opportunity to adapt working conditions and standards to sector- and location-specific requirements.
- The Nemetschek Group offers programs and training initiatives as well as resources that aim to improve the skills and knowledge of employees and thus specifically promote professional and personal growth. Nemetschek SE and the brands receive an allocated learning budget.
- Group- and brand-specific training courses help raise employee awareness in areas such as equal rights and diversity. Training on harassment prevention is mandatory for employers in some states in the USA who employ a certain minimum number of employees. The Nemetschek Group ensures that all employees in the various regions receive the appropriate training units.

» The Nemetschek Group maintains fair hiring and promotion practices and aims to ensure equal opportunities for all applicants and employees. Diversity in terms of gender, ethnic origin, nationality, and age is treated transparently and and is taken into account in the hiring process.

As part of the double materiality assessment, no material risks, but a material opportunity for the Nemetschek Group were identified with regard to its own workforce. The Nemetschek Group's most valuable asset is its qualified and specialized workforce in Nemetschek SE and the individual brands, which possesses an enormous wealth of knowledge in the area of developing operative processes and marketing innovative software products. Through attractive working conditions and the contribution of the software solutions to global climate targets, the Nemetschek Group can strengthen its position as an attractive employer in the market. This offers the opportunity to further increase employee satisfaction, retention, and motivation, to attract new talent and, at the same time, to enhance the public reputation of the Nemetschek Group. These aspects are to be taken into account even more in fiscal year 2025 as part of the development of a Group-wide HR strategy.

The Nemetschek Group identifies itself as a pioneer in the digital transformation of the AEC/O industry and covers the entire lifecycle of construction and infrastructure projects with the various software products of its individual brands. In addition, the Nemetschek Group offers software solutions for the media and entertainment industries, for example in the production of digital 2D and 3D content. The core of the operative business activity is therefore the development and distribution of software solutions, which means that the Nemetschek Group is to be classified as belonging to the IT or software sector.

Within the software sector, no activities have yet been identified that are particularly exposed to the risk areas of slavery, forced labor, or child labor. According to recognized external sources for the identification of sector risks in the area of human rights, such as the CSR Risk Check of the Helpdesk on Business and Human Rights, the Practice Guide Business and Human Rights of the UN Global Compact or the research report "Die Achtung von Menschenrechten entlang globaler Wertschöpfungsketten" ("Respect for Human Rights Along Global Value Chains") of the Federal Ministry of Labor and Social Affairs of Germany, the software industry has not yet been identified as a risk-exposed sector for slavery, forced labor or child labor. No incidents or grievances attributable to these risk areas were reported to the Nemetschek Group via internal and external reporting channels in the current reporting period. The practical guide on the topic of Supply Chain Compliance, which is based on the requirements of the German Supply Chain Due Diligence Act (LkSG), is nevertheless intended to increase basic awareness of this important topic within the Group.

As an international provider of digital software solutions, the Nemetschek Group operates a global network of operational locations that is spread across all brands of the Group. Regardless of the country in which the brands of the Nemetschek Group are based, the binding rules and regulations of the Group-wide Nemetschek Group Code of Conduct apply to all brands and locations, which, among other things, postulates the strict rejection of any form of slavery, forced labor or child labor. An evaluation of the worldwide Group locations, which includes a comparison against recognized external sources for the identification of country risks in the areas of forced and child labor (for example, the Global Slavery Index by Walk Free / Children's Rights in the Workplace Atlas by UNICEF), has not revealed any significant risk exposure of a Nemetschek Group location in these risk areas. While 79% of Nemetschek Group locations are within the low-risk spectrum in the area of child labor, 96% are considered low risk in the area of slavery and forced labor. There is currently no location of the Nemetschek Group in a country that has been defined as a high-risk region according to the consulted sources and the applied methodology.

Within the present reporting period, no cases of slavery or forced labor, nor of child labor within its own business area or at business partners of the Nemetschek Group were reported via the existing internal and external reporting channels.

In the context of the double materiality assessment, no material, negative or potentially negative impacts were identified. According to the double materiality assessment, there are therefore no groups with higher risk exposure or certain characteristics within the workforce for whom a special understanding must be developed. There are no material risks related to ESRS S1 (Own Workforce). The opportunity described above is not limited to specific groups of people, but applies to the entire (potential) workforce.

The Nemetschek Group includes all customers and end-users who are materially affected by its business activities within the scope of its disclosures in accordance with ESRS 2. As the Nemetschek Group's solution portfolio consists of software for companies, the following refers to customers and end-users, not consumers and end-users. The customers and end-users in the AEC/O and the media and entertainment industries who may be materially affected by the Nemetschek Group's own business activities or by its value chain are

» Architects who use the Group's design and planning software to create detailed architectural plans and models.

» Engineers who rely on structural and civil engineering tools to design efficient and safe infrastructures.

» Construction companies/project managers who use BIM solutions to manage projects, improve collaboration, or increase efficiency in construction.

» Building owners/operators who use the Group's software to manage the operation, maintenance, and sustainability of buildings throughout their entire lifecycle.

» Educational institutions/universities, including students and young professionals who use Nemetschek Group software through free software licenses.

The customers and end-users are both directly affected by the functionality of the Nemetschek Group software and indirectly via the value chain, including partnerships and services that support the provision of software, updates, and customer service. The customers and end-users of the Nemetschek Group are represented worldwide, particularly in the regions of Europe, North America, and Asia-Pacific. No material negative impacts on customers and end-users were identified in the double materiality assessment.

The material positive impacts on customers and end-users relate to the following topic areas in the downstream value chain of the Nemetschek Group:

» Efficiency through Software: The software solutions of the Nemetschek Group provide information on local regulations, materials, and construction-related impacts, facilitate data exchange, and promote the digitalization and automation of processes. The added value for customers and end-users results from increased efficiency, productivity, and quality in the construction process (AEC/O segments).

» Overview of Responsibilities: The Nemetschek Group's software solutions enhance transparency regarding project responsibilities, requirements, and liability while enabling traceability of work processes. This helps reduce construction-related disputes among project stakeholders (AEC/O segments).

» OPEN BIM: The Nemetschek Group actively promotes OPEN BIM. Through open interfaces, (smaller) companies benefit from participation in large-scale projects, fostering diversity, broader industry participation, and collaboration in the construction sector (AEC/O segments).

» Student Licenses: The Nemetschek Group is committed to social inclusion by providing students and young professionals with free software licenses, ensuring that the Group's solutions can be used regardless of financial constraints (AEC/O segments as well as the media and entertainment segment).

The material positive impacts relate to all of the above-mentioned customer and end-user groups, with the offered free student licenses primarily having a positive effect on students and young professionals. As part of the double materiality assessment, no material risks or opportunities were identified in the area of ESRS S4 (Consumer and End-Users) that arise from the impacts or dependencies in connection with customers and end-users. Based on the materiality assessment set out in Chapter 2.1 General Disclosures << Management of Impacts, Risks, and Opportunities >>, no material negative impacts for customers and end-users in business activities or downstream value chain have been identified. Currently, no material risks or opportunities arising from the impacts and dependencies in connection with customers and end-users have been identified.

Management of Impacts, Risks und Opportunities

The double materiality assessment process was carried out based on ESRS 1 Chapter 3 and the "Materiality assessment implementation guidance" of EFRAG dated December 22, 2023. The double materiality assessment process is divided into four phases:

» Understanding the Context

» Identifying Impacts, Risks, and Opportunities

» Assessing Impacts, Risks, and Opportunities

» Determining Materiality

Understanding the Context

» Mapping of Business Activities: As a first step, the various segments/business models of the Group were analyzed to map the relevant business activities as well as the upstream and downstream value chain of the Nemetschek Group.

» Identification of Potentially Relevant Sustainability Topics: To identify potentially material sustainability aspects, the Nemetschek Group included all 37 sub-topics in the area of Environment, Social, and Governance listed in ESRS 1 AR16 in the double materiality assessment process. To identify additional sector-relevant sustainability topics for the Nemetschek Group, a literature review was conducted. The sources include the Sustainability Accounting Standards Board (Technology & Communications category – Software & IT Services subcategory – Version 2023-12), a preliminary double materiality assessment including a qualitative employee survey conducted in 2023, the Risk and Opportunity Report of the first quarter 2024, and a sector-specific competitive analysis. In addition to the 37 sub-topics in the area of Environment, Social, and Governance of ESRS 1 AR16, the topics of Cyber and Information Security, Ethical Artificial Intelligence, and Intellectual Property and Copyright were included as sector-relevant or company-specific topics in the double materiality assessment.

- Identification of relevant stakeholders: Initially, a list of potentially relevant stakeholders was created using various sources, including ESRS examples, previous materiality assessments, and competitive analyses. The subsequent selection of relevant stakeholders was based on coverage of the value chain, business segments, business regions, ESRS topics, affected stakeholders, users of the report, and the perspective on the materiality of the impacts or financial materiality. Furthermore, the Nemetschek Group's dependency on the stakeholder(s) and the stakeholder's dependency on the Nemetschek Group were assessed and taken into account. In principle, care was taken to involve both internal and external stakeholders in the process. Based on the selection criteria, a total of 17 stakeholders were identified, including nature as a "silent stakeholder".

Identifying Impacts, Risks, and Opportunities

As part of the double materiality assessment, interviews were conducted with the identified relevant stakeholders to identify potential and actual, positive and negative impacts of the Nemetschek Group, as well as risks and opportunities arising from sustainability matters for the Nemetschek Group. A semi-structured approach was chosen for the interviews, in which the sub-topics provided the structure for the discussions. The interviews lasted between 30 and 180 minutes. Each interview began with an explanation of the topics and sub-topics, as well as an explanation of double materiality. Depending on the expertise of the stakeholder, sub-topics were discussed in varying degrees of detail. A topic-specific summary allowed each interview to be tailored to the specific expertise of the stakeholder. At the end of the interviews, stakeholders had the opportunity to add further topics or comments. This ensured that impacts, risks and opportunities that did not belong to the pre-identified sustainability topics could also be addressed. The identified impacts, risks, and opportunities were classified not only in terms of content but also with regard to the affected time horizons defined in ESRS 1, as well as the location within the Group's value chain. A total of 12 interviews were conducted with internal and external stakeholders. The identified impacts, risks and opportunities were supplemented by research from scientific publications. A total of 185 impacts, risks, and opportunities were identified.

Assessing Impacts, Risks, and Opportunities

Assessment

The process for assessing potential and actual impacts, risks, and opportunities was developed in conjunction with the risk management function of the Nemetschek Group. The assessment methodology was defined based on the ESRS. For impacts, the assessment dimensions of scale, scope, irremediable character, and likelihood were applied, and for risks and opportunities, the assessment dimensions of magnitude and likelihood, as described in ESRS 1 Chapter 3.4 and 3.5, respectively, were applied. Based on the assessment scales used in risk and opportunity management, a 1 to 5 scale was used with 1 = very low, 2 = low, 3 = medium, 4 = high and 5 = very high. For impacts with human rights character, the severity level (consisting of scale, scope, and irremediable character) was given more weight than the likelihood by assuming it to be 100% (corresponding to an actual impact). The assessment took place in several workshops with various internal subject matter experts.

Determining Materiality

Prioritization

To prioritize the assessed impacts, risks, and opportunities, a materiality threshold was established. A sub-topic was classified as material if it was material from an impact and/or financial perspective. The threshold was set at 3.5, according to which sub-topics with a rating between medium and high (high when rounded up) are defined as material. In this fiscal year, the highest-rated risks and opportunities were just below the defined threshold with a financial materiality assessment 3.4. In order to act proactively, the Nemetschek Group has decided to classify the associated sub-topics as material because they have the potential to become material for future business activities.

Monitoring

The Nemetschek Group is conducting a review of its potential and actual, negative and positive impacts for the first time as part of an update to the materiality assessment. The process for identifying, assessing, prioritizing, and monitoring potential and actual impacts includes information from the Nemetschek Group's due diligence process. Within the framework of the due diligence process, impacts are identified by means of internal and external reporting channels and appropriate actions are initiated. As part of the IRO management process, see Chapter 2.1 General Disclosures << Governance >>, material impacts, risks and opportunities are reviewed quarterly and reassessed as needed. Non-material impacts, risks and opportunities are reviewed at least annually and reassessed as needed. Within the existing (reporting) processes, the effectiveness of the actions taken is monitored.

In identifying potentially relevant sustainability topics and relevant stakeholders, no specific activities, business relationships, geographical locations, or other factors with an increased risk of negative impacts were identified. The double materiality assessment process therefore focuses on a comprehensive and holistic consideration of the impacts in its own business area as well as the upstream and downstream value chain of the Nemetschek Group. In order to take into account impacts that are connected with the business activities or business relationships of the Nemetschek Group, the stakeholder involvement process included interviews with representatives of specific categories that cover both its own business area and the upstream and downstream value chain of the Group. These stakeholders are customers and end-users, suppliers, investors, lenders and creditors/analysts, employees and other workers, management, sustainability team, risk management, legal/compliance, information security, civil society and local communities (covered via research of scientific papers) and nature ("silent stakeholder") (covered via research of scientific papers).

Various stakeholders with their different perspectives were included in the process. Both internal and external stakeholders were considered. The Nemetschek Group distinguishes between two main groups of stakeholders: affected stakeholders, whose interests are affected or could be affected – positively or negatively – by the Group's activities and its direct and indirect business relationships across its value chain; and users of sustainability statements, including primary users of general-purpose financial reporting, business partners, trade unions and social partners, civil society, non-governmental organizations, governments, analysts, and academics. Some stakeholders may belong to both of the mentioned main groups. Further criteria that were considered during the selection are indicated at the beginning of the chapter. The list of stakeholders is provided below:

Categories of Stakeholder	**Internal/ External**	**Main Group**	**Type of Engagement**
Customers & End-Users	External	Affected Stakeholders & Users	Direct via Interviews
Suppliers	Internal/ External	Affected Stakeholders	
Investors, Lenders & Creditors / Analysts	Internal/ External	Affected Stakeholders & Users	
Employees & Other Workers	Internal/ External	Affected Stakeholders	
Management	Internal	Affected Stakeholders & Users	
Sustainability Team	Internal	Affected Stakeholders	
Risk Management	Internal	Affected Stakeholders	
Legal/Compliance	Internal	Affected Stakeholders	
Information Security	Internal	Affected Stakeholders	
Civil Society & Local Communities	External	Users	Indirect via Academic Research
Nature ("silent Stakeholder")	External	Affected Stakeholders	

When assessing risks and opportunities, the impacts that had already been assessed and that have a connection to the respective risks and opportunities were also considered and discussed.

The Nemetschek Group assessed the likelihood (frequency within one year) of risks and opportunities as follows:

- 5 – Very high (> 75% ≤ 100%)
- 4 – High (> 50% ≤ 75%)
- 3 – Medium (> 25% ≤ 50%)
- 2 – Low (> 10% ≤ 25%)
- 1 – Very low (≤ 10%)

The Nemetschek Group assessed the magnitude of risks and opportunities in the context of the double materiality assessment using the following scales:

- 5 – Very high (> EUR 50.0 million)
- 4 – High (> EUR 20.0 million ≤ EUR 50.0 million)
- 3 – Medium (> EUR 10.0 million ≤ EUR 20.0 million)
- 2 – Low (> EUR 5.0 million ≤ EUR 10.0 million)
- 1 – Very low (EUR 0.0 million ≤ EUR 5.0 million)

Sustainability-related risks are assessed based on the same dimensions and scales as other risk categories. The prioritization of risks is carried out independently of the sustainability context based on the aforementioned assessment dimensions. Involving several subject matter experts in the assessment of the individual impacts, risks and opportunities, as well as an overarching consistency check of all assessments by the Sustainability Team, is intended to ensure control (validation and four-eyes principle) in accordance with the defined ICS principles. The results of the double materiality assessment were also validated and thus adopted by the Executive Board and Supervisory Board of Nemetschek SE. The integration of IRO management into the Group-wide risk and opportunity management is described in Chapter 2.1 General Disclosures << Governance >>.

The assignment of opportunities to the respective GPO with the highest level of expertise is intended to ensure that the best possible actions are implemented to utilize the opportunities within the framework of the necessary business processes. The same applies to positive impacts. In addition to the involvement of internal and external stakeholders, a literature review was conducted to identify impacts, risks, and opportunities. For the remaining steps of the materiality assessment, both financial and non-financial information available to the Group functions was taken into account.

Prior year and reporting period assessments of sustainability-related topics did not explicitly consider the concept of double materiality. The inclusion of this new perspective led to both a higher number of (material) impacts, risks, and opportunities, and thus more material topics. All sustainability topics identified as material in the 2023 Annual Report (Non-Financial Group Statement) are still material, although these are now structured differently due to reporting based on the ESRS. Compared to the 2023 Annual Report (Non-Financial Group Statement), two additional sub-topics, Corporate Culture and Management of Relationships with Suppliers, were identified as material. Both topics are currently of high relevance, particularly in the context of the strategic Business Enablement Initiative, which is intended to reduce the complexity from the Group's wide range of brands. In future reporting periods, the assessment of impacts, risks, and opportunities will be reviewed regularly and updated as necessary.

The double materiality assessment carried out in the reporting year has shown that no material impacts, risks, or opportunities in the following topic-related ESRS were identified for the Nemetschek Group as a provider of digital software solutions: Pollution (ESRS E2), Water and Marine Resources (ESRS E3), Biodiversity and Ecosystems (ESRS E4), Circular Economy (ESRS E5), Workers in the Value Chain (ESRS S2), and Affected Communities (ESRS S3). Accordingly, the Nemetschek Group does not publish any information based on the excluded topic-related ESRS.

The identification and assessment of actual and potential climate-related impacts was taken into account as part of the double materiality assessment and follows the process described in Chapter 2.1 General Disclosures << Management of Impacts, Risks, and Opportunities >>. The Nemetschek Group involved both internal and external stakeholders in the implementation of the double materiality assessment. In addition to internal stakeholders, external parties, including suppliers, sector associations or financial analysts, were also surveyed on climate-related impacts.

When collecting and calculating GHG emissions, the Nemetschek Group observes the principles, requirements, and guidelines of the internationally recognized GHG Protocol Corporate Standard (Version 2004). In the 2024 reporting year, the Nemetschek Group introduced an ESG software solution for the collection of its Group-wide energy consumption and GHG emissions in order to manage the Group's climate impacts. Its own efforts to identify actual and potentially future sources of GHG emissions and, where applicable, causes for other climate-related impacts of its own activities and along the value chain were also reviewed in the 2024 reporting year as part of a project to measure and assess the CO_2 footprint as well as a Scope 3 hotspot analysis. Future activities and plans to manage energy consumption and GHG emissions primarily relate to increasing the share of primary data in data collection as well as regularly reviewing and expanding Scope 3 reporting.

The Nemetschek Group has performed a physical climate risk analysis to identify and assess exposure and vulnerability to climate hazards based on RCP4.5 (IPCC scenario). Further information on the climate risk analysis is provided in Chapter 2.1 General Disclosures << Strategy and Business Model >>. As part of the double materiality assessment, which also includes an analysis of the Nemetschek Group's value chain, no material physical climate risks were identified. The physical climate risk analysis of dedicated locations was therefore focused on the own business activities.

The time horizons of the climate risk analysis are in line with those of the European Commission under the European Green Deal: 2030 (medium-term) and 2050 (long-term). The time horizons were not defined based on the lifespan of the assets, the strategic planning horizon, or the capital allocation plans. For the physical climate risk assessment, the Nemetschek Group's office locations with the highest revenues were identified and used for the assessment. The geographical distribution of the locations has led to a risk assessment of locations in the United States, Germany and Hungary. To determine the proximity to potential sources of danger, the office locations were checked based on the addresses (comparable to the geographical coordinates) of the building. The 28 categories of climate hazards described in the EU Regulation (EU) 2021/2139 of the European Commission were assessed for potential impacts on the economic activities of the Nemetschek Group as well as proximity to the Group's office locations. Of the 28 climate-related hazards, three were classified as potentially relevant: tornadoes, hurricanes, and floods. These climate-related hazards are acute climate-related hazards.

After potential physical climate-related hazards were identified, the climate risk analysis was carried out with the aid of publicly available risk assessment tools (such as the Aqueduct Floods Tool of the World Research Institute), supported by various scientific sources (such as the Federal Emergency Management Agency National Risk Index Maps) and further research. The indicator used for tornadoes and hurricanes, the Tornado Building Expected Annual Loss and Hurricane Building Expected Annual Loss (EAL), combines likelihood and magnitude of the hazards. To determine the flood risk, in addition to topographic maps, models regarding the flood depth were also included, which take into account the probability and magnitude of the flood. All identified risks were evaluated based on the assessment scales used by the Nemetschek Group's Risk Management. Due to the low share of our own physical assets in the total assets, damage to the Group's assets has been assessed as not material in the assessment of the physical climate risks. The influence of climate-related hazards on the Nemetschek Group's business activities was also classified as not material, as the business activities are hardly exposed to climate-related hazards and there is a high resilience of the business model. The basis of the scenario analysis is current climate data. This data shows material climate-related hazards for the current period. Assuming that climate-related hazards will increase in the medium to long term with rising temperatures, a scenario analysis in the short term before 2030 was dispensed with.

The Nemetschek Group's material assets, office locations, and business model were analyzed with regard to potential climate-related hazards. The vast majority of the Nemetschek Group's assets are intangible in nature. Therefore, the predominant assets of the Nemetschek Group are not affected by climate-related hazards. The Nemetschek Group's offices are located in areas without significant climate-related hazards. As the Nemetschek Group does not operate any physical production facilities, no climate-related hazards were identified that are likely to lead to material business interruptions.

The analysis of transition risks was carried out in accordance with ESRS E1 paragraph 20c under the scenario of global warming of 1.5°C (RCP1.9). No other scenarios were considered when assessing transition risks. The time horizons are consistent with those of the physical climate risk analysis. Transition risks were identified on the basis of the double materiality assessment, the business model, the cost structure, and relevant stakeholders in the value chain and were supplemented by further risks in accordance with the Task Force on Climate-Related Financial Disclosure (TCFD) classification of transition risks. The assessment of the risks was based on the risk classification of the central risk management of the Nemetschek Group. Probabilities of occurrence and impacts are based on the assessment of the double materiality assessment. Risks that were identified outside of the double materiality assessment, as well as the duration of the transition events, were assessed with the specialist departments. Based on the Nemetschek Group's business model, potential transition risks in the upstream and downstream value chain as well as its own business activities were considered. Forecasts with regard to the development of transition risks (for example, predicted changes in CO_2 prices over time) were used to assess the impacts of the transition risks. Identified risks were also assessed with regard to changes in the severity of the impacts over time. Transition risks were identified as gross risks in a first step. In a second step, the identified risks were compared with existing actions and characteristics of the business model that reduce risks in order to be able to carry out a net assessment of the risks. When considering net transition risks, the Nemetschek Group does not see itself exposed to any material transition risks. The Nemetschek Group therefore has a high natural resilience to transition risks.

No assets or business areas were identified that are incompatible with a transition to a climate-neutral economy or that require significant efforts to become compatible with it. The demand for sustainable, climate-resilient buildings and infrastructures offers the Nemetschek Group the opportunity to develop solutions that serve regulatory and market-specific requirements and to strategically transform these into entrepreneurial opportunities in the area of sustainability. So far, no reporting on climate scenarios has taken place in the financial reporting. A statement on the compatibility of the information made can therefore not be made.

When identifying potentially material sustainability aspects, the Nemetschek Group included all 37 sub-topics listed in ESRS 1 AR16 in the area of Environment, Social, and Governance, as well as three sector-relevant topics, in the double materiality assessment. During the analysis, all actual and potential impacts, risks, and opportunities within the framework of its own activities and within the upstream and downstream value chain were identified and assessed with the involvement of internal and external stakeholders who have expertise on all topics and sub-topics.

As a provider of digital software solutions in the AEC/O and media and entertainment industries, no material impacts, risks, and opportunities were identified for the business activities of the Nemetschek Group, which imply the Group's worldwide assets and locations, in the areas of Pollution (ESRS E2), Water and Marine Resources (ESRS E3), Biodiversity and Ecosystems (ESRS E4), and Circular Economy (ESRS E5). A detailed analysis at location level was dispensed with, as the Group's worldwide locations are exclusively rented office premises.

In the double materiality assessment, internal and external stakeholders were included who are either themselves affected by the areas of Pollution (ESRS E2), Water and Marine Resources (ESRS E3), Biodiversity and Ecosystems (ESRS E4), and Circular Economy (ESRS E5) or have corresponding expertise with regard to the perspective of affected communities. The procedure for identifying and assessing material impacts, risks, dependencies, and opportunities follows the double materiality assessment process, which covers the Nemetschek Group's own operations as well as the upstream and downstream value chain. For the business activities of the Nemetschek Group, and thus the Group's worldwide locations, neither dependencies on biodiversity and ecosystems and their services, nor ecosystem services that would be of particular relevance for the Nemetschek Group, were identified. In this context, no transition risks and physical risks, nor opportunities in connection with biodiversity and ecosystem, nor systemic risks for the Nemetschek Group, were identified.

Internal and external stakeholders who are either themselves affected by the area of Biodiversity and Ecosystems (ESRS E4) or have corresponding expertise with regard to the perspective of affected communities were involved in the process described above. As the Nemetschek Group's business model does not lie in the manufacturing sector, but in the development of intelligent software solutions, no specific sustainability assessments were conducted on shared biological resources and ecosystems that relate to locations, production or the procurement of raw materials as well as related impacts on communities or negative impacts on ecosystem services. Furthermore, the Nemetschek Group is currently not aware of any worldwide leased office locations located in the vicinity of areas with vulnerable biodiversity or of any business activities at locations negatively affecting certain areas by leading to a deterioration of natural habitats or the habitats of species or to the disturbance of the species for which a protected area has been designated. For this reason, the Nemetschek Group has not taken any remedial actions with regard to biodiversity at this time.

2.2 Environmental Information

EU Taxonomy

Pursuant to Article 8 of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment and amending Regulation (EU) 2019/2088, the Nemetschek Group discloses in this sustainability statement whether and to what extent the Group's activities are associated with economic activities that are classified as environmentally sustainable under the Taxonomy Regulation.

Basic Information

With the EU Action Plan on Sustainable Finance, the European Union (EU) aims to redirect capital flows towards sustainable investments. In 2020, the EU Taxonomy Regulation 2020/852 (Taxonomy Regulation) came into force in this context. The Taxonomy Regulation is a classification system that defines which economic activities in the EU are considered environmentally sustainable. Since 2021, companies subject to reporting requirements, such as Nemetschek SE, are obligated to comply with the Taxonomy Regulation.

The Taxonomy Regulation lists the following six environmental objectives, to which an economic activity must make a substantial contribution in order to be classified as environmentally sustainable:

ENVIRONMENTAL OBJECTIVES OF THE EU

1. Climate change mitigation (CCM)	**4. Transition to a circular economy** (CE)
2. Climate change adaptation (CCA)	**5. Pollution prevention and control** (PPC)
3. Sustainable use and protection of water and marine resources (WTR)	**6. Protection and restoration of biodiversity and ecosystems** (BIO)

The classification system distinguishes between taxonomy eligibility and taxonomy alignment. Economic activities that are taxonomy-eligible, as defined by the EU Taxonomy, have the potential to be environmentally sustainable. Taxonomy-aligned activities, on the other hand, are those that are actually environmentally sustainable in accordance with the EU Taxonomy. Reporting companies are required to disclose the results of this classification annually for revenue, capital expenditures (CapEx), and operating expenditures (OpEx).

As part of the classification, it must be determined whether the economic activities of the Nemetschek Group are described in Annex I and Annex II of Delegated Regulation (EU) 2021/2139, or in Annex I to IV of Delegated Regulation (EU) 2023/2486 and are therefore taxonomy eligible. In the year 2022, Delegated Regulation (EU) 2022/1214 expanded the list of potentially sustainable economic activities by adding 6 additional activities in the fields of nuclear energy and fossil gas. The *<< Template 1 – Activities in the Fields of Nuclear Energy and Fossil Gas >>* indicates that the Nemetschek Group is not involved in any economic activity related to energy generation from fossil gas or nuclear energy.

The Nemetschek Group classifies economic activities as taxonomy eligible if they align with one of the aforementioned Delegated Regulations and their annexes. For each identified taxonomy-eligible economic activity, the Nemetschek Group assesses, based on the established criteria, whether the Group makes a substantial contribution to one of the six environmental objectives listed ("Substantial Contribution" criteria) and does not significantly impede the attainment any of the other goals ("Do No Significant Harm" criteria, DNSH). Furthermore, the Group verifies compliance with the social minimum safeguards ("Minimum Safeguards") concerning the economic activities. Only when all of these criteria are met can an economic activity be considered taxonomy-aligned and thus environmentally sustainable under the Taxonomy Regulation.

Information on the Adjustment of EU Taxonomy Metrics for the Fiscal Year 2023

In the fiscal year 2024, a comprehensive revision of the existing EU Taxonomy classification process was carried out, aiming to achieve a higher degree of accuracy in the reported information. Based on the improved insights, the Taxonomy metrics for the fiscal year 2023 were recalculated, resulting in deviations from the figures disclosed in the previous year's report.

Classification Process of the Nemetschek Group

The classification and determination of taxonomy-eligible and taxonomy-aligned activities were carried out by an established project team within the Group. The project team consisted of members from the Sustainability Team and the Group functions of Investor Relations & Corporate Communication, Finance & Tax, Controlling & Risk Management, Legal & Compliance, People/Human Resources, as well as representatives from the operational segments of the Nemetschek Group. External consultants supported the project team throughout the entire classification process. During the project work, the Sustainability Team and the external consultants formed the core team of the project.

Classification Process – Taxonomy Eligibility

In the fiscal year 2024, the first step involved reviewing the entire product and solutions portfolio of the Nemetschek Group for taxonomy eligibility by the project core team. In several stages, the Group's activities were aligned with the economic activities described in the respective legislative acts on climate and environmental taxonomy. Initially, 19 potentially taxonomy eligible economic activities were identified. Through further workshops, which intensively involved the operational segments of the Nemetschek Group, a final total of five taxonomy eligible economic activities were determined.

For the identified economic activities, a comprehensive evaluation of their financial significance for the Nemetschek Group was carried out on the basis of the prior-year figures. The assessment and monetary evaluation of taxonomy-eligible revenues, CapEx, and OpEx were primarily carried out by the Group functions of Finance & Tax and Controlling & Risk Management, as well as the respective controllers in the brands. To avoid double counting, it was ensured that revenues, CapEx, and OpEx were only assigned to one environmental objective, even if they contributed to multiple objectives. It was also verified that no consolidation-related double counting occurred.

As part of the classification process, it was determined that the Nemetschek Group engages in reporting activities in the following five taxonomy eligible economic activities:

- CCM 6.5 Transport by motorbikes, passenger cars, and light commercial vehicles
  (Own or leased company fleet)
- CCM 7.2 Renovation of existing buildings
  (Tenant improvements and renovations of office buildings)
- CCM 7.7 Acquisition and ownership of buildings
  (Leasing of office buildings)
- CCM 8.1 Data processing, hosting, and related activities
  (Hosting share of revenues generated with SaaS by individual subsidiaries)
- CCM 9.1 Close to market research, development, and innovation
  (Operational development expenses in sustainability-oriented products and solutions of individual subsidiaries)

The results of the monetary assessment for the fiscal year 2024 are described under *<< EU Taxonomy Metrics >>*.

Classification Process – Taxonomy Alignment

For the five economic activities identified as taxonomy eligible, a taxonomy alignment review was conducted in a three-step process. First, it was examined whether the respective activities (1) actually and demonstrably make a substantial contribution to one of the six environmental objectives ("Substantial Contribution" criteria). Then, it was verified whether (2) there are no significant impairments to the other five environmental objectives ("DNSH" criteria). Finally, it was checked whether (3) the social minimum safeguards ("Minimum Safeguards") are met. The criteria (1) and (2) are referred to as technical assessment criteria.

Verification of the Technical Assessment Criteria

As part of the classification process for the fiscal year 2024, each of the taxonomy eligible economic activities was individually assessed to determine whether it makes a substantial contribution to one of the six environmental objectives and does not significantly impede the attainment of the other five objectives. This assessment was carried out using a decision tree developed by Nemetschek SE. The criteria queried in the decision tree represent the technical assessment criteria described in the respective climate and environmental taxonomy legal acts. The result shows that for the fiscal year 2024, none of the taxonomy eligible economic activities fully meet the technical assessment criteria. Therefore, no taxonomy aligned activities were identified within the Nemetschek Group for the fiscal year 2024.

Verification of Social Minimum Safeguards

The compliance with social minimum safeguards was verified independently of the results of the technical assessment criteria. The verification ensures that the Nemetschek Group follows the following guidelines and principles:

- the OECD Guidelines for Multinational Enterprises (Organisation for Economic Co-operation and Development, OECD, Guidelines for Multinational Enterprises on Responsible Business Conduct, 2023 edition),
- the UN Guiding Principles on Business and Human Rights, including the core principles and rights from the eight fundamental conventions outlined by the International Labour Organization (ILO), and
- the International Bill of Human Rights.

Compliance with the social minimum safeguards was reviewed at Group level, involving the functions Finance & Tax, Legal & Compliance, and People/Human Resources. It was assessed whether the international frameworks mentioned above, particularly those covering "Human and Labour Rights," "Corruption and Bribery," "Taxes," and "Fair Competition" are fully applied. The review found that the regulations concerning "Corruption and Bribery" and "Fair Competition" are fully applied. In the areas of "Human and Labour Rights" and "Taxes", specific issues were identified within the Group-wide policies that are planned to be addressed in the short to medium term by the responsible group functions.

As part of the described three-step process, it was determined that for the fiscal year 2024, Nemetschek Group does not engage in any activities that can be classified as taxonomy aligned. The results of the assessment for the fiscal year 2024 are outlined under *<< EU Taxonomy Metrics >>*.

EU Taxonomy Metrics

The Delegated Regulation (EU) 2021/2178, Article 8 of the Taxonomy Regulation, mandates the reporting of the following metrics: revenue, CapEx, and OpEx. The calculation of these metrics is based on the definitions and explanations included in Annex I of Delegated Regulation 2021/2178. For the fiscal year 2024, Nemetschek SE is required to disclose the proportions of these metrics that are taxonomy-eligible and taxonomy-aligned for all six environmental objectives.

The calculation of the EU Taxonomy metrics is based on the consolidated financial statements as of December 31, 2024. The consolidated financial statements comply with the International Financial Reporting Standards (IFRS) as applicable in the EU as of December 31, 2024. The consolidation principles of the consolidated financial statements are applied in the calculation of the metrics. All fully consolidated subsidiaries were included in the calculation.

As described under *<< Basic Information >>*, the EU Taxonomy classification process was revised for the fiscal year 2024. The findings were used both to determine the EU Taxonomy metrics for the fiscal year 2024 and to revise the EU Taxonomy metrics for the previous year. For better comparability, the adjusted previous year's figures are reported in this statement and under *<< Additional Information on the EU Taxonomy >>*.

Taxonomy Eligible and Taxonomy Aligned Revenue

Revenue, according to Annex I of the Delegated Regulation 2021/2178, includes the revenue reported in the consolidated statement of comprehensive income (IFRS). To determine the share of taxonomy eligible and taxonomy aligned revenue, the respective revenue (numerator) is compared to the total revenue reported in the consolidated statement of comprehensive income (denominator). In the fiscal year 2024, the revenue according to the EU Taxonomy amounted to EUR 995.6 million (previous year: EUR 851.6 million), see *<< Consolidated Financial Statements (IFRS) – Statement of Comprehensive Income >>*.

Based on the portfolio evaluation carried out in the fiscal year 2024, the share of taxonomy eligible revenue was 0.6% (EUR 5.6 million) (previous year: 0.6% or EUR 5.2 million), and the share of taxonomy aligned revenue was 0% (EUR 0 million) (previous year: 0% or EUR 0 million). The taxonomy eligible revenue in fiscal year 2024 was generated through the economic activity CCM 8.1 (Data processing, hosting, and related activities) and includes the hosting share of revenues generated with SaaS by individual subsidiaries. The detailed classification of the revenue is provided in *<< Additional Information on the EU Taxonomy >>*.

Taxonomy Eligible and Taxonomy Aligned Capital Expenditures (CapEx)

Total CapEx according to Annex I of the Delegated Regulation 2021/2178 consists of additions to tangible assets, additions to intangible assets, which were primarily obtained through acquisitions, and additions to right-of-use assets under IFRS 16. For fiscal year 2024, total CapEx was calculated from the additions to tangible assets of EUR 7.3 million (previous year: EUR 6.3 million) (*<< Note 15 Tangible assets >>* in the notes to the consolidated financial statement), intangible assets of EUR 283.8 million (previous year: EUR 6.0 million) (*<< Note 16 Intangible assets and goodwill >>* in the notes to the consolidated financial statement), and additions to right-of-use assets of EUR 17.1 million (previous year: EUR 11.4 million) (*<< Note 17 Leases >>* in the notes to the consolidated financial statement).

In total, the aforementioned investments according to the EU Taxonomy for fiscal year 2024 amounted to EUR 308.3 million (previous year: EUR 23.7 million). The significant increase is mainly due to investments in intangible assets related to the acquisition of GoCanvas Holdings, Inc. To determine the share of taxonomy eligible and taxonomy aligned investments, the investments classified as taxonomy eligible, and taxonomy aligned (numerator) are compared to the total investments according to the EU Taxonomy (denominator). In the fiscal year 2024, the share of taxonomy eligible CapEx was 6.2% (EUR 19.0 million) (previous year: 58.5% or EUR 13.8 million), and the share of taxonomy-aligned CapEx was 0% (EUR 0 million) (previous year: 0% or EUR 0 million).

A significant contribution to the taxonomy eligible CapEx in fiscal year 2024 came from the economic activities CCM 7.7 (Acquisition and ownership of buildings) related to operational premises used by the Nemetschek Group and CCM 6.5 (Transport by motorcycles, passenger cars, and light commercial vehicles) and thus investment in the vehicle fleet in use. The detailed classification of all relevant economic activities is provided in *<< Additional Information on the EU Taxonomy >>*.

Taxonomy Eligible and Taxonomy Aligned Operating Expenses (OpEx)

Total OpEx according to Annex I of the Delegated Regulation 2021/2178 includes direct, uncapitalized costs related to research and development, building renovation activities, short-term leases/short-term leasing, maintenance, and repairs. This includes:

» Research and development expenses recognized as expenses in the consolidated statement of comprehensive income in the reporting period. In accordance with the consolidated financial statements (IAS 38.126), this includes all non-capitalized expenses that are directly attributable to research or development activities.

» Maintenance and repair costs were determined based on the maintenance and repair costs allocated to the internal cost centers. The corresponding cost items can be found in the overhead costs of the income statement.

In fiscal year 2024, OpEx according to the EU Taxonomy amounted to EUR 216.0 million (previous year: EUR 203.7 million). The increase in OpEx is also mainly related to the acquisition of GoCanvas Holdings, Inc. To determine the share of taxonomy eligible and taxonomy aligned OpEx, the OpEx classified as taxonomy eligible, and taxonomy aligned (numerator) is compared to the total OpEx according to the EU Taxonomy (denominator). In fiscal year 2024, the share of taxonomy eligible OpEx was 98.9% (EUR 213.6 million) (previous year: 99.5% or EUR 202.8 million), and the share of taxonomy aligned OpEx was 0% (EUR 0 million) (previous year: 0% or EUR 0 million).

Major parts of the taxonomy eligible OpEx in fiscal year 2024 was incurred in the economic activities CCM 9.1 (Market-oriented research, development, and innovation), and CCM 8.1 (Data processing, hosting, and related activities). These figures include research and development expenses for sustainability-oriented products and solutions of the Nemetschek Group as well as operational expenses for hosting services for customer data in certain subsidiaries. The detailed classification of all relevant economic activities is provided in *<< Additional Information on the EU Taxonomy >>*.

SUMMARY PRESENTATION OF THE TAXONOMY-ELIGIBLE ECONOMIC ACTIVITIES

	Revenue		CapEx		OpEx	
	in EUR million	in %	in EUR million	in %	in EUR million	in %
Nemetschek Group	995.6	100.0%	308.3	100.0%	216.0	100.0%
Of which taxonomy eligible business activities	5.6	0.6%	19.0	6.2%	213.6	98.9%

Additional Information on the EU Taxonomy

The following tables, which are to be disclosed in accordance with Annex I and Annex II of the Delegated Regulation to Article 8 of the Taxonomy Regulation, provide information on the taxonomy eligible and taxonomy aligned share of revenue, CapEx, and OpEx.

PROPORTION OF TURNOVER FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES – DISCLOSURE COVERING YEAR 2024

Financial year 2024	2024			Substantial Contribution Criteria					
Economic activities (1)	Code (2)	Turnover (3)	Proportion of turnover, 2024 (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity and ecosystems (10)
		in euro millions	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL
A. TAXONOMY-ELIGIBLE ACTIVITIES									
A.1 Environmentally sustainable activities (Taxonomy-aligned)									
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0.0	–	–	–	–	–	–	–
of which Enabling		0.0	–	–	–	–	–	–	–
of which Transitional		0.0	–	–	–	–	–	–	–
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)									
				EL; N/EL	**EL; N/EL**	**EL; N/EL**	**EL; N/EL**	**EL; N/EL**	**EL; N/EL**
Transport by motorbikes, passenger cars and commercial vehicles	6.5	–	–	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Renovation of existing buildings	7.2	–	–	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Acquisition and ownership of buildings	7.7	–	–	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Data processing, hosting and related activities	8.1	5.6	0.6%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Close to market research, development and innovation	9.1	–	–	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		5.6	0.6%	100.0%	–	–	–	–	–
A. Turnover of Taxonomy eligible activities (A1 + A2)		**5.6**	**0.6%**	**100.0%**	**–**	**–**	**–**	**–**	**–**
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES									
Turnover of Taxonomy-non-eligible activities		990.0	99.4%						
Total		**995.6**	**100.0%**						

Y = YES; N = No; EL = Eligible; N/EL = Not eligible

DNSH criteria ("Does Not Significantly Harm")									
Climate Change Mitigation (11)	**Climate Change Adaptation (12)**	**Water (13)**	**Pollution (14)**	**Circular Economy (15)**	**Biodiversity and ecosystems (16)**	**Minimum Safeguards (17)**	**Proportion of Taxonomy aligned (A.1) or eligble (A.2) turnover, 2023 (18)**	**Category enabling activity (19)**	**Category transitional activity (20)**
Y/N	**Y/N**	**Y/N**	**Y/N**	**Y/N**	**Y/N**	**Y/N**	**%**	**E**	**T**
–	–	–	–	–	–	–	–	–	–
–	–	–	–	–	–	–	–	E	–
–	–	–	–	–	–	–	–	–	T
–	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
–	–	–	–	–	–	–	–	–	–
–	–	–	–	–	–	–	–	–	–
–	–	–	–	–	–	–	–	–	–
–	–	–	–	–	–	–	0.4%	–	–
–	–	–	–	–	–	–	0.2%	–	–
–	–	–	–	–	–	–	0.6%	–	–
–	**–**	**–**	**–**	**–**	**–**	**–**	**0.6%**	**–**	**–**

PROPORTION OF CAPEX FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES – DISCLOSURE COVERING YEAR 2024

Financial year 2024		2024		Substantial Contribution Criteria					
Economic activities (1)	Code (2)	CapEx (3)	Proportion of CapEx, 2024 (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity and ecosystems (10)
		in euro millions	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL
A. TAXONOMY-ELIGIBLE ACTIVITIES									
A.1 Environmentally sustainable activities (Taxonomy-aligned)									
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0.0	–	–	–	–	–	–	–
of which Enabling		0.0	–	–	–	–	–	–	–
of which Transitional		0.0	–	–	–	–	–	–	–
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)									
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL
Transport by motorbikes, passenger cars and commercial vehicles	6.5	3.7	1.2%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Renovation of existing buildings	7.2	–	–	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Acquisition and ownership of buildings	7.7	14.8	4.8%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Data processing, hosting and related activities	8.1	0.5	0.2%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Close to market research, development and innovation	9.1	–	–	EL	N/EL	N/EL	N/EL	N/EL	N/EL
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		19.0	6.2%	100.0%	–	–	–	–	–
A. CapEx of Taxonomy eligible activities (A1 + A2)		**19.0**	**6.2%**	**100.0%**	**–**	**–**	**–**	**–**	**–**
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES									
CapEx of Taxonomy-non-eligible activities		289.3	93.8%						
Total		**308.3**	**100.0%**						

Y = YES; N = No; EL = Eligible; N/EL = Not eligible

DNSH criteria ("Does Not Significantly Harm")									
Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity and ecosystems (16)	Minimum Safeguards (17)	Proportion of Taxonomy aligned (A.1) or eligble (A.2) CapEx, 2023 (18)	Category enabling activity (19)	Category transitional activity (20)
Y/N	**Y/N**	**Y/N**	**Y/N**	**Y/N**	**Y/N**	**Y/N**	**%**	**E**	**T**
–	–	–	–	–	–	–	–	–	–
–	–	–	–	–	–	–	–	E	–
–	–	–	–	–	–	–	–	–	T
–	–	–	–	–	–	–	–	–	–
–	–	–	–	–	–	–	14.3%	–	–
–	–	–	–	–	–	–	2.3%	–	–
–	–	–	–	–	–	–	38.1%	–	–
–	–	–	–	–	–	–	3.8%	–	–
–	–	–	–	–	–	–	–	–	–
–	–	–	–	–	–	–	58.5%	–	–
–	**–**	**–**	**–**	**–**	**–**	**–**	**58.5%**	**–**	**–**

PROPORTION OF OPEX FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES – DISCLOSURE COVERING YEAR 2024

Financial year 2024	2024			Substantial Contribution Criteria					
Economic activities (1)	**Code (2)**	**OpEx (3)**	**Proportion of OpEx, 2024 (4)**	**Climate Change Mitigation (5)**	**Climate Change Adaptation (6)**	**Water (7)**	**Pollution (8)**	**Circular Economy (9)**	**Biodiversity and ecosystems (10)**
		in euro millions	**%**	**Y;N;N/EL**	**Y;N;N/EL**	**Y;N;N/EL**	**Y;N;N/EL**	**Y;N;N/EL**	**Y;N;N/EL**
A. TAXONOMY-ELIGIBLE ACTIVITIES									
A.1 Environmentally sustainable activities (Taxonomy-aligned)									
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0.0	–	–	–	–	–	–	–
of which Enabling		0.0	–	–	–	–	–	–	–
of which Transitional		0.0	–	–	–	–	–	–	–
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)									
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL
Transport by motorbikes, passenger cars and commercial vehicles	6.5	2.9	1.4%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Renovation of existing buildings	7.2	–	–	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Acquisition and ownership of buildings	7.7	4.1	1.9%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Data processing, hosting and related activities	8.1	18.8	8.7%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Close to market research, development and innovation	9.1	187.8	87.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		213.6	98.9%	100.0%	–	–	–	–	–
A. OpEx of Taxonomy eligible activities (A1 + A2)		**213.6**	**98.9%**	**100.0%**	**–**	**–**	**–**	**–**	**–**
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES									
OpEx of Taxonomy-non-eligible activities		2.4	1.1%						
Total		**216.0**	**100.0%**						

Y = YES; N = No; EL = Eligible; N/EL = Not eligible

DNSH criteria ("Does Not Significantly Harm")									
Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity and ecosystems (16)	Minimum Safeguards (17)	Proportion of Taxonomy aligned (A.1) or eligble (A.2) OpEx, 2023 (18)	Category enabling activity (19)	Category transitional activity (20)
Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
–	–	–	–	–	–	–	–	–	–
–	–	–	–	–	–	–	–	E	–
–	–	–	–	–	–	–	–	–	T
–	–	–	–	–	–	–	–	–	–
–	–	–	–	–	–	–	1.5%	–	–
–	–	–	–	–	–	–	0.5%	–	–
–	–	–	–	–	–	–	2.0%	–	–
–	–	–	–	–	–	–	7.7%	–	–
–	–	–	–	–	–	–	87.8%	–	–
–	–	–	–	–	–	–	99.5%	–	–
–	**–**	**–**	**–**	**–**	**–**	**–**	**99.5%**	**–**	**–**

TEMPLATE 1 - NUCLEAR AND FOSSIL GAS RELATED ACTIVITIES

	Nuclear energy related activities	
1.	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	NO
2.	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	NO
3.	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	NO

	Fossil gas related activities	
4.	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	NO
5.	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	NO
6.	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	NO

Climate Change

In this sustainability statement, the Nemetschek Group reports relevant information on significant sustainability aspects in the environmental area, including metrics on energy consumption, energy mix, and GHG gross emissions for Scope 1, 2, and 3 categories. The principles, methods, assumptions, and emission factors applied to determine Scope 1, Scope 2, and Scope 3 GHG emissions are detailed in this chapter.

In the current reporting period, the Nemetschek Group has not yet adopted a transition plan for climate change mitigation. The Nemetschek Group is aware of the importance of climate change mitigation and adaptation and is committed to taking necessary steps to develop a robust and comprehensive transition plan in the short to medium-term. This will include a science-based climate target and will generally be in line with the goal of limiting global warming to 1.5 °C in accordance with the Paris Agreement and aiming for climate neutrality by 2050.

Energy Consumption and Mix

The Nemetschek Group discloses its energy consumption and energy mix for the reporting year 2024 in the table below, broken down by energy consumption from fossil, nuclear, and renewable sources.

TOTAL ENERGY CONSUMPTION RELATED TO OWN OPERATIONS

Energy consumption and mix	2024
(6) Total fossil energy consumption (MWh)	**10,517**
Share of consumption from fossil sources in total energy consumption (%)	**83.1%**
(7) Consumption from nuclear sources (MWh)	**1,017**
Share of consumption from nuclear sources in total energy consumption (%)	**8.0%**
(8) Fuel consumption for renewable sources, including biomass (also comprising industrial and municipal waste of biologic origin, biogas, renewable hydrogen, etc.) (MWh)	40
(9) Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources (MWh)	1,080
(10) The consumption of self-generated non-fuel renewable energy (MWh)	8
(11) Total renewable energy consumption (MWh) (calculated as the sum of lines 8 to 10)	**1,128**
Share of renewable sources in total energy consumption (%)	**8.9%**
Total energy consumption (MWh) (calculated as the sum of lines 6, 7 and 11)	**12,662**

Scope 1, Scope 2 and Scope 3 GHG Emissions

The Scope 1, Scope 2, and relevant Scope 3 GHG emissions for the Group for the reporting year 2024 are presented in the table below. In addition, Scope 1 and Scope 2 GHG emissions are disclosed for the 2023 reporting year.

GROSS SCOPES 1, 2, 3 AND TOTAL GHG EMISSIONS – GHG EMISSIONS PER SCOPE

	2024	2023	Comparative in %
Scope 1 GHG emissions			
Gross Scope 1 GHG emissions (tCO_2eq)*	1,971	2,068	–4.7%
Scope 2 GHG emissions			
Gross location-based Scope 2 GHG emissions (tCO_2eq)	1,424	1,338	6.4%
Gross market-based Scope 2 GHG emissions (tCO_2eq)	1,478	1,172	26.1%
Significant Scope 3 GHG emissions			
Total Gross indirect (Scope 3) GHG emissions (tCO_2eq)	59,546	-	-
1 Purchased goods and services	30,856	-	-
Cloud computing and data center services	*4,531*	-	-
11 Use of sold products**	28,690	-	-
Total GHG emissions			
Total GHG emissions (location-based) (tCO_2eq)	62,941	-	-
Total GHG emissions (market-based) (tCO_2eq)	62,995	-	-

* Biogenic CO_2 emissions from the combustion or biological decomposition of biomass are not included in the calculation. Since biogenic emissions in Scope 1, 2 and 3 were not identified as material for the Nemetschek Group, they are not published separately in this sustainability statement.

** The Nemetschek Group has developed an approach that divides the emissions from the utilization phase of its software products (Scope 3.11) into direct emissions (Direct use-phase emissions) and indirect emissions (Indirect use-phase emissions). Direct emissions comprise the electricity consumption of the end devices (e.g. computer, smartphone) during the use of the software. Indirect emissions relate to the electricity consumption caused by the data transfer for downloading and updating the software. This categorization is based on the requirements of the GHG-Protocol (Guidance for Scope 3, Category 11: Use of Sold Products).

GROSS SCOPES 1, 2, 3 AND TOTAL GHG EMISSIONS – FINANCIAL AND OPERATIONAL CONTROL

	Consolidated	Unconsolidated but operational control
Scope 1 Gross GHG emissions (tCO_2eq)	1,971	0
Gross location-based Scope 2 GHG emissions (tCO_2eq)	1,424	0
Gross market-based Scope 2 GHG emissions (tCO_2eq)	1,478	0

The Nemetschek Group reports its GHG emissions for the reporting year 2024 in accordance with ESRS E1. In this context, no significant changes are reported regarding the definition of what constitutes the Nemetschek Group and its upstream and downstream value chain. Any impacts on the comparability of current and prior reporting periods regarding GHG emissions primarily relate to portfolio changes in the current fiscal year.

In the measurement and calculation of GHG emissions, the Nemetschek Group adheres to the principles, requirements, and guidelines of the internationally recognized GHG Protocol Corporate Standard (Version 2004) in accordance with ESRS E1. The GHG Protocol classifies GHG emissions into Scopes 1, 2, and 3. Scope 1 includes direct emissions from sources owned or controlled by the company, such as emissions from the combustion of natural gas or heating oil at company locations and from the company's own vehicle fleet. Scope 2 refers to indirect emissions resulting from the consumption of purchased energy, such as electricity or district heating. Scope 3 encompasses all other indirect emissions along the value chain, which typically account for the largest share of a company's total GHG emissions. Scope 3 GHG emissions arise from both upstream activities, such as purchased goods and services, and downstream processes, such as the use of sold products.

Methodology and Process Description Scope 1 and Scope 2 GHG Emissions

In order to analyze the climate and environmental impacts of the company, all consolidated subsidiaries of the Nemetschek Group were considered, and their relevance for reporting Scope 1 and Scope 2 GHG emissions was assessed. Based on this, a reporting threshold was established. Larger sites are required to collect primary data, while smaller sites are exempt from data collection, as they contribute only an immaterial share to the total GHG emissions. For smaller sites below the defined threshold, extrapolation factors were determined to calculate Scope 1 and Scope 2 GHG emissions. These factors are based on primary data collected from larger sites in 2023 and are used to extrapolate to 100% GHG coverage. Average consumption values, with outliers removed, were used in determining the extrapolation factors. The consolidation and extrapolation of Scope 1 and Scope 2 GHG emissions is carried out at the Group level. Data for the period from January up to and December 31, 2024, was collected. For the fourth quarter, estimates based on documented assumptions, or prior-year data are permitted. Scope 1 and Scope 2 GHG emissions were analyzed according to the operational control approach. The key steps of the GHG accounting process include:

(1) Identification of Emission Sources

The Nemetschek Group systematically identifies all relevant GHG emission sources within its operational boundaries and related to its business activities, including both direct and indirect emissions.

(2) Data Collection

The Nemetschek Group collects activity data for identified emission sources. For Scope 1 and Scope 2 GHG emissions, this includes fuel consumption and energy consumption. The data collection for calculating Scope 1 and Scope 2 GHG emissions is supported by an ESG software platform, enabling systematic, IT-supported data collection in accordance with the GHG Protocol Corporate Standard as well as the ESRS E1 requirements. Automated plausibility checks assist in the data collection and validation process.

(3) Application of Emission Factors

The ESG software platform calculates GHG emissions by linking activity data with specific emission factors. The emission factors used for calculating GHG emissions come from recognized external sources, such as the IPCC Guidelines (for global emission factors), national GHG inventories (for region-specific emission factors), as well as industry standards and databases (International Energy Agency [IEA], Department for Environment, Food & Rural Affairs [DEFRA], and U.S. Environmental Protection Agency [EPA]). The alignment with guiding principles application of internationally recognized standards, such as the GHG Protocol, is intended to ensure that the Nemetschek Group's GHG emissions are measured and reported consistently, transparently, and comparably.

(4) Conversion in CO_2 Equivalents

Using the latest Global Warming Potential (GWP) values from the IPCC, the ESG software platform converts non-CO_2-gases (CH_4, N_2O, HFCs, PFCs, SF_6 und NF_3)* into CO_2-equivalents to standardize the measurement and calculation of emissions (GHG emissions (kg CO_2eq) = Activity Data x Emission Factor). Non-CO_2 gases are accounted for through the location-specific emission factors associated with the country's average electricity mix. The ESG software platform enables seamless data collection, consolidation, and validation, and manages Scope 1 and Scope 2 GHG emissions Group-wide, aiming to capture all relevant environmental information fully and systematically.

* Methane (CH_4), nitrous oxide (N_2O), hydrofluorocarbons (HFC), perfluorocarbon (PFC), sulfur hexafluoride (SF_6) and nitrogen trifluoride (NF_3).

(5) Data Quality

The Nemetschek Group collects activity data at the site level. In each brand within the group, responsible persons for local data collection, consolidation, and validation have been appointed. Activity data for Scope 1 and 2 are entered into the ESG software platform by local data gatherers, where all data points are pre-structured. A defined internal validation and control process at both the brand and group level ensures data integrity. The Nemetschek Group does not rely on information from companies in its value chain whose reporting periods differ from that of the Nemetschek Group.

Methodology and Process Description Scope 3 GHG Emissions

In the 2024 fiscal year, the Nemetschek Group conducted a Scope 3 hotspot analysis to identify the relevant Scope 3 categories for inclusion in its company-specific GHG inventory. Scope 3 categories deemed insignificant or not applicable to the Nemetschek Group have been excluded from the inventory for this reporting year. The Nemetschek Group is committed to continually improving its data collection processes and regularly reviewing, updating, and gradually expanding its Scope 3 GHG inventory to enable more precise and comprehensive reporting.

As a result of the low contribution to total emissions based on the Scope 3 hotspot analysis, the following Scope 3 GHG emission categories were deemed insignificant and therefore not included in this year's report: Capital goods (3.2), Fuel- and energy-related Activities (3.3), Transportation and distribution (upstream) (3.4), Waste generated in operations (3.5), Business travelling (3.6), Employee commuting (3.7), and Investments (3.15). As the Nemetschek Group does not operate franchises (3.14) nor owns significant upstream (3.8) or downstream (3.13) leased assets, these categories are also excluded from this year's reporting. Additionally, as a provider of digital software solutions for the AEC/O sector as well as the media and entertainment industries, categories related to manufacturing are not applicable to the Nemetschek Group and, therefore, are not reported: Transportation and distribution (downstream) (3.9), Processing of sold products (3.10), and End-of-life treatment of sold products (3.12).

Based on the results of the conducted Scope 3 hotspot analysis, the Nemetschek Group has included the following Scope 3 GHG emission categories in its GHG inventory:

- Category 3.1 Purchased Goods and Services: The category 3.1 includes all upstream emissions from the goods (tangible) and services (intangible) purchased by the Nemetschek Group in the reporting year.
- Category 3.11 Use of Sold Products: The category 3.11 includes emissions from the use of software solutions sold by the Nemetschek Group in the reporting year.

Scope 3 GHG emissions were analyzed according to the operational control approach.

Category 3.1 Purchased Goods and Services

The Nemetschek Group records and reports indirect Scope 3 GHG emissions resulting from the procurement of goods and services. Scope 3 category 3.1 was calculated using the spend-based method.

(1) Reporting Boundaries

The process follows the principles of the GHG Protocol. All relevant emissions of the Nemetschek Group and its consolidated subsidiaries are considered. Expenditure categories were classified based on economic activity using the NACE coding system (Classification of Economic Activities in the EU, NACE). All types of costs (OpEx Goods/OpEx Services) that are also reflected in financial reporting were considered. The matching of expenditure categories to the corresponding NACE categories was performed using the European Commission's database (List of NACE Codes). Each expenditure category is assigned to the appropriate NACE code, as the corresponding emission factor is stored in the EXIOBASE emissions factor database for each NACE code.

(2) Calculation Method

The calculation of GHG emissions is based on the spend-based method, which is recognized as one of the approved calculation methods of the GHG Protocol for Scope 3 category 3.1. The process includes the following steps:

Emission Calculation: Emissions are calculated based on economic expenditures, multiplied by emission factors from the EXIOBASE database. The expenditures are based on actual values for the period from January to December 2024. The selection of emission factors is based on the assignment of each expenditure category to the corresponding NACE code (expenditure value [€] x emission factor [kg CO_2e/€] = GHG emissions [kg CO_2e]).

Inflation Adjustment: The emission factors of the EXIOBASE database are adjusted for inflation in order to enable a precise and up-to-date calculation of GHG emissions. The emission factors are based on the year 2020 and are adjusted to the price level of the year 2023 based on inflation rates from the World Bank. At the time of the GHG emissions calculation, the updated dataset of inflation rates from the World Bank for the year 2024 was not yet available.

(3) Calculation Tools Used

For the calculation of Scope 3 GHG emissions, the Nemetschek Group relies on information from the EXIOBASE database and the World Bank Global Database of Inflation. EXIOBASE provides an emission factor for each NACE category, which is assigned to a specific expenditure category. The World Bank Global Database of Inflation is used to adjust the emission factors to inflation-adjusted values. By using recognized data sources, the Nemetschek Group ensures that the calculation is based on trustworthy data.

3.11 Use of Sold Products

The Nemetschek Group tracks and reports Scope 3 GHG emissions (Scope 1 and Scope 2 GHG emissions of customers and end-users) resulting from the use of its sold software solutions. The Scope 3 category 3.11 is determined based on identified application scenarios, which are based on annual software and CPU usage time. At least one responsible person from product management or product development has been appointed within each brand, with the necessary expertise to determine application scenarios.

(1) Reporting Boundaries

The reporting boundaries for Scope 3 GHG emissions are clearly defined according to GHG Protocol standards and include indirect Scope 3 GHG emissions from the Group: Emissions from the use of software solutions sold by the Nemetschek Group are included as part of Scope 3 GHG emissions. All relevant software usage-related emissions of the Nemetschek Group and its fully consolidated subsidiaries are accounted for.

(2) Calculation Methods

To calculate GHG emissions, the following steps were undertaken:

Emission Calculation: Emissions are calculated based on primary data and approximations, which were determined through queries per software product. The total number of software users, the type of user devices, the countries of origin of the end-users, the usage time of the devices per user, the CPU time, as well as the initial downloads and updates were requested. The data was calculated using emission factors from the Ecoinvent, IEA, Öko-Institut e.V., and The Shift Project databases. Missing information was supplemented or estimated through informed assumptions by the specialist departments.

(3) Calculation Tools Used

Assumptions based on The Shift Project's "Lean ICT: Towards Digital Sobriety"* study were used to calculate the energy consumption of end-user devices (PC and mobile devices). The emission factors for direct emissions from the energy mix (electricity consumption) per country are based on the Ecoinvent database, V3.10 (Energy consumption of the end-user device [kWh] x Emissions factor energy mix [kg CO_2e/kWh] = GHG emissions [kg CO_2e]). The emission factors for indirect emissions for software downloads and updates are taken from the Öko-Institut e.V. study "Digitaler CO_2-Fußabdruck"**. To calculate the GHG emissions resulting from downloads and updates, the amount of transmitted data [GB] is multiplied by the emissions factor for data transfer in a data center (Data transfer amount [GB] x Emissions factor data transfer data center [kg CO_2e/GB] = GHG emissions [kg CO_2e]).

GHG EMISSIONS INTENSITY, LOCATION-BASED (TOTAL GHG EMISSIONS PER NET REVENUE)

GHG intensity per net revenue	2024
Total GHG emissions (location-based) per net revenue (tCO_2eq/€)	0.000063
Total GHG emissions (market-based) per net revenue (tCO_2eq/€)	0.000063

For the calculation of the GHG intensity, the Nemetschek Group uses the revenues from the Group management report, see << 3.3 Earnings, Financial Position and Net Assets of the Nemetschek Group >> Line "Total year".

In connection with the assessment of climate impacts of material physical risks that could affect the financial position of the Group, the Nemetschek Group provides the following information: Based on the results of the climate risk analysis, it has been determined that there are currently no sites with significant assets exposed to material physical risks. This conclusion applies to the assets of the Nemetschek Group both within and outside the EU. Although currently no significant assets are exposed to a material physical risk, the Nemetschek Group pursues a proactive approach to risk management. The processes include continuous monitoring and assessment of potential risks to existing assets. This is to ensure that the Nemetschek Group can react promptly and effectively to emerging climate-related risks. In accordance with ESRS 1 paragraph 137 and ESRS 1 Appendix C, the Nemetschek Group conducted a qualitative climate risk analysis for the financial year 2024. No quantitative data is collected or disclosed.

* The Shift Project (2019): Lean ICT: Towards Digital Sobriety.
** Öko-Institut e.V. (2020): Digitaler CO_2-Fußabdruck. Data collection to estimate the manufacturing effort, energy consumption, and usage of digital end devices and services.

2.3 Social Information

In its sustainability statement, the Nemetschek Group reports relevant disclosures on material sustainability aspects in the social area, including key information on its own workforce as well as on customers and end-users. The following chapter presents strategic aspects, actions, and metrics related to the company's own workforce, including workforce characteristics, diversity metrics, as well as incidents, grievances, and severe human rights impacts.

Own Workforce

Management of Impacts, Risks and Opportunities – Own Workforce

The Nemetschek Group communicates key aspects related to its workforce in the "People Letter of Commitment". This document addresses the following impacts and opportunities that apply to its own entire workforce:

- The Nemetschek Group upholds fair hiring, and promotion practices and aims to ensure equal opportunities for all applicants and employees. Diversity in terms of gender, ethnicity, nationality, and age is handled transparently and considered in the hiring process.
- The Nemetschek Group provides programs, training initiatives, and resources aimed at enhancing employees' skills and knowledge to support both professional and personal development. Nemetschek SE and its brands are allocated a dedicated learning budget.
- The Nemetschek Group offers opportunities for home-office contracts, including hybrid models, and enables flexible working hours to foster a family-friendly environment and a well-balanced work-life integration.
- General communication formats (such as communications from the Executive Board and the ELT, town halls, Board Letter) and close dialogue between management and the European Works Council of Nemetschek SE, as well as between employees and the European Works Council (which also applies to local works councils), promote communication, engagement, and employee satisfaction, as well as conflict resolution.

The main content of the "People Letter of Commitment" is the definition of minimum requirements for fundamental leadership and employee-related topics, as well as key areas such as talent acquisition, performance evaluation, and health management. There is currently no formal process in place to monitor the "People Letter of Commitment". It does not include any specific targets. The "People Letter of Commitment" covers all activities and regions, with its scope applying to the entire workforce, excluding the upstream and downstream value chain. The Executive Board of Nemetschek SE has delegated responsibility for the implementation of the "People Letter of Commitment" to the Chief People Officer (CPO) within the Group function People/Human Resources. The "People Letter of Commitment" does not reference third-party standards or initiatives.

The perspectives of its own workforce are incorporated into the decisions and activities of the Nemetschek Group through the European Works Council or via regular town halls and exchange formats. These decisions aim to manage the actual and potential impacts on its own workforce. The engagement of the workforce takes place through the meetings of the European Works Council of Nemetschek SE, which represents all employees within the EU or a contracting state of the European Economic Area. The European Works Council receives information from the Executive Board once per year during the official works council meeting regarding the current and previous fiscal year. The CPO provides insights into the current business operations of the Nemetschek Group. The Executive Board discloses decisions and activities related to the impacts and potential impacts on the workforce. Engagement occurs on a regular basis once per year in the second quarter during the annual works council meeting. The works council has the opportunity to address questions to the Executive Board and the CPO, leading to participation and consultation through subsequent discussions. The works council's feedback on the Executive Board's information is not formally recorded. Responses are provided orally during the annual works council meeting. The Executive Board subsequently decides whether, how, and which topics will be further pursued or not. The workforce is not directly informed about how their feedback has influenced internal decisions.

Engagement activities take place at the organizational level, between the Executive Board, the CPO, and the European Works Council. No additional personnel, nor any financial resources, are allocated for engagement. The European Works Council is informed in the event of organizational changes within the Nemetschek Group that may arise from reducing CO_2 emissions and transitioning to more environmentally friendly and climate-neutral activities affecting its own workforce. This includes aspects such as restructuring, employment loss or creation, training and up/reskilling, gender and social equity, and health and safety. The highest position within Nemetschek SE is the Chief Executive Officer, who holds the operational responsibility for ensuring collaboration with the European Works Council and for integrating the outcomes, where possible, into the strategic and operational direction of the Nemetschek Group.

Furthermore, the entire workforce is included in the Nemetschek Group's hybrid town halls. The workforce receives insights into the company's current strategic direction from the Executive Board and, additionally, from the ELT. The workforce has the opportunity to submit questions in advance. The town halls are recorded and subsequently shared with the entire workforce. Based on employee questions, the Executive Board and ELT gain insights into the topics that are relevant to the workforce. The entire workforce has the opportunity to ask questions. No additional personnel beyond those mentioned above, nor any financial resources, are allocated for inclusion. The entire workforce is informed about organizational changes, provided they have a direct impact on the workforce.

The general approach and procedures for providing or contributing to remediation actions in cases where the Nemetschek Group has caused or contributed to a significant negative impact on its own workforce include several individual approaches:

» Accessible compliance reporting mechanisms for issues/behaviors, including the provision of local contact points for employees, such as within the Compliance and HR teams.

» Promotion of a speak-up culture, in which employees can confidentially report concerns via the Group's whistleblower tool and address questions directly to management during hybrid town halls.

Through specific channels, the Nemetschek Group's own workforce can directly address concerns or needs with the company. The following channels have been established by the Nemetschek Group:

» Managers are encouraged to conduct regular one-on-one meetings with their employees.

» Regular team meetings within departments should take place to provide employees within departments or project teams with the opportunity to report concerns and needs.

» The European Works Council serves as a representative voice for the brands based in Europe (Allplan, Graphisoft, Solibri, dRofus, Nevaris, Bluebeam, Spacewell, Crem Solutions, Maxon) and Nemetschek SE towards the management. The same applies to the local works councils of Spacewell Netherlands, Graphisoft Germany, and Allplan Germany.

» Management provides opportunities for follow-up questions after important announcements as well as during or after town hall meetings.

» The Corporate Legal & Compliance function serves as an independent internal reporting body. Employees of the Nemetschek Group can contact the department via email at: compliance@Nemetschek.com.

» The responsible HR manager/personnel manager is available for confidential discussions/reports, as is the Corporate Legal & Compliance function.

Additionally, an external channel has been established by a third-party provider:

» The whistleblower system is managed by the Corporate Legal & Compliance function, with evaluations conducted at the corporate level.

The Nemetschek Group has implemented various processes to support the availability of the described channels:

» All valid guidelines and strategies of all departments are accessible via the intranet ONE.

» Upon joining the Nemetschek Group, new employees are informed about the relevant contacts via a welcome email from Legal & Compliance and People/Human Resources, including a description of the procedure for submitting a grievance in the Legal & Compliance department's email.

» Each brand has a dedicated contact person for compliance topics who is available for inquiries and reports.

» Every employee has the opportunity to address questions, grievances, or suggestions with a local HR representative and receive clarification on the relevant channels.

The Nemetschek Group has a procedure for handling grievances related to employee matters, which is detailed in Chapter 2.4 Governance Information << Management of Impacts, Risks and Opportunities – Business Conduct >>.

Reports/grievances submitted through the established employee channels are recorded by the responsible (compliance) unit and documented in accordance with legal requirements. If a report/grievance is submitted via the digital whistleblower system (see Chapter 2.4 Governance Information << Management of Impacts, Risks, and Opportunities – Business Conduct >>), it is automatically assigned a deadline management and progress tracking system. If one of the other channels is used, this process is carried out manually. All Group-wide reports/grievances are allocated, consolidated, and anonymously reported to the Executive Board and Supervisory Board on a quarterly basis by Corporate Legal & Compliance. If ad-hoc reporting is necessary, this is done outside of the quarterly cycle. The established reporting channels are regularly communicated to all employees across the group to ensure their effectiveness. The whistleblower system policy includes protections against retaliation for individuals. Currently, there are no methods to assess whether employees of the Nemetschek Group are aware of and trust the processes and structures available to voice their concerns or needs.

In the first quarter of 2025, the Nemetschek Group is conducting a global employee survey of all active employees in order to gain a better understanding of the concerns and needs of its workforce.

Characteristics of the Undertaking´s Employees

The Nemetschek Group discloses the information on the key characteristics of its workforce for the 2024 reporting year. The total number of employees does not match the figures reported in the consolidated financial statements, as all individuals who, under national law or its application, have an employment relationship with the Nemetschek Group were counted for the sustainability statement. This also includes employees in inactive employment relationships, such as parental leave, unpaid leave, phased retirement, or illness. All data points are reported as headcount. The data is reported as of the reporting date, December 31, 2024, for the current reporting year.

CHARACTERISTICS OF UNDERTAKING'S EMPLOYEES – NUMBER OF EMPLOYEES BY GENDER*

Number of employees (head count)	2024
Gender	
Male	2,619
Female	1,363
Other	3
Undisclosed	4
Total employees	**3,989**

* Gender according to employees' own statements.

CHARACTERISTICS OF UNDERTAKING'S EMPLOYEES – NUMBER OF EMPLOYEES BY GEOGRAPHICAL AREA*

Number of employees (head count)	2024
Country	
Germany	991
Hungary	408
USA	1,095
Total	**2,494**

* Presenting head count in countries where the Nemetschek Group has at least 50 employees representing at least 10% of its total number of employees.

CHARACTERISTICS OF UNDERTAKING'S EMPLOYEES – INFORMATION ON EMPLOYEES BY CONTRACT TYPE AND GENDER*

	2024				
	Female	Male	Other	Undisclosed	Total employees
Number of employees (head count)	1,363	2,619	3	4	3,989
Number of permanent employees (head count)	1,331	2,566	3	4	3,904
Number of temporary employees (head count)	31	53	0	0	84
Number of employees without guaranteed working hours (head count)	1	0	0	0	1

* Gender according to employees' own statements.

The majority of employees at the Nemetschek Group are in permanent employment relationships. The share of temporary contracts is generally low, as the Nemetschek Group aims to retain employees in the long term. Temporary contracts typically arise from training programs, working student and internship agreements, or as replacements for parental leave, illnesses, or other extended absences. The total number of employees who left the Nemetschek Group in the 2024 reporting year was 545. Accordingly, the employee turnover rate* stands at 13.7%.

All reporting-relevant metrics were submitted by the HR representatives of each brand to the Group function People/Human Resources at Nemetschek SE. All brands contributed to the development of the defined reporting items to establish a consistent understanding of the required data across the entire Group. The data points to process follows the four-eyes principle to ensure completeness and accuracy. In all brands, one person was designated for data collection and another for data validation. Data collection and submission were carried out using a template pro-

* The employee turnover rate is determined based on the total number of employees who leave the company voluntarily or due to dismissal, retirement, or death, in relation to the total number of employees as of the reporting date, December 31, 2024.

vided to the brands. The data was subsequently validated and consolidated at the Group level.

Diversity

The gender distribution at the first management level as well as the age distribution within the company's own workforce is as follows for the 2024 reporting year.

GENDER DISTRIBUTION AT TOP MANAGEMENT LEVEL*

	2024	
Gender	Number of managers	Share at top management level (%)
Male	10	71.4%
Female	4	28.6%
Other	0	0.0%
Undisclosed	0	0.0%

* Gender according to employees' own statements.

The first management level of Nemetschek SE, includes all executives with budget and personnel responsibility who report directly to the Executive Board members. As of December 31, 2024, the first management level consists of 14 individuals, including 4 women. The current proportion of women at the first management level is therefore 28.6% (previous year: 28.6%).

DISTRIBUTION OF EMPLOYEES BY AGE GROUP

	2024	
Age group	Number of employees	Share of the total number of employees (%)
Under 30 years old	598	15.0%
30–50 years old	2,567	64.4%
Over 50 years old	824	20.7%

Incidents, Complaints and Severe and Human Rights Impacts

During the reporting period, 9 reports related to potential discrimination cases were received and processed through the Nemetschek Group's reporting channels. For the purpose of this disclosure, the definition of discrimination also encompasses harassment. In total, 19 reports/grievances were submitted through the designated reporting channels established for the Nemetschek Group's workforce. The Nemetschek Group is not aware of any reports/grievances that were submitted to the national OECD Contact Points for Multinational Enterprises during the reporting period. During the reporting period, the Nemetschek Group was not required to pay any fines, other penalties, or restitution amounts related to incidents of discrimination or harassment.

In addition to the existing reporting channels, such as the Group-wide whistleblower system, the globally accessible compliance email address, and the regular surveys conducted among subsidiaries, additional inquiries were conducted for relevant metrics, such as discrimination incidents, employee grievances, or training participation rates, as part of the 2024 sustainability statement. These inquiries were carried out through questionnaires sent to the globally established compliance network. The collected information was centrally consolidated at the Nemetschek SE level and validated and reviewed for plausibility in collaboration with other corporate functions, including People/Human Resources.

During the reporting period, no severe human rights violations related to the Nemetschek Group's own workforce were reported. During the reporting period, the Nemetschek Group did not pay or reimburse any fines, penalties, or other amounts related to the remediation of severe human rights violations concerning its own workforce.

Consumer and End-User

Management of Impacts, Risks and Opportunities – Consumers and End-Users

The human rights obligations of the Nemetschek Group that are relevant for customers and end-users are based on the Group's existing compliance and due diligence processes. These processes include mechanisms for monitoring adherence to the United Nations Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, and the OECD Guidelines for Multinational Enterprises.

In the double materiality assessment, actual or potential, positive or negative impacts were identified and evaluated, considering the perspectives of customers and end-users through internal and external stakeholders, particularly through the inclusion of industry and trade associations. Most brands of the Nemetschek Group conduct regular customer surveys and customer satisfaction evaluations (Customer Satisfaction Score, CSAT). Additionally, most brands maintain permanent customer advisory boards, which contribute to product development and general business operations. The Nemetschek Group collaborates with industry representatives, including professional associations and interest groups, to gain insights into best practices and new trends. This collaboration is to ensure that the Group's strategic direction aligns with customer and end-user interests as well as industry standards. Furthermore, the teams of most brands regularly conduct impact assessments based on direct customer and end-user feedback, helping to identify actual and potential impacts. Customer and end-user perspectives are also integrated into product development processes. By prioritizing customer and end-user contributions, the Nemetschek Group aims to enhance usability and accessibility of its solutions, ensuring that they meet the needs of various user groups.

Nemetschek SE and the brands are in continuous dialogue with customers and end-users affected by actual and potential, positive and/or negative impacts or their legal representatives, either directly or through credible representatives who have insight into their situation, through direct discussions with customers and end-users (surveys, interviews) or through cooperation with industry and trade associations.

Direct contact with customers and end-users is primarily managed by the brands of the Nemetschek Group. Some brands involve their customers across various phases of engagement:

Phases of Engagement

» Pre-development phase: Engagement takes place in the planning stage of new products or services, allowing the Nemetschek Group to gather initial insights and expectations from customers and end-users.

» Development phase: The Nemetschek Group involves users in usability tests and feedback sessions to refine product features and usability.

» Post-launch phase: After introducing a product or service, the Nemetschek Group continues to collect feedback to assess performance and identify improvement opportunities.

Types of Engagement

» Surveys: Brands regularly conduct surveys to collect quantitative data on satisfaction and user needs.

» Focus groups: Organized discussions with selected customers provide qualitative insights and enable a deeper understanding of the user experience.

» Interviews: One-on-one interviews enable personal feedback and in-depth discussions on specific concerns or suggestions.

» Workshops: The Nemetschek Group organizes workshops with industry representatives and stakeholders to address user concerns and develop solutions together.

» Feedback channels: Online platforms, including websites and social media channels, allow customers to provide feedback.

Engagement Frequency

» Regular surveys: Brands conduct customer surveys at irregular intervals to assess current satisfaction and new trends.

» Always-available channels: Brands maintain open communication channels (see feedback channels), through which customers can submit feedback at any time.

The operational responsibility for engaging customers and end-users in product development lies at the brand level. Within the brands, this responsibility falls to the Chief Technology Officer, Chief Product Officer, or CEO in smaller brands. Brand executives collaborate closely with segment leaders, who, together with the executive board, define the Group's strategic direction, focus areas, and corporate goals as part of the overall strategic plan. During the annual planning process, segment leaders work with brand executives to create a roadmap outlining strategic product development and specific initiatives to drive Group-wide growth.

The Nemetschek Group assesses the effectiveness of its customer and end-user engagement at the decentralized level, directly within brands and business units. This approach allows interaction processes to be tailored to the specific needs and dynamics of each brand or end-users/user group. Effectiveness is evaluated using various methods, such as customer satisfaction analysis, monitoring of feedback channels, and assessing the impact of engagement on decision-making and operational outcomes. Where applicable, all agreements, decisions, or changes resulting from this engagement are documented and integrated into the operational strategy of the respective brand or unit.

Insights into the perspectives of customers and end-users are gathered through surveys, customer contributions, and direct contact via the brands' service hotlines. The Nemetschek Group is not currently aware of any customers or end-users who are particularly vulnerable to the impacts of the Group's business activities or who could be directly marginalized by them. All customers and end-users can address their perspectives equally to the brands or the Group via the existing communication channels. Customer and end-user engagement is primarily managed at the brand level, allowing each brand to tailor its approach to its specific market and target audience. To enhance interaction and collaboration with larger, multinational, and multidisciplinary customers and end-users, the Nemetschek Group implemented a global KAM system in the past fiscal year. The global KAM aims to provide even more tailored support to customer groups, particularly large international customer, based on their individual needs.

Through the customer service of each brand, the Nemetschek Group offers its customers and end-users the opportunity to directly address their concerns, needs, or requests to the respective brand. The customer service function is internally organized within each brand and does not rely on external partners. Customers and end-users can contact Nemetschek Group brands directly via various channels, such as the website, social media platforms, email, and telephone hotline. Since the end of the 2024 fiscal year, the Nemetschek Group's processes, including customer service and support processes, have been ISO-certified across the entire Group (ISO/IEC 27001), with the exception of the GoCanvas brand (and SiteDocs, part of GoCanvas), which was acquired in July of the reporting year. Certification for GoCanvas is planned for the fiscal year 2025. For grievances, customers and end-users of the Nemetschek Group also have access to the global whistleblowing system at the Group level. This whistleblowing system allows customers and end-users to submit complaints to the Nemetschek Group, anonymously if desired. It includes structures and procedures to protect identities and safeguard individuals involved from retaliation.

2.4 Governance Information

Business Conduct

The Nemetschek Group reports relevant disclosures on material sustainability aspects in the area of governance in its sustainability statement, including material information on corruption and bribery as well as the Group's payment practices. For the company-specific topic of Cyber and Information Security, additional material information and relevant metrics are disclosed to assess performance and effectiveness in relation to information security.

Management of Impacts, Risks and Opportunities – Business Conduct

Good corporate governance and taking responsibility for employees, society, and the environment are of great importance to the Nemetschek Group. The Nemetschek Group aims to be a trustworthy, reliable, and honest partner for its customers, business partners, employees, and the general public. Every employee and management shares responsibility for ensuring that the Nemetschek Group fulfills its legal and social responsibilities worldwide. The Code of Conduct, approved by the Executive Board of Nemetschek SE and communicated internally, defines Group-wide behavioral principles in a format that is easily understandable for all employees. It serves as a values-based guideline within the Group. The responsibility to identify, investigate, and prevent unethical, inappropriate, or unlawful behavior is firmly embedded in the corporate culture of the Nemetschek Group.

The three most important topics promoted and communicated as part of the corporate culture are:

Establishing and Evaluating Corporate Culture

- Regular feedback sessions: To measure employee satisfaction and engagement, regular feedback sessions between employees and managers are to be held. Employee surveys are already an integral part of the corporate culture in some brands. The Nemetschek Group is conducting a global employee survey in the first quarter of 2025.
- Professional development: Professional training and career development opportunities strengthen employees' commitment to the Nemetschek Group.
- Recognition of achievements: Individualized recognition of successes aims to motivate employees across the Nemetschek Group.

Development of Corporate Culture

- Management culture: Management acts as positive role model for employees.
- Speak-up culture: Employees have the opportunity to confidentially report concerns via the whistleblower tool or raise questions during hybrid town halls.

A Board Letter to all Nemetschek Group employees is used to communicate key behavioral principles across the Group. Further communication takes place between management and employees in collaboration with HR.

Corporate Legal & Compliance and the risk management function regularly conduct risk analyses. The corporate risk analysis, managed by the risk management function, covers corporate and business risks, among others. The compliance and human rights risk assessments, conducted by Corporate Legal & Compliance, focus on identifying, assessing, and managing specific risk areas within the compliance area, for instance, with money laundering- or antitrust risks; or within the human rights area, for instance, with forced or child labor, anti-corruption or human rights. These analyses also serve to identify grievances and shortage in the respective areas and are further complemented by audits conducted by the Internal Audit function at the Group level.

Furthermore, the Nemetschek Group actively promotes and encourages an open speak-up culture across the entire organization. Employees are encouraged to report any behaviors that may violate the Code of Conduct or other internal or external regulations. To support this, the Nemetschek Group implements proactive communication actions, including regular emails, intranet publications, and executive board communications. A modern whistleblowing system allows grievances to be reported not only by employees but also by external third parties, with the option to submit reports anonymously if desired. This digital platform serves as the whistleblowing system for all brands of the Nemetschek Group, placing special emphasis on whistleblower protection, ensuring confidentiality of involved parties, and maintaining information security. The whistleblowing system is currently available in German, English, and Hungarian.

In addition to the digital whistleblowing system, employees can also directly contact their managers, the responsible HR representative, or the (local or company-wide) Legal & Compliance department. All incoming reports are first reviewed for plausibility with the highest level of confidentiality. If necessary, further investigative actions and steps are initiated. In individual cases, other company branches/functions, as well as external advisors, may be involved. The Corporate Legal & Compliance function serves as an independent internal reporting body, regularly reviews the effectiveness of the whistleblowing process, and adjusts it as needed. The identification, investigation, and remediation of unethical, inappropriate, or unlawful behavior is one of the core principles of the Nemetschek Group and is therefore firmly embedded in the corporate culture. This principle is reflected in both publicly accessible and internally available documents and policies and is regularly communicated by the company (e.g., through email and intranet publications).

All information submitted through one of the Nemetschek Group's whistleblowing channels (e.g., a tip-off to suspected cases of corruption or bribery) is processed via a standardized process that is based on the legal requirements in accordance with Directive (EU) 2019/1937 and the nationally applicable laws for the implementation of the Directive, and thus complies with, among other things, the legal deadlines. This standardized process not only covers tip management and communication following a whistleblowing report but also defines the investigation and remediation actions to be taken after receiving a report. The Corporate Legal & Compliance function of the Nemetschek Group handles and evaluates whistleblowing reports independently and objectively, following a standardized process to safeguard the rights of all parties involved – particularly those of the reporting person.

The Nemetschek Group ensures compliance with these regulations through a mandatory, Group-wide compliance training that covers knowledge on anti-corruption and bribery prevention. The training must be completed at the beginning of employment and must be repeated regularly, in most cases at least every two years, depending on the subsidiary.

Corruption and bribery pose a significant risk not only to the assets and economic success of the Nemetschek Group but also to its very existence. The Nemetschek Group is therefore committed to ensuring that the implemented anti-corruption and anti-bribery actions are mandatory for all employees, fostering a comprehensive awareness of these risks. The Nemetschek Group recognizes that certain functions, particularly those with direct interfaces to external business partners, such as procurement, sales departments, and the Executive Board, are more frequently exposed to corruption and bribery risks.

Nemetschek SE and its subsidiaries based in the EU are subject to Directive (EU) 2019/1937 and the respective national laws implementing this directive. The Nemetschek Group actively promotes an open, Group-wide speak-up culture. To ensure that whistleblowers feel safe when submitting reports, the Nemetschek Group has implemented a range of protective actions. These include clear statements in the Code of Conduct, which explicitly affirm that "no employee will suffer any disadvantage as a result of making a report". This message is further reinforced through additional communication actions, such as flyers and policies available to all employees via the intranet. For whistleblowers who are not employees, the Nemetschek Group provides the necessary information on its corporate website, including an FAQ page, which explicitly states that even if a report later turns out to be unfounded, the reporting person will not face any negative consequences – provided the report was not made with malicious intent.

In addition to communication actions, the Nemetschek Group has implemented (technical) safety precautions within its whistleblowing system. Whistleblowers have the option to submit reports anonymously. Disclosing one's identity or providing information that could lead to identification is not required and is not necessary for submitting a report or for subsequent communication during the review process. Even if a whistleblower voluntarily chooses to disclose their identity, this information is only shared when it is absolutely necessary (e.g., in official or legal proceedings) or with the explicit consent of the whistleblower.

The Corporate Legal & Compliance function of the Nemetschek Group processes and evaluates whistleblowing reports independently and objectively in accordance with a standardized procedure to protect the rights of all parties involved – particularly those of the reporting person. This is also reflected in an internal reporting process to the supervisory bodies, which ensures a sufficient overview of the facts to serve as a basis for decision-making. At the same time, it strictly safeguards the privacy and data protection rights of the reporting person and other involved parties. The Nemetschek Group has established a policy regarding its material positive impact, corporate policies, and the promotion of corporate culture. A component of this policy is the "People Letter of Commitment", which is described in *<< 2.3 Social Information >>*.

As a globally operating company, the Nemetschek Group has established relationships with numerous suppliers and business partners that provide the Group with goods and services. The careful selection of suppliers and business partners is a key factor in the profitable growth and reputation of the Nemetschek Group. Rules and principles governing supplier and business partner selection, business transactions, service quality, and risk management serve to strengthen the Group's negotiating position and reduce financial, ethical, and reputational risks.

The Nemetschek Group's Group Procurement Policy, introduced in the 2024 reporting year, provides a framework for procurement activities and promotes good, harmonized practices in procurement, including purchasing and payment practices. The Group Procurement Policy applies to all employees worldwide who are responsible for procurement or are involved in any way in purchasing and procurement processes. The Group Procurement Policy was approved by the Head of Global Procurement and reviewed and endorsed by the Executive Board of Nemetschek SE. The policy stipulates a 30-day payment term, ensuring timely payments to suppliers and business partners.

The principles governing collaboration with suppliers and business partners are also outlined in the Supplier Code of Conduct of the Nemetschek Group. The Nemetschek Group expects its suppliers and business partners, as well as their employees, to act responsibly at all times and to fully comply with the laws, regulations, and policies of the countries in which they operate. Furthermore, compliance with the core principles of the Supplier Code of Conduct, the UN Global Compact (UNGC), and the fundamental principles of the ILO is required. The Supplier Code of Conduct also affirms that the Nemetschek Group is a fair and responsible market participant that adheres to its contractual obligations toward suppliers and business partners.

As an international software company, the Nemetschek Group places great importance on sustainable and responsible supplier relationships. The Group approach considers both supply chain risks and their impact on sustainability aspects. As part of Business Partner Due Diligence, the Nemetschek Group ensures a careful selection of business partners with regard to anti-corruption compliance. In the strategic procurement process, environmental criteria, such as packaging materials, energy consumption, and recycling opportunities, are incorporated into supplier selection, depending on the type of goods and services. These actions actively contribute to reducing indirect environmental impacts.

To further enhance transparency and efficiency in the supply chain, the Nemetschek Group plans to introduce a cloud-based procurement platform. This innovative solution will enable the early identification and mitigation of supply chain risks while strengthening collaboration with strategically important suppliers. The improved availability and quality of data will support more informed procurement decisions.

The integration of environmental criteria plays a key role in the selection of suppliers and contract partners. The modern procurement approach systematically incorporates these aspects and aims to ensure a sustainable and responsible supply chain. Potential partners are evaluated based on sustainability factors, such as energy efficiency and the use of renewable energy sources, waste management, and circular economy approaches. Social criteria that go beyond compliance with the core principles of the Supplier Code of Conduct, the principles of the UNGC, and the ILO are not yet considered in supplier selection. These criteria, alongside factors such as quality, innovation capacity, and pricing, are weighted differently in the overall supplier evaluation.

Incidents of Corruption or Bribery

The Nemetschek Group is fully committed to fair competition and explicitly rejects corruption and bribery. This commitment is based on the firm belief that long-term business success can only be achieved through lawful and responsible conduct, which also has a positive impact on stakeholder satisfaction. An open corporate culture and a well-established Compliance Management System (CMS) are key actions in combating against corruption and bribery. This message is consistently communicated to employees worldwide through "Tone from the-Top" actions, such as the regular Board Letter, which, like the Group-wide Code of Conduct, is published in both German and English and made available on the Nemetschek Group intranet and website. The Code of Conduct has been communicated across the entire Group and is binding for all employees, regardless of their position within the company.

Actual or suspected violations of applicable laws – including anti-corruption and anti-bribery laws – internal standards, or other regulations, are regularly reviewed, identified, and assessed through various risk analyses and audits conducted by Corporate Legal & Compliance, the risk management function, and Internal Audit. The assessment is conducted based on (industry)-standard parameters, including likelihood of occurrence and potential amount of loss. These audits and analyses are further supplemented by the Group-wide whistleblowing system, which serves as an additional mechanism for detecting bribery and corruption risks.

To prevent bribery and corruption, the Nemetschek Group has implemented a range of processes to raise and strengthen awareness of bribery and corruption risks across the organization. As a general principle, employees receive guidelines, instructions, and support materials to help them manage corruption and bribery risks in their daily work. Corporate Legal & Compliance uses various communication channels, including intranet publications, emails, and mandatory e-learning, which incorporates practical scenarios to help employees act in compliance when faced with corruption or bribery risks. Employees also have access to the Group-wide anti-corruption policy, which provides detailed requirements and specifications, refining the principles outlined in the Code of Conduct. This policy is supplemented by additional documents for specific processes and situations, such as guidelines on gifts, hospitality, and corporate event planning. The policy has been globally communicated and implemented across all business units of the Nemetschek Group.

As a global software provider, the Nemetschek Group naturally interacts with a wide range of business partners across its upstream and downstream value chain. To minimize the resulting legal, financial, and reputational risks, such as those arising from allegations of corruption and bribery, the Nemetschek Group has developed a risk-based approach to ensuring compliant and diligent business partner management. This approach includes a selection of risk mitigation actions that employees can choose from depending on the level of risk exposure. This includes the Supplier Code of Conduct, which defines the Nemetschek Group's expectations towards third parties, as well as guidance for employees on how to assess and evaluate potential risks through a due diligence process. Depending on the business partner's risk exposure, the due diligence process may be conducted with varying levels of detail. The guidance provides employees with different courses of action to address these risks.

Finally, the Nemetschek Group has also established a standardized internal investigations process covering all types of compliance violations, including actual or suspected cases of corruption and bribery. This process includes the investigation and management of compliance violations, as well as the development and implementation of remediation actions. The process consistently follows the four-eyes principle and ensures confidentiality.

To fulfill its corporate governance responsibilities, Corporate Legal & Compliance serves as an independent reporting body for evaluating and investigating reported concerns. Specific procedures have been established to prevent conflicts of interest in cases where Executive Board members or Corporate Legal & Compliance itself are subject to reports. In such cases, alternative responsibilities and reporting structures have been defined and documented within the process description. The results of internal investigations are presented to the Executive Board and Supervisory Board in a summarized and abstract format as part of quarterly reporting. This includes, among other things, the appropriate consideration of legal requirements regarding the confidentiality of whistleblowers' identities and data protection regulations. In addition to periodic reporting, ad hoc reporting is conducted if necessary.

Group policies, including the anti-corruption policies, are of particular importance in the context of prevention. They contribute to ensuring employee compliance in key areas, such as the prevention and detection of corruption and bribery. These policies protect both employees and the company, thereby contributing to sustainable development. Therefore, the communication and implementation of group policies at the Nemetschek Group follow a standardized process to ensure that all relevant stakeholders across all local entities receive the policies and are adequately informed about their content.

The Corporate Legal & Compliance function ensures that each compliance policy is endorsed at the global executive board level ("Tone from the Top") and that a formally documented resolution by the board is obtained. Corporate Legal & Compliance then communicates policies, such as the Group-wide anti-corruption policy, via the intranet and email. To ensure that the policy is communicated and implemented across all relevant local entities, Corporate Legal & Compliance forwards the policies to all brand managing directors and utilizes the globally established compliance network, which consists of designated compliance coordinators responsible for each brand within the Nemetschek Group. The compliance coordinators are responsible for obtaining internal approvals at the brand level and securing the support of local management for the respective policies ("Tone from the Top"). They then communicate the policy content to all employees and provide necessary training sessions

One component of the Nemetschek Group's portfolio of preventive actions to prevent violations of anti-corruption and anti-bribery laws is the mandatory computer-based compliance training, which is offered in various formats. These training sessions aim to promote a corporate culture where all employees are aware of potential compliance risks. The Nemetschek Group utilizes a modern compliance training tool to efficiently and sustainably disseminate knowledge on anti-corruption and bribery prevention across the Group. The e-learning program has been rolled out across all Nemetschek Group subsidiaries and is mandatory for all employees, including management. The training must be completed at the beginning of employment and must be repeated regularly, in most cases at least every two years, depending on the subsidiary. The training includes both theoretical content and practical examples related to anti-corruption and bribery prevention. Additionally, Corporate Legal & Compliance regularly provides further training sessions for compliance coordinators, who act as local multipliers within their respective brands ("Train the Trainer principle").

Corruption and bribery represent a general risk to the Nemetschek Group. Therefore, the Nemetschek Group applies its established anti-corruption and anti-bribery actions equally to all employees to raise broad awareness of these risks. The Nemetschek Group recognizes that functions with direct interfaces to external business partners, such as procurement and sales departments as well as the Executive Board, are particularly exposed to corruption and bribery risk scenarios. The Executive Board maintains regular dialogue with Corporate Legal & Compliance to ensure that the Nemetschek Group's compliance management system continues to meet evolving internal and external regulatory requirements. To maintain this standard, the Executive Board supports the establishment, maintenance, and enhancement of new and existing compliance actions. This includes reinforcing a consistent "Tone from the Top" culture and leading by example in fulfilling compliance obligations and training requirements ("Walk the Talk"). Executive Board members therefore participate in the same anti-corruption training as regular employees. Considering their particularly high-risk exposure to corruption and bribery scenarios, Executive Board and Supervisory Board members have been provided with additional training materials by Corporate Legal & Compliance, outlining bribery and anti-corruption risks, solutions, and appropriate conduct in critical situations.

During the reporting period, no reports or grievances regarding violations of anti-corruption or anti-bribery laws were received through the Nemetschek Group's established reporting channels. Furthermore, the Nemetschek Group is not aware of any ongoing proceedings, resulting convictions, or fines related to violations of anti-corruption or anti-bribery laws in connection with its subsidiaries during the reporting period.

In the 2024 reporting year, a total of 3,846 employees across the Group were recorded as having completed compliance training, representing 86.2%. The metrics also include trained employees who have left the Nemetschek Group within the brand-specific training cycle.

Payment Practices

As a global software company, the Nemetschek Group is committed to ensuring fair payment terms for all suppliers. A 30-day payment term from the invoice date is granted to all suppliers. Longer payment terms, for instance, with larger companies, may be individually negotiated as long as they do not result in unfair disadvantage. During the reporting period, the Nemetschek Group was not aware of any outstanding legal proceedings related to unfulfilled payments by any of its subsidiaries.

Cyber and Information Security Actions

For the company-specific topic of Cyber and Information Security, the Nemetschek Group reports additional material information and relevant metrics in its sustainability statement to assess performance and effectiveness in relation to information security. Since the fiscal year 2024, the Risk Committee of the Nemetschek Group has been discussing not only risks and opportunities but also information security impacts on a quarterly basis with the executive board. These discussions are documented in a quarterly report for the supervisory board.

The Nemetschek Group's security strategy is based on a three-layer security model. This model consists of a "Brand Layer", which focuses on local implementation and security management at the brand level, a "Group Layer", which is mandatory for all brands and ensures fundamental security standards, and a "Flexible Layer" which includes optional services available to brands upon request. The "Group Layer", which is managed by the group-wide and centrally controlled Information Security function and includes shared services operated by the Security Operations Center (SOC), comprises several mandatory services. These cover the implementation of standard technology, asset management, vulnerability management, threat alerts, 24/7 security monitoring, and 24/7 incident response. Web application security is intended to be ensured through the use of web application scanners and other security auditing tools. Employee security awareness is reinforced through phishing campaigns and training sessions. Regular penetration tests are conducted to identify vulnerabilities. The "Group Layer" also includes standardized brand security reports and technical incident response services. The "Flexible Layer", primarily managed by Nemetschek SE, including the SOC, offers advanced services. These include an Managed Detection and Response (MDR) service, which enhances monitoring capabilities, asset-based and brand-specific solutions with result analysis, as well as administrative support services for the entire Group. The brands remain responsible for contract management and the implementation of Group-wide security actions at the local level. The strategy also includes the provision of hardening guidelines and comprehensive training sessions to support these efforts. This multi-layered approach aims to create an appropriate, scalable, and flexible security system that can be tailored to the specific needs of individual brands while ensuring a solid security foundation for the entire Group.

The Nemetschek Group acknowledges its responsibility to continuously improve information security, thereby creating added value for internal and external stakeholders, including customers, business partners, and employees. The company considers the needs of various interested parties, both internally and externally, and addresses relevant information security issues within the Group. The interests and perspectives of key stakeholders in the area of information security are as follows:

- Employees (internal): Implementation of ISMS controls to protect the company information, securing the work environment, and enhancing capabilities through training sessions
- Management (internal): Minimizing operational disruptions and security incidents to maintain brand value and reputation while ensuring cost-efficient information security
- Shareholders (external): Preventing loss events through cost-efficient information security and compliance with legal requirements
- Customers (external): Ensuring the protection of customer information and the availability of services while maintaining confidentiality, integrity, and availability
- Suppliers (external): Implementing controls to meet supplier security requirements and ensure secure operations
- Authorities/Auditors (external): Ensuring compliance with legal requirements and providing evidence of a functioning ISMS
- Cyberinsurance providers (external): Preventing damage through strong cyberdefense

For a globally operating company in the AEC/O and media and entertainment industry like the Nemetschek Group, a comprehensive and reliable information security management system is of central importance. To best protect the Group's software solutions, IT systems, and networks against cyberthreats, investments are made in the company's security infrastructure, and various actions are implemented to enhance security levels. As part of the Group-wide Business Enablement Initiative, operational excellence in information security is also to be increased through greater organizational efficiency and effectiveness, as well as harmonized processes. The centrally managed ISMS, which applies to all segments of the Group, its own operations, and the Nemetschek Group's value chain, is intended to strengthen confidence in the Nemetschek Group as a reliable market partner and contribute significantly to the implementation of the Group's growth strategy.

The process for identifying and assessing the material impacts, risks, and opportunities related to information security follows the process of double materiality assessment as well as the management of material impacts, risks, and opportunities within the Group. During the double materiality assessment, the Group Information Security function was closely involved in identifying and assessing sustainability-related impacts, risks, and opportunities in the area of information security. The management of material impacts, as well as the actions taken and their effectiveness, is the responsibility of the Corporate Information Security Officer (CISO). As part of the double materiality assessment, actual or potential, positive or negative impacts, risks, and opportunities in the area of information security were identified that are directly linked to the Nemetschek Group's business model, strategy, and value chain. The assessment of impacts, risks, and opportunities in information security has determined that the actual positive impacts related to the Nemetschek Group's security infrastructure exceed the defined materiality threshold and are therefore relevant for this report.

The Nemetschek Group fulfills its social responsibility and is committed across the entire Group to the diligent handling of information from employees, customers, and business partners. The Information Security function oversees group-wide information security activities to always ensure appropriate organizational and technical actions – at the Group level, as well as at segment and brand levels. The function is led by the CISO, who reports directly to the CFO and thus to the Executive Board of Nemetschek SE. Information security is organized through a Group-wide ISMS implemented in the respective brands. At the end of the 2024 reporting year, the ISMS of all brands, except GoCanvas (and SiteDocs), was certified according to ISO/IEC 27001. The Nemetschek Group's corporate structure enables centralized control and monitoring at the Group level, while brands retain responsibility for information security.

The Nemetschek Group's approach to managing information security includes detailed regulations and procedures aligned with international standards and regulatory requirements. The Group-wide information security policies, including the "Group Information Security Guideline" and "Group Information Security Policies", aim to protect IT systems and data, as well as the security of products, employees, and office locations throughout the Group. The policies are based on the Group-wide ISMS, which complies with ISO/IEC 27001 standards, and focus on preventing security incidents, their early detection, and ensuring an appropriate response. The policies include technical and organizational actions for implementing and monitoring information security. The effectiveness of the actions is regularly reviewed by independent bodies and internal audits at least annually. The regulations apply to all entities within the Nemetschek Group and cover management processes, core processes, and support processes. The "Group Information Security Guideline" and "Group Information Security Policies" were adopted by the CISO of the Nemetschek Group and approved and released by the Executive Board of the Nemetschek Group. The regulations are updated as needed, generally at least once a year.

The implementation of information security policies includes several actions that are particularly relevant for the Nemetschek Group, including:

- ISO/IEC 27001 Certification: In fiscal year 2024, all brands, except GoCanvas (and SiteDocs), were successfully certified according to ISO/IEC 27001. The certification is valid until 2027. GoCanvas (and SiteDocs) will be integrated into the Nemetschek ISMS through a scope extension in 2025, as planned.
- SOC: In fiscal year 2023, a Group-wide standardized information security architecture was established and implemented across brands and their IT systems. Centralized monitoring, evaluation, and response to identified security incidents are managed through the newly established SOC. The SOC provides 24/7 threat detection to identify and mitigate security attacks targeting employees or IT systems. The SOC enables real-time detection and rapid response to threats. Relevant security incidents are escalated into a defined security incident process.
- Training and Awareness: Additional priorities in information security include regular training for all employees through web-based training, phishing email simulations, and targeted communication campaigns to enhance employee awareness of information security. The Group-wide mandatory e-learning program on information security is also updated annually. A well-trained workforce enables the Nemetschek Group to detect and mitigate security threats at an early stage. Regular training is a key component of the Group's commitment to information security.
- Cybersecurity Insurance: To further mitigate information security risks, the Nemetschek Group also maintains a Group-wide cybersecurity insurance policy with coverage appropriate to the size of the Group.

Further actions, such as an improved reporting structure, arise from potential new regulatory requirements, such as the Network and Information Security Directive (NIS2). At the same time, the Nemetschek Group is preparing for the European Cyber Resilience Act (CRA), which provides for an expanded vulnerability program for software products. With its actions in the area of information security, the Nemetschek Group aims to ensure the security and resilience of products with digital elements in order to be prepared for future legal obligations.

The Nemetschek Group's internal security control system monitors the effectiveness of concepts and actions with regard to material impacts, risks, and opportunities in the area of information security. The number of security incidents by severity level, Time to Detect (TTD: time required to identify an incident or security threat), and Time to Respond (TTR: time required to contain and resolve an incident or security threat) are subject-specific control variables, which provide insights into the effectiveness of existing policies and actions in information security. Internal and external security audits, as well as penetration tests, provide additional insights into the effectiveness of the ISMS.

Information security metrics are measured through regular data collection on performance, risk indicators, and governance practices. The Group Information Security function periodically evaluates performance against internal targets, analyzes trends, and compares them with data from the technology industry, which is generated by platform providers using anonymized customer data. Based on these assessments, initiatives for the continuous improvement of the ISMS are introduced to enhance Group-wide policies and processes in the short to medium term. The Nemetschek Group discloses its performance in information security through regular oral and written reports to the ELT and external stakeholders (e.g., customer questionnaires on information security or certification audits). The systematic information security approach of the Nemetschek Group supports efforts to protect IT systems, data, products, employees, and office locations in alignment with corporate goals and the expectations of internal and external stakeholders, enabling the effective management of impacts, risks, and opportunities.

To assess information security performance, the Nemetschek Group conducts regular internal and external audits, including supplier audits and penetration tests. Relevant findings are reported regularly to the management of Nemetschek SE or the respective brand. The information security strategy focuses on the continuous improvement of existing processes and includes regular regulation updates as well as internal corrective actions. The Group Information Security function is committed to transparent reporting on the effectiveness of policies and actions for internal and external stakeholders in compliance with ISO/IEC 27001.

The Nemetschek Group aims for zero security incidents. Security incidents are understood as individual or a series of unwanted or unexpected information security events that are highly likely to affect the Group's business operations and endanger information security. The time spans of TTD and TTR in security incidents should be kept as short as possible. In the event of security incidents, these are thoroughly investigated after resolution and appropriate actions are taken to prevent a recurrence of a security incident. The metrics in the area of Cyber and Information Security are reported for the first time in the current reporting year and serve as a base for future reporting periods.

The Nemetschek Group tracks security incidents and the corresponding TTD and TTR for all brands, except Maxon and GoCanvas, via a SaaS-based "Managed Security Service Provider" (MSSP) platform. Metrics for Maxon and GoCanvas are recorded separately. The Corporate Information Security function validates and consolidates security incidents, TTD, and TTR at the Group level. Security incidents at the Nemetschek Group are categorized into three levels ("medium", "high", or "critical"). The classification is based on an assessment of financial and reputational impacts. In the fiscal year 2024, a total of 9 incidents occurred in the "medium" category. There were no incidents in the "high" and "critical" categories. The average TTD is almost real-time, the average TTR is approximately 26 minutes.

3 Economic Report

3.1 Macroeconomic and Industry-Specific Conditions

General Economic Conditions

Global Economy

In 2024, the global economy continued to be impacted by geopolitical crises and persistently high interest rates in key economic areas. Nevertheless, global growth remained robust overall, with gross domestic product (GDP) continuing to grow at 3.0% in the first half of the year, according to the DIW Weekly Report No. 36-2024, and remaining stable in the second half of the year, ending the year at 3.2% according to the International Monetary Fund's World Economic Outlook published on January 17, 2025.

The economic development in the developed economies varied. While weak growth of around 0.8% is projected for the European Union (EU), the US economy performed significantly better, with an estimated growth rate of 2.8% according to the World Economic Outlook published on January 17, 2025. While the EU continued to suffer from structural weaknesses, restrained investment activity and the consequences of high energy prices, the US economy benefited from a robust labor market and solid consumer demand. This divergence underscored the different challenges and growth impulses in the two regions.

Declining inflation rates prompted the European Central Bank (ECB) and the US Federal Reserve (FED) to make their first interest rate cuts, from June and September respectively. Nevertheless, the interest rates in both economic regions remained relatively high, which – coupled with ongoing inflation – had a dampening effect on the investment and consumer behavior of companies and private households alike.

According to the IWF report as of January 17, 2025 GDP growth of approx. 4.2% is expected for emerging and developing countries. China, as a significant actor within this Group, experienced sluggish domestic demand, however, which had an adverse effect on emerging and developing countries as a whole.

In its Annual Report 2024/2025, published on November 13, 2024, the German Council of Economic Experts forecast global GDP growth of 2.6%, which represents an increase of 0.4 percentage points on the prior-year forecast. The International Monetary Fund (IMF) forecast global growth of roughly 3.2% for 2024 in its World Economic Outlook published on January 17, 2025.

Below, the performance of the regions relevant to the Nemetschek Group is examined in more detail.

Eurozone

Geopolitical crises, particularly the ongoing Russian war of aggression against Ukraine, once again dominated the economic performance of the Eurozone in 2024. In addition, the associated energy crisis continued to have an impact in 2024, although the situation on the energy markets eased compared to the previous year. Inflation fell compared with 2023, but remained high, which depressed the purchasing power of private households. On account of the partial normalization of inflation, the European Central Bank (ECB) was able to cut interest rates slightly for the first time in several years. However, interest rates remained comparatively high, continuing to contribute to low demand for credit and low investment growth. In particular, the German economy, as the largest Eurozone economy, continued its negative trajectory in 2024 following a price-adjusted decline in gross domestic product (GDP) of −0.3% in 2023. The main reasons for this development were the lack of necessary structural reforms, as well as the aforementioned high energy prices and interest rates and the slowing down of domestic consumption and international export demand. For Germany, the German Council of Economic Experts projected a moderate contraction of −0.1% for 2024, while the IMF’s January 2025 update pointed to a slightly sharper slowdown of −0.2%.

Overall, in its Annual Report 2024/2025 published on November 13, 2024, the German Council of Economic Experts assumed economic growth of 0.7% for the Eurozone for 2024. In its World Economic Outlook published on January 17, 2025, the IMF currently expects growth of 0.8% in 2024, i.e., slightly in excess of its 2023 forecast of 0.4% for the Eurozone. According to Eurostat, the unemployment rate in the euro area remained stable at 6.3% in December 2024, with regional differences remaining high. The shortage of skilled workers is worsening in many sectors, including the software industry and the construction industry, and is hindering long-term growth prospects.

USA

The US economy performed well in 2024, bolstered by strong domestic demand and continued high investment in key areas such as semiconductor production and new technologies. Moreover, the Inflation Reduction Act (IRA) ensured further positive growth momentum, especially in renewable energies. The high interest rate burden had initial effects, however, as surplus private savings were largely used up and consumption slowed down in some cases.

Overall, in its Annual Report 2024/2025, the German Council of Economic Experts assumed economic growth of 2.7% for 2024, whereas the IMF arrived at a figure of 2.8%. According to the German Council of Economic Experts, the risks of a stronger slowdown have increased, but nonetheless remain limited.

Asia

Within Asia, Japan is currently the Nemetschek Group's strongest regional single market in terms of revenues. In 2024, Japan's economic performance was marked by a quite moderate growth rate, a slowing down of inflation, and structural adjustments. The IMF puts Japan's real-term GDP growth at roughly −0.2% for 2024. This represents a slowing down compared with the previous years, which is attributable to weaker global demand and the impact of production downtime, especially in the automotive industry. According to the World Economic Outlook published on October 22, 2024, inflation dropped to approx. 2.2%, compared with 3.3% in 2023. This was partially mad possible by lower commodities prices and the stabilization of the yen. Despite rising wages private consumption was weak as real purchasing power remained limited due to inflation.

Emerging Markets

The emerging markets are growing in importance for the Nemetschek Group. It is already active in individual countries and regions, such as India. In addition, the development of the Chinese economy is important for the Nemetschek Group. Due to its size, changes in the Chinese economy and economic policy have a direct impact on the development of neighboring countries and the entire global economy.

In its annual report 2024/25 published on November 13, 2024, the German Council of Economic Experts expects the emerging markets to grow by 4.3% overall. In its World Economic Outlook in January, the IMF predicts growth of 4.2% for 2024. Developments in the individual countries in the emerging markets group will continue to vary strongly. For the **Asian region**, the IMF predicts growth of 5.2% for 2024. The slight decline compared to 2023 (5.7%) is mainly due to the slower recovery in China, where structural problems in the real estate sector and muted export demand are hampering momentum. With a growth rate of 6.8%, **India** remains the region's growth engine and is the world's fastest-growing economy, according to Germany Trade & Invest (GTAI). Key factors driving this development include subsidies such as production-linked incentives (PLI), which provide targeted investment support, as well as rising domestic demand and increasing purchasing power. In addition, ongoing digitalization, together with extensive infrastructure projects, is creating an innovation-friendly environment that encourages companies to make additional investments. The demographic structure – a young population with great labor force potential – as well as a series of government reforms and efforts to reduce bureaucracy are further strengthening the confidence of foreign investors and consolidating India's position as a growth engine in the region.

According to the World Economic Outlook of October 22, 2024, the IMF expects the positive development in **European emerging markets** to continue in 2024, with a growth of 3.2% after 3.3% in year 2023. The IMF sees a stable development in the European emerging countries, with a growth of 3.2% in 2024 on the back of 3.3% in 2023. According to the IMF, the **Latin American emerging markets** are set to grow by 2.4% in 2024. The region remains affected by low commodities prices and the uncertainties in Brazil and Argentina. A return to more stable political conditions, however, could boost investment activity. A growth of approx. 2.4% is expected by the IWF for the **Middle East and Central Asia**, which is up slightly on 2023 (2.0%). A more stable geopolitical environment and diversification strategies away from the oil industry are having a positive effect. After **Saudi Arabia** experienced a slight decline in economic growth of −0.8% in 2023, the economy recovered and is expected to achieve a growth rate of 1.3%, according to the Saudi Arabian General Authority for Statistics. This adjustment reflects the deliberate reductions in oil production, both as a result of the country's own measures and of OPEC agreements to stabilize the global oil market. While the growth rate in the oil sector slowed, the non-oil sector (tourism, technology, and entertainment) remained a driving force for the economy. With a forecasted growth rate of 3.8% (according to the IFW), the **African developing countries** are seeing a moderate improvement. Investments in infrastructure projects and a diversification of the economy are spearheading expansion, even though many countries continue to struggle with high debt levels and inflation.

Sources: DIW Wochenbericht No. 36-2024, German Council of Economic Experts, Annual Report 2024/2025 dated November 13, 2024, and International Monetary Fund, World Economic Outlook Update dated October 22, 2024, and January 17, 2025. January 2025, Eurostat (Statistics | Eurostat) und German Trade Invest (Wirtschaftsausblick Indien); Oxford Economics und General Authority for Statistics.

Development of industry-specific conditions in the construction industry

Europe

In 2024, Europe remained the most important market for the Nemetschek Group, accounting for around 49% of group revenue. Following growth declines in the construction industry in the previous two years, particularly due to high interest rates, this trend continued in 2024, with the industry contracting by −2.4%. This was due to weaker domestic and foreign investments, which led to a fall in demand for building materials and other associated preliminaries. Moreover, high interest rates and tense lending conditions had a substantial impact on the real estate market, which, in turn, weakened the construction sector, partly because of the diminishing effect of generous incentives for energy-efficient renovation. Private non-housing construction was also hindered by high borrowing costs and structural changes such as the rise in hybrid remote-working models and online retail, which have cut demand for office and retail spaces. The individual European markets performed very disparately in some cases in 2024. While the highest declines were mainly recorded in the Nordic countries, such as Finland (–5.4%), Sweden (–5.3%) and Norway (–4.9%), countries such as Spain (+2.0%), Portugal (+1.5%) and Ireland (+1.4%) even achieved notable growth rates. The German market, which is important for the Nemetschek Group, recorded a slightly disproportionate decline in the construction industry of 2.8% compared to the rest of Europe.

North America

Alongside the European market, the **United States** is one of the most important sales markets for the Nemetschek Group. For 2024, the FMI (as of October 2024) anticipates that expenditure in the construction sector will continue to rise, albeit at a slower rate than in the prior-year period, meaning that growth of approx. 5% is to be anticipated. The three segments of commercial building construction (+6%), the infrastructure sector (+5%), and the housing market (+5%) all contribute to this development with similar growth rates. Within commercial building construction (+6%), the areas of public safety (29%) and production facilities (21%) represent the chief drivers of growth. In the housing market (+6%), the picture has reversed compared with the previous year. Whereas multi-family homes were still the growth driver in 2023 (+18% in the year 2023), they posted a –4% decline in 2024. By contrast, single-family homes (+5%) and housing renovations (+8%) gained renewed momentum following the declines witnessed in 2023.

On the back of minimal growth of just 2% for the construction industry in **Canada** in 2023, it recovered slightly in 2024, with growth of +4% forecast for 2024. This recovery was particularly pronounced in housing growth, which once again recorded a slight increase (+2%). However, the growth of +4% seen in commercial buildings was lower than the previous year's increase of +8%.

Asia/Pacific

The construction industries in the Asia–Pacific region which still represent the world's largest building sectors exhibited a decline of around 3.0% in 2024. This development was influenced by a variety of factors.

The construction industry in **China**, in particular, recorded a sharp decline of around –5.3%. Although public-sector investment in infrastructure, particularly in the transport sector, was bolstered by the 14th Five-Year Plan, demand in the real estate sector was held back by high excess debt. In addition, strict government controls, such as limits on the indebtedness of real estate companies, borrowing restrictions on buyers, land purchases, and construction regulations, had a negative impact on the market.

India's construction sector remained a growth region in 2024, with a rise of 7.5%. The driving factors were large-scale infrastructure projects, continued urbanization, and increasing investments in housing projects. The government also implemented initiatives such as the National Infrastructure Pipeline, channeling significant funds into road, railroad, and energy projects.

The **Japanese** construction industry recorded moderate growth of approx. 1.8%, driven by investments in the modernization of infrastructure and transport networks. Major projects, such as expansion of the Shinkansen high-speed rail network, contributed to this stability.

In 2024, the construction industry in **Saudi Arabia** recorded growth of 0.4%. The weak growth of the construction industry in Saudi Arabia in 2024 resulted mainly from production cuts in the oil sector, which led to lower government revenues and reduced infrastructure investments. According to the Construction Outlook Q4 2024 for Saudi Arabia, Oxford Economics is forecasting a return to higher growth of 3.0% to 6.6% in the coming years. Residential and commercial construction is seen as a driver of growth, while civil engineering is not expected to see significant growth until 2026. The main underlying growth drivers are investments in Vision 2030 projects, rising private investments and improved credit conditions.

Other countries such as Indonesia, Vietnam and Bangladesh recorded average growth of more than 5.0%, with urbanization and economic development remaining key growth drivers.

Sources: 98th EUROCONSTRUCT Summary Report, Winter 2024 (November 2024); 2024 North American Engineering and Construction Outlook, Fourth Quarter Edition (October 2024), Fortune Business Insights (Marktgröße für Baumaterialien | Globaler Branchenbericht 2032); Mordor Intelligence (Analyse der Marktgröße und des Anteils von Bau- und Konstruktionsplatten – Branchenforschungsbericht – Wachstumstrends); Construction Outlook, Q4 2024 Saudi Arabia (December 2024); Oxford Economics.

Development of the Media and Entertainment Industry

The global 3D animation market continued to be influenced by the geopolitical crises and conflicts in 2024. In addition, ongoing challenges such as the film and TV strike in Hollywood prevented the market from fully unleashing its growth potential. In spite of these limitations, the media and entertainment market grew overall, driven by technological innovations and rising demand for high-quality visual and creative content.

A key factor for the sector's resilience is the diversity of markets and target groups addressed, particularly by innovative solutions such as the Maxon Group brand. Maxon solutions are not only used to produce feature films, TV products, and commercials, but also in the games industry and the fields of medical illustration, virtual reality (VR), augmented reality (AR), architecture, and industrial design.

In the long term, the brand benefits from powerful structural growth drivers, such as the growing use of VR and AR technologies and the integration of artificial Intelligence (AI). Forecasts indicate that the global 3D animation market will achieve a low double-digit annual growth rate by 2030, which is attributable to increasing demand for animated experiences and the application of visual effects in various sectors.

Source: PwC Global Entertainment & Media Outlook 2024-28 (https://www.pwc.com/gx/en/news-room/press-releases/2024/pwc-global-entertainment-and-media-outlook-2024-28.html)

3.2 Business Performance in 2024 and Key Events Influencing the Company's Business Performance

General Statement on the Economic Position of the Group

2024 was marked by geopolitical conflicts and crises and the macroeconomic challenges resulting from these factors. The consequences of the ongoing Russian war of aggression on Ukraine and the escalating Middle East conflict, which is spreading within the region, influenced world events and impacted the global underlying economic conditions. Overall, however, the global economy once again proved to be resilient in 2024. Global declines in inflation, and the associated cuts in interest rates by individual central banks, also had a supporting effect and, overall, ensured a slight improvement in the global economy. This overall development, however, was marked by considerable regional and industry-specific uncertainties. In this challenging environment, the Nemetschek Group once again performed positively and generated very strong business results.

In the course of 2024, the Nemetschek Group's business developed very favorably and better than originally expected in the outlook for the financial year 2024 published in March. In particular, the operational strength of the business and the resilience of the business model, which is also based on the continued successful transition of the business model to recurring revenues from subscription and SaaS models, have once again shown how the Nemetschek Group can develop very successfully even in a demanding and challenging environment. With the acquisition of GoCanvas Holdings, Inc., (Reston, Virginia, USA) on July 1, 2024, the largest company acquisition in the history of the company to date was successfully completed during the financial year, see *<< M&A / Start-up und Venture Investments >>*.

Despite the ongoing transition of the business model to subscription and SaaS models and a still challenging market environment, overall Group revenue increased by 16.9% (currency-adjusted: 17.2%) to EUR 995.6 million. Organic growth, i.e., adjusted for the effects from the takeover of GoCanvas Holdings, Inc., with effect from July 1, 2024, came in at 13.7% (currency-adjusted: 14.0%).

The Group's earnings before interest, taxes, depreciation and amortization (EBITDA) grew to EUR 301.0 million (previous year: EUR 257.7 million). At 30.2%, the EBITDA margin was almost at the previous year's level of 30.3%. This includes one-time costs for M&A activities as well as the dilutive effect of the profitability of GoCanvas Holdings, Inc., which is still below the Group average.

The organic EBITDA margin, i.e., excluding the dilutive effect of the lower operating profitability of GoCanvas, was at 31.1%. The results do not yet reflect the full potential of GoCanvas Holdings, Inc., as both the revenue and EBITDA contribution in the second half of the year were reduced by a high single-digit million euro amount due to the IFRS-related purchase price allocation.

Annual recurring revenue (ARR) grew by 41.9% (currency-adjusted: 41.6%) to EUR 1,019.9 million. Organic ARR growth, i.e., adjusted for the GoCanvas contribution, of 34.6% (currency-adjusted: 34.2%) was generated. The ARR growth was therefore significantly more than the Group's revenue growth, which indicates a growth potential in the next 12 months.

In line with the strategy, the share of annual recurring revenue in total revenue increased significantly to 86.5% (organic, i.e., excluding GoCanvas Holdings, Inc.: 86.3%). As such, this figure climbed by around 10 percentage points compared to the prior-year figure (76.6%).

The ongoing Russian war of aggression on Ukraine as well as the ongoing military conflicts in the Middle East have left traces on the company and its employees. The Nemetschek Group believes that the economic sanctions imposed on Russia are an important instrument for restoring peace in Ukraine and therefore continues to suspend all activities with sanctioned persons, organizations or regions until further notice. In 2021, i.e., before the outbreak of war, business in Russia accounted for roughly 0.5% of total Group revenue. At present, no revenues generated in Russia are known.

The military conflicts in the Middle East continued in 2024 and spread within the region. As the Nemetschek Group does not have any direct business relations in the war region and does not engage in any activities there, the immediate consequences of the war on its earnings, financial and asset situation remained insignificant in 2024.

In addition to the direct effects described above for the Nemetschek Group, both the Russian war of aggression on Ukraine and the armed conflicts in the Middle East left traces on the development of the global economy and industries relevant to the company in 2024, see *<< 3.1 Macroeconomic and Industry Conditions >>*.

Overall, the business model, which is characterized by a broad portfolio of solutions, strong regional diversification in different client segments, and a high proportion of recurring revenue, proved to be very resilient. In 2024, the Nemetschek Group once again observed global developments and crises, as well as their potential effects on the company, extremely closely in order to respond quickly to possible impacts if necessary. First and foremost, however, the initiated strategic initiatives were driven forward, and key milestones reached, in the 2024 fiscal year. The main focus of this work was on strengthening the Group-wide go-to-market approach and further internationalization, the expansion of the subscription and SaaS models, and the continuous development of innovative solutions and new technologies connected with artificial intelligence, cloud features, and sustainability. The Nemetschek Group focuses relentlessly on the satisfaction of existing customers and on acquiring new ones. A further key area of focus lies in expanding the company's operations through acquisitions and investments in young and innovative start-ups.

As a growth-oriented company, the Nemetschek Group strives to grow sustainably and profitably, now and in the future. In order to do justice to the challenges associated with the company's increasing size, along with the significant increase in regulatory requirements, governance and management structures have been further expanded in recent years, and the Business Enablement initiatives launched have been continued and extended. In the 2024 fiscal year, the focus was on strengthening existing governance functions at the company and implementing the strategic focus areas outlined.

M&A / Start-up & Venture Investments

The strategic "Start-up & Venture Investments" initiative strengthened the Nemetschek Group's innovation-oriented focus on new technologies and investments in young companies, resulting in further investments in 2024. Since the start of the strategic initiative in the middle of 2021, the investment volume of the Nemetschek Group in start-ups amounted to a medium double-digit million-euro figure, split between more than a dozen promising start-ups and fostering not only the company's own innovative capabilities, but also that of industry.

Beyond the investments and shareholdings in start-ups, M&A transactions play a significant role in successfully implementing the corporate strategy, which is geared toward sustainable growth. In the reporting year, the largest M&A transaction in the company's history – the takeover of GoCanvas Holdings, Inc. – was successfully completed.

Segment level

On July 1, 2024, the takeover of GoCanvas Holdings, Inc., headquartered in Reston (Virginia, USA), was successfully completed. Since then, GoCanvas has been managed and fully consolidated within the Build segment. GoCanvas is a provider of SaaS solutions to facilitate collaboration between specialists on the construction site. With GoCanvas, traditionally paper-based processes can be digitalized and construction site safety improved. Synergies can be generated through complementary technologies, client bases, and regional sales structures. At the same time, the acquisition represents an ideal addition to the portfolio strategy in the Build segment, further accelerating the transition of the Nemetschek Group business model to subscriptions and SaaS models. At the time of the takeover, GoCanvas employed more than 300 people worldwide and generated annual recurring revenue (ARR) of USD 67 million and an operating margin below that of the Nemetschek Group in the 2023 fiscal year. The influence of the acquisition on the results of operations, financial position, and net assets is discussed under *<< Results of Operations, Financial Position, and Net Assets >>* . For more information on the takeover, see the notes to the consolidated statements under *<< Acquisitions of subsidiaries >>*.

Holding level

The Nemetschek Group is continually expanding its product and solution portfolio through acquisitions, gaining access to new technologies and / or regional markets and thus closing gaps in its value chain. In addition, new customer groups can be reached and market shares that are considered relevant and promising can be won. There is also a growing focus on investments in ventures in order to gain access to innovative technologies and business models and to promote the acceptance of new technologies in the market. With its know-how, the Nemetschek Group is in a position to influence the development of ventures positively and to strengthen value generation. Investments in ventures are made with the aim of deriving economic benefit from them, which is seen in a profitable sale.

During the past financial year, the Nemetschek Group invested in selected international companies in line with its strategic priorities.

At the beginning of the year, the Nemetschek Group made an additional investment in the US start-up Briq Technologies, Inc., based in Pasadena, California (USA). Briq offers a data-driven, collaborative platform for the automation of financial processes in the construction industry. Briq can be used to manage workflows, data, cash flow and projects, while simultaneously improving processes, precision and business workflows.

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As part of a series A financing round, the Nemetschek Group continued its investment in SmartPM Technologies, Inc., headquartered in Atlanta, Georgia (USA), and further expanded the existing partnership. With this investment, Nemetschek aims to further spearhead the transformation in construction and further broaden its reach in the key US market. The SmartPM software entails a cloud-based platform for increasingly automated project management in the construction industry. The solution optimizes existing planning software solutions by improving scheduling quality and automating project management processes.

During the course of the year, the Nemetschek Group also announced the investment it made in Document Crunch, Inc., headquartered in Alpharetta, Georgia (USA), as part of a series B financing round. Document Crunch is a technology firm specializing in the areas of AI-assisted document administration and risk management in the construction industry.

Beyond the investments outlined, partnerships were entered into at segment and brand level, such as in the form of an interoperability agreement with Autodesk and a strategic partnership with Hexagon. The aim of these activities is to support implementation of the strategic direction of the Nemetschek Group.

Details of company transactions can be found in the notes to the consolidated financial statements under *<< Acquisition of subsidiaries >>*.

Divestments

There were no significant portfolio divestments in the financial year 2024.

3.3 Results of Operations, Financial Position and Net Assets of the Nemetschek Group

Earnings

Revenue Development

In 2024, Group revenue rose by 16.9% to EUR 995.6 million (previous year: EUR 851.6 million). Adjusted for currency effects (i.e., on the basis of constant exchange rates compared with the previous year), revenue growth would have reached 17.2%. 2024 was thus impacted by slightly negative currency effects, particularly from the US dollar. Organic growth, i.e., adjusted for the effects from the takeover of GoCanvas Holdings, Inc., with effect from July 1, 2024, came in at 13.7% (currency-adjusted: 14.0%).

At 17.2%, revenue growth at constant currency was above the outlook of 13% to 14%, which was expanded due to the GoCanvas acquisition. Excluding the contribution from GoCanvas, organic growth was 13.7%. At 14.0%, organic growth after adjustment for currency effects was also above the originally forecast range of 10% to 11%. See also *<< 4 Comparison of the actual and forecast business performance of the Nemetschek Group >>*.

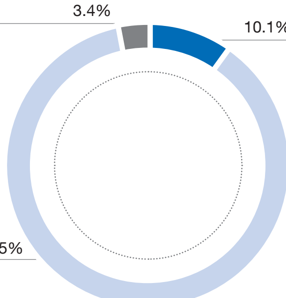
Annual Recurring Revenue (ARR) – see also *<< 1.4 Corporate management and governance >>* – developed positively in 2024. ARR grew by 41.9% (currency-adjusted: 41.6%) to EUR 1,019.9 million in the financial year 2024 (previous year: EUR 718.6 million), once again showing a higher growth momentum than total revenue, which in turn points to high growth in the future. This means that growth also exceeded the outlook of more than 30%. Organic growth in ARR was also very encouraging at 34.6% (currency-adjusted: 34.2%). The share of annual recurring revenues grew to 86.5% in the financial year 2024 (organically, i.e., excluding GoCanvas Holdings, Inc.: 86.3%). This means that the share increased again by around 10 percentage points compared to the previous year's level (76.6%) and is thus above the figure of around 85% that was forecasted.

In an economically challenging environment, the Nemetschek Group was able to grow year-on-year over all four quarters and thus continue on its sustained growth trajectory, while at the same time converting its business model from licenses to subscription and SaaS products. Strong end-of-year business in the fourth quarter of 2024 contributed to the forecast being exceeded. In the second half of the year, the completed takeover of GoCanvas Holdings, Inc., contributed to the strong revenue growth. But even without the contribution of GoCanvas Holdings, Inc., the revenue growth of 13.7% in the financial year 2024 was once again in the double-digit percentage range. The Nemetschek Group segments contributed to growth in 2024 by differing degrees – further information can be found in *<< Development of the Segments >>*.

DEVELOPMENT OF REVENUE AND GROWTH OF REVENUE

in EUR millions or percent	FY 2024	FY 2023	Change: Δ nominal in %	Change: Δ currency-adjusted in %	Organic change (excluding GoCanvas): Δ nominal in %	Organic change (excluding GoCanvas): Δ currency-adjusted in %
Total year	**995.6**	**851.6**	**16.9%**	**17.2%**	**13.7%**	**14.0%**
Q1	223.9	204.6	9.4%	10.3%	9.4%	10.3%
Q2	227.7	207.5	9.7%	9.7%	9.7%	9.7%
Q3	253.0	219.8	15.1%	15.8%	8.9%	9.6%
Q4	290.9	219.6	32.5%	32.3%	26.2%	25.9%

REVENUE DEVELOPMENT BY TYPE



The Nemetschek Group divides its revenue into three types: recurring revenue from software maintenance contracts and rental models such as subscription and SaaS (software as a service), software licenses and consulting and hardware.

Pure “software revenue” is divided into software rental models, software services and software licenses.

In the case of software rental models, a distinction is made between subscriptions and SaaS offers. While in the case of subscription models the software continues to be located by default on the customers' own local systems, in the case of SaaS models (cloud) the current version of the software is normally located on the servers of the Nemetschek brands, which customers can access.

Revenue from software rental models, such as SaaS and subscription contracts, is recognized over the agreed contract term or, in some cases, at the time of sale and subsequently over the contract term, as in the case of some of the subscriptions models, in accordance with the IFRS 15 accounting standard. Revenue from software maintenance contracts is recognized evenly over the entire contract term.

In contrast to software rental models, all revenues from software licenses are recognized at the time of sale (i.e., when ownership is transferred to the customer). The strategic goal is to gradually increase the share of recurring revenues. This goal is achieved by offering more software rental models, which leads to a more resilient and even more stable business model for the Nemetschek Group.

The transformation of the business model away from the traditional license business and towards a model with high recurring revenues, in particular through the transition to subscriptions and SaaS, was continued successfully in 2024. This transformation makes it possible to generate significantly higher revenues over the customer lifetime. At the same time, these revenue inflows are more resilient and thus easier to plan. In the short term, however, the transition to subscription and SaaS models has a temporary dampening effect on revenue growth due to accounting effects.

In the financial year 2024, the Nemetschek Group was able to increase its **recurring revenues from maintenance contracts and rental models** by 31.9% (currency-adjusted: 32.1%) to EUR 861.2 million (previous year: EUR 652.7 million). Organically (adjusted for GoCanvas), growth was 27.9% (currency-adjusted: 28.1%). This means that the high growth momentum of the previous year in recurring revenues (22.5% or currency-adjusted: 24.7%) was even exceeded. The growth rate of recurring revenues was again higher than the overall revenue growth of the Nemetschek Group (16.9% or currency-adjusted: 17.2%). As a result of this the share of recurring revenues in total revenues increased to 86.5% (previous year: 76.6%). The **ARR** (Annual Recurring Revenue) key figure grew by 41.9% (currency-adjusted: 41.6%) in the financial year 2024 to EUR 1,019.9 million (previous year: EUR 718.6 million), reflecting the sustainable implementation of the strategic shift in the business model towards offering more rental models. In organic terms (adjusted for GoCanvas), ARR growth was 34.6% (currency-adjusted: 34.2%).

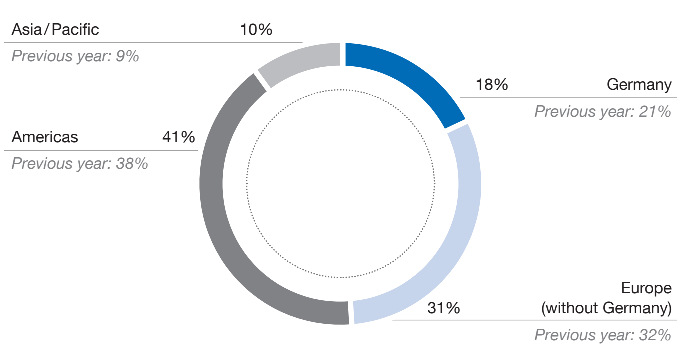
Revenue from **subscriptions and SaaS (rental models)** – which is considered recurring revenue – also increased at a disproportionately high rate to the Group's growth in the past financial year, rising by 88.1% (currency-adjusted: 88.3%) to EUR 567.8 million (previous year: EUR 301.8 million). In organic terms (adjusted for GoCanvas), the growth rate was 79.5% (currency-adjusted: 79.6%). In the financial year 2024, all segments contributed to this significant growth. The strongest driver of this development was the Build segment. Growth in this segment was over 100%, partly due to the acquisition of GoCanvas Holdings, Inc. The Design segment, in which some brands continued to accelerate their transition to subscriptions and SaaS, also contributed to the positive development. The share of group revenue from subscriptions and SaaS grew significantly again, from 35.4% to 57.0% in the financial year 2024.

In line with the strategy, revenue from maintenance contracts fell by –16.4% (currency-adjusted: –16.2%) from EUR 350.9 million to EUR 293.3 million in the financial year 2024. The share of revenues from maintenance contracts in the financial year 2024 was 29.5%, and thus, as planned, below the level of the previous year of 41.2%.

Revenues from **software licenses** fell by –37.5% (currency-adjusted: –36.6%) to EUR 100.7 million, compared to the previous year's figure of EUR 161.1 million, in line with the company's strategy. Accordingly, the share of software licenses in total revenue fell from 18.9% in the previous year to 10.1% in the financial year 2024. This development reflects the already well-advanced transformation of the business model.

At 3.4%, the share of **Consulting & Hardware** revenues was below the previous year's level (4.5%).

REVENUE DEVELOPMENT BY REGION



A key strategic objective of the Nemetschek Group is to further internationalize its business and to open up additional markets with high growth potential. The result of these efforts is reflected in the very encouraging growth abroad. In addition to the organic revenue growth abroad, there was also the revenue contribution from the acquired GoCanvas Holdings, Inc.

Revenues generated in **Germany** increased at a disproportionately low rate of 2.8% in the financial year 2024, while foreign revenues grew significantly by 20.6%. Germany's share of revenues thus fell from around 21% in the previous year to around 18% in the financial year 2024, and the share of revenues generated abroad was around 82%, up from the previous year's figure of 79%. The low domestic revenue growth is based, on the one hand, on the ongoing transition to subscriptions and SaaS models, especially in the Design segment, and the resulting short-term accounting-related dampening effect on revenue growth. On the other hand, the overall economic development in Germany, especially in the construction industry, also influenced the business of the Nemetschek Group.

In previous years, **Europe (excluding Germany)** had been strongly impacted by geopolitical crises and their macroeconomic consequences, and the European economy – especially the construction industry – weakened considerably. Nemetschek's businesses in Europe had also felt the effects of substantially more muted growth. The momentum of growth stabilized in 2023 and 2024 despite the still challenging conditions. Revenue in Europe (excluding Germany) increased by 14.7% in 2024. As a result, growth in Europe (excluding Germany) was below the growth of the Nemetschek Group. Owing to this, its proportion of total revenue fell to 31% (previous year: 32%).

In the **Americas** region (North, Central and South America), the growth dynamic increased significantly in the financial year 2024. First and foremost, the Build and Design segments contributed to the revenue growth of around 23.8% (previous year: around 5%). In the second half of the year, the inorganic revenue contribution of GoCanvas, focusing on the North American market, played a particularly important role in the strong revenue growth. Businesses in the Media segment also grew in the region, but continue to be influenced by cautious demand from the film and TV industry. With sharp revenue growth, its share of revenue in North America climbed to 41% in 2024 (previous year: 38%). As such, the Americas are still the Group's strongest region in terms of revenue.

The **Asia/Pacific** region recorded a significant year-over-year revenue growth of 27.9% in 2024. As in the USA, the Nemetschek Group benefited from a more robust construction industry. As a result, the share accounted for by this region in total revenue increased slightly from roughly 9% in the previous year to around 10%.

Earnings Performance

OVERVIEW OF KEY GROUP PERFORMANCE FIGURES

in EUR millions or percent	FY 2024	FY 2023	Change Δ nominal in %	Change Δ currency-adjusted in %	Organic change (i.e., excluding GoCanvas) Δ nominal in %	Organic change (i.e., excluding GoCanvas) Δ currency-adjusted in %
Revenue (absolute), revenue growth	**995.6**	**851.6**	**16.9%**	**17.2%**	**13.7%**	**14.0%**
ARR (Annual Recurring Revenue)	1,019.9	718.6	41.9%	41.6%	34.6%	34.2%
EBITDA	**301.0**	**257.7**	**16.8%**	**15.3%**	**16.9%**	**15.4%**
EBITDA margin	30.2%	30.3%				
EBITDA margin (organic, i.e., excluding GoCanvas)	31.1%	30.3%				
EBIT	**234.2**	**199.5**	**17.4%**			
EBIT margin	23.5%	23.4%				
Net income for the year (equity holders of the parent company)	**175.4**	**161.3**	**8.8%**			
Earnings per share in EUR	1.52	1.40	8.8%			
Net income for the year before depreciation from PPA	**200.8**	**183.8**	**9.3%**			
Earnings per share before depreciation from PPA in EUR	1.74	1.59	9.3%			

The **EBITDA** (consolidated operating result before interest, taxes, depreciation and amortization) increased in the financial year 2024 to EUR 301.0 million due to the very good operating performance, continued strict cost discipline and very strong revenue growth – supported by the acquisition of GoCanvas – and thus increased compared to the previous year (EUR 257.7 million). The growth amounted to 16.8% (15.3% on a constant currency basis) and was slightly diluted by the consolidation of GoCanvas in the second half of the year. Excluding the GoCanvas acquisition, growth would have amounted to 16.8% (15.3% on a constant currency basis). In addition, the previous year's EBITDA was burdened by planned one-time personnel expenses and comparatively high expenses in the area of trade fairs, which were related to the implementation of the go-to-market approach.

At 30.2%, the **EBITDA margin** was at the previous year's level of 30.3% and slightly above the EBITDA guidance range of 29% to 30%, which was adjusted due to the acquisition of GoCanvas.

The **organic EBITDA margin** (i.e., excluding the GoCanvas) amounted to 31.1%, and was thus slightly above the guided range of 30% to 31%, see *<< 4 Comparison of the actual business performance of the Nemetschek Group with the forecast >>*.

The past financial year 2024 has shown that the Nemetschek Group can continue on its targeted profitable growth path even in challenging times and can even accelerate it through organic and inorganic growth impulses.

Operating expenses increased by a total of 17.0% to EUR 773.1 million (previous year: EUR 661.0 million). The rise in operating expenses was thus at the level of revenue growth (16.9%). Personnel expenses are the largest single item within operating expenses, rising by 12.5% in 2024 and, hence, more slowly than revenue, to EUR 406.1 million (previous year: EUR 360.9 million). This particularly reflects higher wages and salaries due to inflation. In addition, there were transformation-related effects, such as the establishment of central functions in Nemetschek SE and the new employees from the GoCanvas acquisition (*<< Employees of the Nemetschek Group >>*). Other operating expenses increased by 24.9% to EUR 259.8 million (previous year: EUR 208.0 million) for inflation-related reasons, among other things. This item reflects sales commissions, costs of IT systems, expenses for external personnel as well as legal and consulting costs. At EUR 66.8 million, depreciation of fixed assets was up on the previous year (EUR 58.2 million). The depreciation from purchase price allocation included in this item increased from EUR 29.4 million to EUR 36.7 million. This was due in particular to the acquisition of GoCanvas and the resultant recognition of acquired intangible assets, in particular client relationships and technology. Depreciation of leased assets in accordance with IFRS 16 increased slightly by EUR 0.1 million to EUR 16.8 million. Excluding depreciation and amortization, operating expenses increased by 17.2% to EUR 706.3 million (previous year: EUR 602.8 million).

Overall, the financial result amounted to EUR –5.4 million in 2024 (previous year: EUR 4.8 million). Interest expenses for acquisition loans and lease liabilities in accordance with IFRS 16 affecting the financial result rose substantially from EUR 3.3 million in the previous year to EUR 16.7 million in 2024. This was due to the interest incurred in financing the acquisition of GoCanvas. On the other hand, there was interest income of EUR 4.7 million in 2024 (previous year: EUR 3.4 million). The other financial income of EUR 18.1 million was also higher than in the previous year (EUR 11.1 million). The income generated in 2024 primarily arose from foreign currency gains and the gain on a currency hedging transaction of around EUR 8.4 million in connection with the purchase of GoCanvas. This instrument was used to hedge the exchange rate risk between the signing and closing of the acquisition of GoCanvas. In the previous year, the item had mainly consisted of foreign currency gains and fair-value remeasurement gains on venture investments. Other financial expenses of EUR 11.4 million (previous year: EUR 6.4 million) mainly include foreign currency effects from loans between group subsidiaries.

Earnings before interest and taxes (EBIT) rose by 17.4% to EUR 234.2 million and were thus above the previous year's level (EUR 199.5 million).

Income taxes increased from EUR 40.6 million in 2023 to EUR 49.4 million in 2024. At 21.7%, the Group tax rate was up on the previous year (19.8%). In the financial year 2024, tax risks in connection with cross-border transactions were taken into account. In the previous year, loss carryforwards that had become usable for the first time were also recognized. Furthermore, tax expenses were increased due to the fact that the Pillar 2 rules came into force. In the Nemetschek Group, Hungary was affected in 2024, with tax rules that had not been applied in the past resulting in a EUR 2.0 million increase in the tax position.

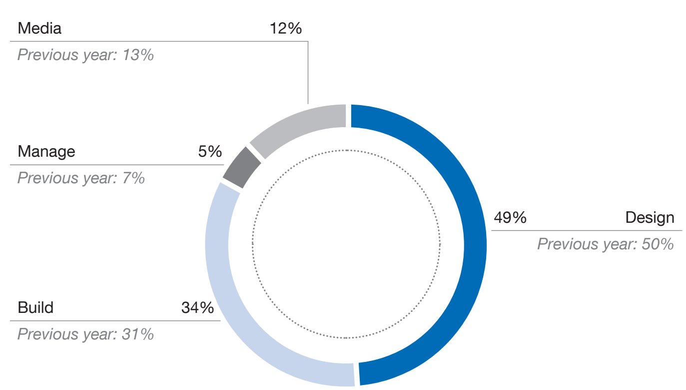
Net income (Group earnings after taxes) increased by 9.0% from EUR 164.0 million to EUR 178.8 million in 2024. Net income for the year (equity holders of the parent company) increased by 8.8% from EUR 161.3 million to EUR 175.4 million. Earnings per share came to EUR 1.52 (previous year: EUR 1.40). EPS adjusted for the effects of depreciation from PPA rose by 9.3% from EUR 1.59 in 2023 to EUR 1.74 in 2024.

Segment Developments

The strategic and operational management of the Nemetschek Group is organized via the four segments Design, Build, Manage and Media. The individual brands and their subsidiaries are assigned to the respective segments, see << 1.1 Group business model >>. The key financial performance indicators used to manage the segments are revenue and year-on-year revenue growth (currency-adjusted) as well as EBITDA and the EBITDA margin as key performance indicators of operating profit. Further information can be found in chapter << 1.3 Corporate management and governance >>.

Revenue distribution by segment has changed slightly compared to the previous year – due to the acquisition of GoCanvas Holdings, Inc., which mainly affects the Build segment – and is as follows in 2024:

REVENUES BY SEGMENT



In the financial year 2024, a change in the segment structure occurred due to a strategic reorganization. As of January 1, 2024, the Digital Twin business unit, including the dRofus brand, was reallocated from the Manage segment to the Design segment, where it was consolidated. For further information, see << 1.1 Group business model >>. To present the development of the affected segments transparently, the previous year's figures for the two affected segments have been adjusted and presented on a comparable basis.

Information on the performance of the individual segments is provided below.

Design Segment

in EUR millions or percent	**FY 2024**	FY 2023 [1)]	Δ nominal	Δ currency-adjusted
Revenue	488.8	432.0	13.1%	13.7%
Personnel costs	–198.5	–182.3	8.9%	–
Other expenses	–137.4	–117.6	16.8%	–
EBITDA	144.8	119.8	20.9%	17.7%
EBITDA margin	29.6%	27.7%	+1.9pp	–

1) With effect from January 1, 2024, the Digital Twin business unit, including the dRofus brand, was regrouped from the Manage segment to the Design segment and consolidated in the latter. The prior-year figures were adjusted accordingly.

In the **Design segment,** with its regional focus on Europe, revenues of EUR 488.8 million (previous year: EUR 432.0 million) were generated in the financial year 2024. The segment was thus able to grow by 13.1% (currency-adjusted: 13.7%). In particular, a very strong year-end business had a positive impact on growth. The subdued market environment, which continues to be characterized by higher interest rates and geopolitical challenges in Europe, led to longer sales cycles for customers and thus hindered the full realization of the growth potential. On the other hand, the market situation also fostered the transformation of the business model towards recurring revenue models, which, however, had a short-term dampening effect on revenue. The growth in recurring revenues was over proportionately high. They grew by 24.1% (currency-adjusted: 24.3%), driven in particular by a strong increase in subscription and SaaS models. Based on this positive development, the share of recurring revenues increased again.

The segment's EBITDA rose from EUR 119.8 million in the previous year to EUR 144.8 million, which corresponds to an increase in earnings of 20.9%. Adjusted for currency effects, the increase would have been 17.7%. The overproportionate growth of EBITDA compared to revenue growth led to an increase in the EBITDA margin from 27.7% in the financial year 2023 to 29.6% in the financial year 2024. The improvement is also due to the negative special effects in the previous year. In the previous year, planned one-time personnel expenses and planned higher expenses for trade fairs, which are related to a strengthened and harmonized go-to-market approach, weighed on the segment's profitability.

Segment Build

			Change		Organic change (i.e., excluding GoCanvas)	
in EUR millions or percent	**FY 2024**	FY 2023	Δ nominal in %	Δ currency-adjusted in %	Δ nominal in %	Δ currency-adjusted in %
Revenue	340.7	265.4	28.4%	28.4%	18.0%	18.0%
Personnel costs	–138.1	–108.6	27.2%	–	–	–
Other expenses	–77.0	–49.9	54.2%	–	–	–
EBITDA	108.3	93.1	16.3%	14.7%	16.5%	14.8%
EBITDA margin	31.8%	35.1%	–3.3pp	–	–0.5 pp	–

In the **Build segment,** which primarily addresses construction companies in the United States, the transition of the Bluebeam brand to subscription and SaaS models continues to go according to plan and was successfully completed by the end of 2024. From July 1, 2024, the acquisition of GoCanvas Holdings, Inc., and its consolidation resulted in inorganic effects on revenues and earnings; see << M&A / Start-up & Venture Investments >> and << 4 Comparison of the actual and forecast business performance of the Nemetschek Group >>.

In the financial year 2024, revenues grew to EUR 340.7 million (previous year: EUR 265.4 million). This corresponds to a nominal growth rate of 28.4% (currency-adjusted: 28.4%). Organic growth, i.e., excluding the revenue contributions from the consolidation of GoCanvas Holdings, Inc., amounted to 18.0% (currency-adjusted: 18.0%) and was thus also above the growth dynamic of the previous year, despite the transition to subscriptions and SaaS models and its associated accounting-related burdening effect in the first three quarters.

In the Build segment, the Nemetschek Group continues to benefit from the low level of digitalization in the construction sector and from strong demand, particularly in the Asia/Pacific and Americas regions. The successful transition of Bluebeam's business model to a subscription and SaaS offerings led to a significant increase in recurring revenues. Recurring revenues grew by 55.9% (currency-adjusted: 55.9%), with a particularly strong contribution from the subscription and SaaS models.

In the financial year 2024, the EBITDA of EUR 108.3 million was 16.3% (currency-adjusted: 14.7%) above the previous year's figure (previous year: EUR 93.1 million) despite the accounting-related effects from the transition to subscription and SaaS models as well as the dilutive effect due to the lower profitability of the acquired GoCanvas and the associated effects from the purchase price allocation. Due to the effects described above, the EBITDA margin fell to 31.8% (previous year: 35.1%), but remained at a very high level. Organically (adjusted for the GoCanvas acquisition), the EBITDA margin was slightly below the previous year at 34.6%.

Segment Manage

in EUR millions or percent	**FY 2024**	FY 2023 [1)]	Δ nominal	Δ currency-adjusted
Revenue	49.9	50.4	−1.1%	−1.1%
Personnel costs	−26.1	−28.7	−9.1%	–
Other expenses	−11.3	−12.8	−12.1%	–
EBITDA	5.1	1.8	> 100%	>100%
EBITDA margin	10.2%	3.6%	+ 6.6pp	–

1) With effect from January 1, 2024, the Digital Twin business unit, including the dRofus brand, was regrouped from the Manage segment to the Design segment and consolidated in the latter. The prior-year figures were adjusted accordin

The **Manage segment**, which comprises all activities related to facility and workplace management, generated revenues of EUR 49.9 million in the past financial year (previous year: EUR 50.4 million), which corresponds to a slight decline of −1.1% (currency-adjusted: −1.1%). In the financial year 2024, the sale of a unit for consulting services with a low profitability also had a revenue-reducing effect. In addition, the Digital Twin business unit, including the dRofus brand, was reallocated from the Manage segment to the Design segment as of January 1, 2024, and consolidated there. The previous year's figures have been adjusted accordingly. The Manage segment is feeling the effects of the continued macroeconomic uncertainty, coupled with the long-term consequences of the Covid-19 pandemic and the resulting changes in working conditions. The investment volume of building managers remains below the level prior to the outbreak of the Covid-19 pandemic. However, the Nemetschek Group continues to see growth potential in this segment as the degree of digitalization for building efficiency remains very low and the importance of energy efficiency and energy savings continues to grow.

The segment EBITDA improved significantly from EUR 1.8 million in the previous year to EUR 5.1 million in the year 2024. The main drivers of this development were restrictive cost management, the sale of the consulting service with a low profitability as well as efficiency increases. Overall, this resulted in an increase of the EBITDA margin from 3.6% in the previous year to 10.2% in the financial year 2024.

Segment Media

in EUR millions or percent	**FY 2024**	FY 2023 [1)]	Δ nominal	Δ currency-adjusted
Revenue	120.1	111.4	7.8%	8.2%
Personnel costs	−43.3	−41.2	4.9%	–
Other expenses	−34.2	−27.7	23.4%	–
EBITDA	42.9	43.1	−0.5%	−0.1%
EBITDA margin	35.7%	38.7%	−3.0pp	–

In the financial year 2024, revenue in the **Media segment** grew by 7.8% (currency-adjusted: 8.2%) from EUR 111.4 million to EUR 120.1 million. The revenue development of the Nemetschek Group was thus again above the level of the underlying market. One of the reasons for the weak market development was the continued restrained demand from customers, especially in the important US market. The restrained demand is primarily still due to the effects of the long-lasting strike in Hollywood and the film industry in the previous year.

The segment's EBITDA of EUR 42.9 million was almost at the previous year's level of EUR 43.1 million. The previous year's EBITDA margin of 38.7% thus decreased by 300 basis points. However, supported by stringent cost management, the segment's EBITDA margin of 35.7% remained above the Nemetschek Group average.

Financial Position

Main Features and Objectives of Financial Management

The primary objective of financial management is to control and secure liquidity within the Nemetschek Group, ensure access to the debt market and manage foreign currency and interest rate risks. Financing and financial risk management is organized centrally and controlled by global governance. To ensure efficient cash and liquidity management, Nemetschek SE carries out cash pooling with selected subsidiaries. Nemetschek SE, the ultimate Group holding company, also receives further cash and cash equivalents from the annual dividends paid by the subsidiaries or in the form of loans granted by Group companies. If necessary, hedging transactions are concluded in dedicated individual cases.

The Nemetschek Group's financing options were improved in 2024. The existing bilateral credit facilities totaling EUR 357.0 million were replaced by financing under a revolving syndicated loan with a total volume of EUR 500 million. In the fourth quarter of 2024, Nemetschek SE issued its first promissory note (hereinafter called "Schuldschein") with a volume of EUR 300 million, thus securing access to this segment of the debt market.

The financial stability of the Nemetschek Group is reflected in a balanced ratio between debt and equity. The equity ratio stood at 44.2% on the reporting date (December 31, 2024) (previous year: 61.4%). The decline in the equity ratio is mainly due to the debt financing raised to acquire GoCanvas. The good Group earnings in 2024 had the opposite effect. In view of the favorable business outlook and solid funding structure, the Nemetschek Group is able to raise substantial liquidity beyond its existing facilities from the debt markets at short notice. Combined with the potential use of equity instruments, it can finance significant investments.

Liquidity analysis

Net liquidity/net financial liabilities in EUR million

	December 31, 2024	December 31, 2023
Short-term financial debt and short-term shares of long-term financial debt	0	6.8
+ non-current financial liabilities	500.3	0.1
Total financial liabilities	**500.3**	**6.9**
Cash and cash equivalents	205.7	268.0
Total liquidity	**205.7**	**268.0**
Net liquidity/ net financial debt (–)	**–294.6**	**261.2**

As of December 31, 2024, the Group held cash and cash equivalents of EUR 205.7 million (previous year: EUR 268.0 million). The decrease of EUR 62.3 million or 23.2% over the previous year is mainly due to the acquisition of GoCanvas and the associated financing measures. Cash and cash equivalents were used, among other things, to acquire GoCanvas and to repay the interim financing raised for this purpose. When investing the surplus liquidity, short-term, risk-free availability is generally more important than maximizing earnings in order to be able to fall back quickly on available funds in the event of possible acquisitions and to keep the risk profile of the Group low.

At EUR 500.3 million on the reporting date, financial liabilities (bank and Schuldschein loans) were significantly up on the previous year (EUR 6.9 million).

On the reporting date, the Nemetschek Group had no current financial liabilities and no short-term shares of long-term financial debt (bank loans). The liabilities existing on the previous year's reporting date were fully repaid in the course of 2024.

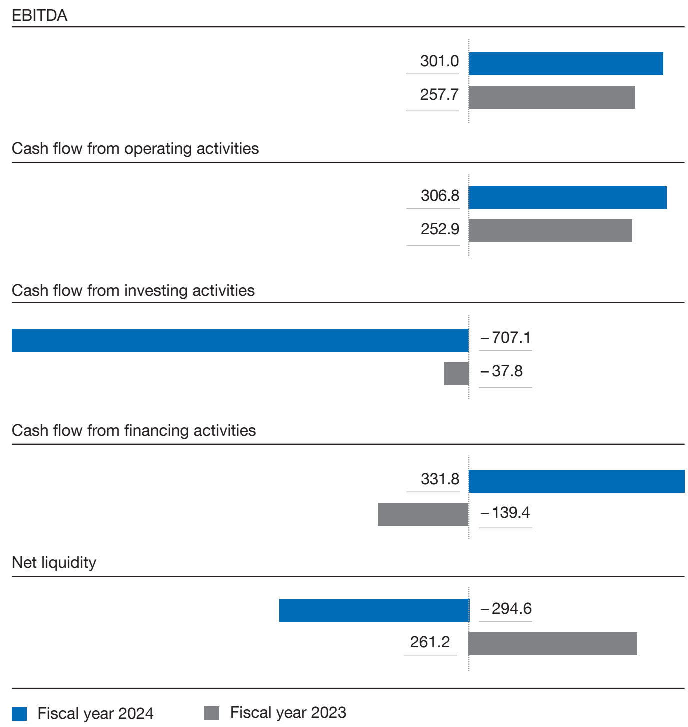
The EUR 500.2 million increase in non-current financial liabilities during 2024 to EUR 500.3 million as of December 31, 2024 (previous year: EUR 0.1 million) is attributable to financing of the acquisition of GoCanvas. A Schuldschein loan of EUR 300.0 million was issued, and long-term credit facilities were utilized to fund the purchase. The various tranches of the Schuldschein loan have maturities of three to five years. Part of the three-year Schuldschein loan has a fixed interest rate, while the other tranches have variable interest rates. EUR 201.0 million of the revolving syndicated loans with a volume of EUR 500 million were utilized. These were used to fund the growth strategy. The syndicated loan agreement requires compliance with financial covenants. There is no indication that these have not been complied with or cannot be complied with.

As a result of the aforementioned changes in the relevant balance sheet items, the Group's net financial debt was EUR –294.6 million as of December 31, 2024. On the basis of the aforementioned changes in the relevant balance sheet items, the Group's net financial debt as of December 31, 2024, was EUR –294.6 million (previous year: net liquidity of EUR 261.2 million). This negative net liquidity is characterized by long-term debt. The Group's continued high cash flow generation will reduce this negative liquidity in the following years. Furthermore, the Group has access to additional debt capital. Equity measures can also be implemented, with the Annual General Meeting having authorized a capital increase of up to 10% of the share capital. With these options, the negative net liquidity as of the reporting date does not represent an increased liquidity risk.

Due to the high profitability of the Nemetschek Group and the fact that its debt is within the bandwidths of the financial key figures set by banks, the group is able to obtain liquid funds for investments on a large scale.

With regard to dividend payments, the Executive Board pursues a sustainable dividend policy that provides for a distribution of around 25% of the operating cash flow. The dividend payout always takes into account the overall economic development and the economic and financial situation of the company. Total dividends of EUR 55.4 million were paid in 2024 (previous year: EUR 52.0 million).

DEVELOPMENT OF CASH FLOW



At EUR 308.3 million, the Group's cash flow in 2024 was 19.1% above the previous year's level (EUR 258.9 million).

Cash flow from operating activities in the financial year 2024 increased by EUR 53.9 million or 21.3% year-on-year to EUR 306.8 million (previous year: EUR 252.9 million). The increase was positively influenced primarily by the positive development of the operating business and consequently of the cash flow for the period as well as trade working capital (trade receivables and payables as well as deferred revenue). The management of the trade working capital resulted in a cash flow effect of EUR 47.8 million (previous year: EUR 49.4 million). This positive development was mainly due to the advance payment models from software service and software rental contracts with the corresponding recurring revenues. Compared to the previous year, the positive cash flow effect increased significantly again due to the continued very good development of this business model. The development of other working capital, which was characterized by higher provisions and trade payables compared to the previous year, also had a positive effect.

Income taxes paid (net) increased by EUR 9.2 million or 16.0% from EUR 57.6 million in 2023 to EUR 66.8 million in 2024. In addition to the increase resulting from the expansion of business operations, the taxation of development expenses in the United States in particular has had an opposite effect. This regulation was introduced for the first time in 2022, resulting in the highest cash outflow in this year. The related payments leveled off further in 2024.

Cash flow from investing activities amounted to EUR –707.1 million in 2024 (previous year: EUR –37.8 million).

Payments made for company acquisitions and equity investments increased substantially in 2024. At EUR 680.8 million (previous year: EUR 0.0 million), they reflect the company acquisitions (mainly the acquisition of GoCanvas Holdings, Inc.) and further equity interests acquired in start-ups in the course of the year. See section *<< 3.2 Business Performance in 2024 and Key Events Influencing the Company's Business Performance, Acquisitions/Divestments >>*.

Cash flow from investing activities also includes expansion and replacement spending of EUR 13.7 million on fixed assets (previous year: EUR 12.7 million).

Cash flow from financing activities amounted to EUR 331.8 million in 2024 (previous year: EUR –139.4 million). The large increase in payments made is mainly due to the fact that new loans were substantially higher than loan repayments in connection with financing of the company acquisitions. Cash and cash equivalents of EUR 931.0 million were raised in 2024 (previous year: EUR 18.5 million). This includes proceeds of EUR 300.0 million from successful placement of the first Schuldschein loan in the company's history, utilization of the syndicated loan and interim financing for the acquisition of GoCanvas.

The opposite effect arose from the repayment of bank loans amounting to EUR 507.1 million. This relates mainly to repayments of short-term interim financing raised in connection with the acquisition of GoCanvas. In the previous year, repayments of EUR 83.6 million (including EUR 27.7 million for acquisition loans) had been made.

Furthermore, the cash flow from financing activities was impacted by the dividend payment for 2024 of EUR 55.4 million (previous year: EUR 52.0 million) as well as payments of capital and interest on lease liabilities.

Management of Liquidity Risks

Liquidity risks arise when, for example, clients or payment service provider are not able to settle their obligations to the Nemetschek Group under normal trading conditions. To manage this risk, the company periodically assesses the solvency of its customers. That is underpinned by Group's broad client structure, in which there is no concentration risk.

The high creditworthiness of the Nemetschek Group (e.g., internal bank ratings) allows it to raise sufficient additional liquidity. As of December 31, 2024, it also had unutilized credit facilities of EUR 306.8 million (previous year: EUR 357.0 million). Nemetschek continually monitors the risk of a liquidity shortage using regular liquidity analyses and planning. Maturities of financial assets (receivables, fixed-term deposits, etc.) and expected cash flows from operating activities are taken into account. The objective is to continuously cover the ongoing need for financial resources while maintaining flexibility in financing. Further information on the management of financial risks can also be found in the Risk and Opportunities Report *<< 6 Report on Risks and Opportunities – Financial Risks >>*.

Investment Analysis

In order to continue securing its market position in the AEC/O and media markets and to be able to continuously open up new areas of application, investments in research and development and capacity expansion as well as replacement and rationalization measures are required. Business combinations and investments in start-up companies also play an important role for the Nemetschek Group. Such transactions are largely financed by means of bank loans. Depending on the terms of the loan, the company may use its own funds. The acquisitions completed in 2024 were financed internally, by bank loans and by issue of a Schuldschein loan. The bank loans raised were used for interim financing and were largely replaced by successful placement of the first Schuldschein loan in the company's history of EUR 300.0 million.

In the financial year 2024, the Nemetschek Group invested a total of EUR 867.7 million (previous year: EUR 24.1 million), of which EUR 7.3 million was in property, plant and equipment (previous year: EUR 6.3 million), which mainly represented expansion and replacement investments, and EUR 830.3 million in intangible assets (previous year: EUR 6.4 million), of which EUR 823.5 million (previous year: EUR 0) resulted from company acquisitions.

Off-balance-sheet obligations

Information on off-balance-sheet obligations can be found in *<< Note 27 Financial obligations >>*.

Net Assets

In EUR million	Dec. 31, 2024	Dec. 31, 2023	Δ nominal in %
ASSETS			
Current assets	413.7	418.2	–1.1%
Non-current assets	1,722.7	856.1	101.2%
Total assets	**2,136.3**	**1,274.3**	**67.6%**

In EUR million	Dec. 31, 2024	Dec. 31, 2023	Δ nominal in %
LIABILITIES			
Current liabilities	535.6	400.6	33.7%
Non-current liabilities	656.3	91.8	614.8%
Total equity	**944.4**	**781.9**	**20.8%**
Total liabilities	**2,136.3**	**1,274.3**	**67.6%**

The consolidated balance sheet total as of December 31, 2024 increased significantly by EUR 862.0 million or 67.6% to EUR 2,136.3 million (previous year: EUR 1,274.3 million).

Current assets

On the assets side of the consolidated balance sheet, current assets decreased by EUR 4.6 million or –1.1% from EUR 418.2 million in the previous year to EUR 413.7 million in 2024. This was mainly due to the 23.2% decrease in cash and cash equivalents to EUR 205.7 million (previous year: EUR 268.0 million). The opposite effect arose from the business-driven increase in trade receivables of EUR 47.8 million or 47.9% to EUR 147.4 million. The percentage increase in receivables is higher than the 16.9% increase in revenue and is primarily attributable to the further growth in the share accounted for by rental models as well as high invoicing in December 2024.

Non-current assets

Non-current assets rose significantly by EUR 866.5 million or 101.2% to EUR 1,722.7 million (previous year: EUR 856.1 million).

This was mainly due to the increase in goodwill by EUR 583.2 million or 105.6% from EUR 552.0 million to EUR 1,135.2 million as of December 31, 2024. The increase is due to acquisitions, mainly in connection with the takeover of GoCanvas Holdings, Inc. There were also changes in goodwill as a result of currency translation effects, as a material part of the goodwill is denominated in non-EUR currencies, particularly the US dollar. In addition, the change in intangible assets also contributed to that. They increased significantly by EUR 248.3 million or 183.8% to EUR 383.4 million (previous year: EUR 135.1 million). The additions to intangible assets, mainly through acquisitions, significantly exceed amortization and disposals. Detailed information can be found in *<< Note 16 Intangible assets and goodwill >>*. The right-of-use assets under leases that are classified as non-current assets were EUR 60.7 million and thus at the previous year's level (EUR 60.9 million). Additions, particularly in the form of rental of office space, were offset by scheduled depreciation as well as disposals. In addition, other financial assets in particular increased by EUR 17.1 million or 57.9% from EUR 29.6 million (previous year) to EUR 46.7 million as of December 31, 2024. This sharp increase was particularly underpinned by equity investments in start-ups in 2024, which had a corresponding effect on this item.

Property, plant and equipment decreased by EUR 1.7 million or 7.0% to EUR 22.1 million (previous year: EUR 23.7 million). Investments in office space could not be more than compensated for by depreciation, which remained almost unchanged compared to the previous year.

Current liabilities

At EUR 535.6 million, current liabilities were significantly above the previous year (EUR 400.6 million).

The largest share of the increase results from the greater volume of business, in particular from recurring revenues. As a result, deferred revenue increased significantly. It increased by EUR 89.5 million, or 33.8%, from EUR 265.1 million in 2023 to EUR 354.6 million at the end of 2024. Current provisions also increased by EUR 6.3 million, or 18.1%, to EUR 41.1 million, mainly as a result of higher personnel-related provisions. In addition, accrued liabilities increased by EUR 22.4 million from EUR 30.8 million (previous year) to EUR 53.2 million as of December 31, 2024.

Non-current liabilities

Non-current liabilities rose by EUR 564.5 million from EUR 91.8 million to EUR 656.3 million as of December 31, 2024.

The most significant increase related to non-current loans. They rose by EUR 500.2 million from EUR 0.1 million on the previous year's reporting date to EUR 500.3 million as of December 31, 2024, and mainly reflect the Schuldschein loan of EUR 300.0 million that was successfully placed in December 2024 and the syndicated financing of EUR 201.0 million that was utilized. Deferred tax liabilities also increased significantly by EUR 36.3 million or 216.5% over the previous year to EUR 53.0 million (previous year: EUR 16.7 million) as a result of company acquisitions. Deferred revenue from multi-year client contracts as part of recurring revenue models rose by EUR 25.1 million from EUR 6.2 million to EUR 31.2 million as of December 31, 2024.

Lease liabilities changed slightly by 0.1% and were EUR 52.8 million as of December 31, 2024. The change is described in detail in the notes to the consolidated financial statements under *<< Note 17 Leases >>*.

Equity

As of December 31, 2024, equity increased by EUR 162.5 million from EUR 781.9 million (2023 reporting date) to EUR 944.4 million. The significant increase is primarily due to higher retained earnings of EUR 763.1 million (previous year: EUR 640.8 million) and the rise in other comprehensive income (OCI) of EUR 37.6 million, which was mainly influenced by positive currency translation effects.

The equity ratio declined to 44.2% at the end of 2024 (previous year: 61.4%). The current liability ratio stood at 25.1% (previous year: 31.4%) and the non-current liability ratio at 30.7% (previous year: 7.2%) of the balance sheet total. This is mainly attributable to the financing structure for the acquisition of GoCanvas Holdings, Inc. Significant portions of the financing were implemented through debt instruments.

KEY BALANCE SHEET FIGURES

In EUR million	FY 2024	FY 2023	Δ nominal in %
Liquid assets	205.7	268.0	−23.2%
Goodwill/Company value	1,135.2	552.0	105.6%
Equity	944.4	781.9	20.8%
Balance sheet total	2,136.3	1,274.3	67.6%
Equity ratio in %	44.2%	61.4%	17.2pp

As in previous years, the Nemetschek Group determined capital costs (WACC = weighted average cost of capital) for the group of cash-generating units as part of the impairment test for goodwill.

A market risk premium of 6.5% (previous year: 7.0%) was applied. This results in capital cost rates before taxes ranging from 12.9% to 17.2% (previous year: 13.1% to 18.6%). In 2024, the slight decline in interest rates over the course of the year in response to receding inflation had an impact on the parameters derived from the capital market. Based on market capitalization as of December 31, 2024 and the planning expectations, the internal rate of return after taxes is 4.7% (previous year: 5.0%).

Nemetschek Group Employees

Nemetschek SE's People/HR department is globally responsible for the strategic development of human resources management and coordinates the strategic orientation with the respective HR departments of the individual brands.

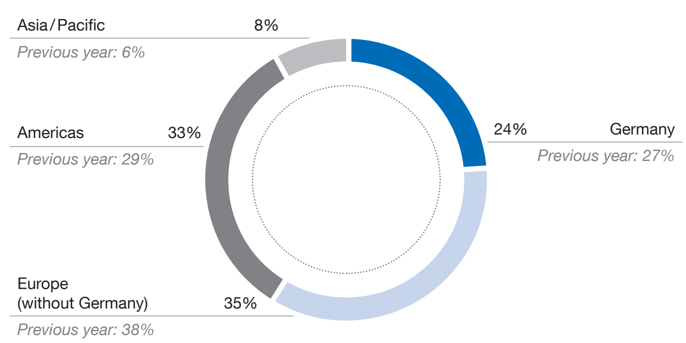
Further information on human resources work can be found in the non-financial group declaration under << 2.3 Social Information >>.

As of December 31, 2024, the Nemetschek Group had 3,894 employees worldwide (previous year: 3,429), equivalent to an increase of 465 employees or 13.6%. This increase also includes new employees due to the acquisition of GoCanvas. This does not include employees on parental leave, freelancers and those on long-term sick leave.

Employees by Region

At 76% (previous year: 73%), the majority of Nemetschek Group employees were based outside Germany at the end of 2024.

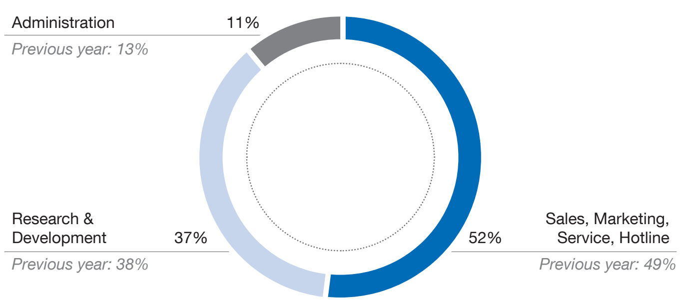
The following table shows the distribution of employees across the Nemetschek Group's key regions and Germany as the country in which the company has its headquarters.



Employees by Function

The number of employees in research and development at the end of the year was 1,423 (previous year: 1,323), or 37% of the total workforce (previous year: 38%).

The number of sales, marketing and customer support employees at the end of the year was 2,046 (previous year: 1,672). In addition, 426 employees (previous year: 434) worked in administration.



Personnel Expenses

Personnel expenses increased by 12.5% to EUR 406.1 million in 2024 (previous year: EUR 360.9 million), resulting in a personnel expense ratio (personnel expenses/revenue) of 40.8% (previous year: 42.4%). The increase in personnel expenses is also influenced by the GoCanvas acquisition, salary increases and transformation effects, such as the development of central functions in Nemetschek SE.

3.4 Earnings, Financial Position and Net Assets of Nemetschek SE

The following information refers to Nemetschek SE as the parent company of the Nemetschek Group. The information is based on the German Commercial Code (HGB) on accounting for large corporations and the German Stock Corporation Act (AktG). The result of Nemetschek SE is dependent on the earnings of subsidiaries held directly and indirectly.

Revenue Development and Earnings Situation

Nemetschek SE's revenues of EUR 12.8 million in 2024 (previous year: EUR 9.5 million) resulted primarily from income from licensing the umbrella brand "A Nemetschek Company."

Other operating income increased to EUR 32.8 million (previous year: EUR 15.5 million). There were proceeds of EUR 8,280 thousand from an FX forward in 2024. In the year under review, there was also income from currency translation of EUR 7.1 million (previous year: EUR 4.1 million) and income of EUR 16.9 million (previous year: EUR 9.2 million) from expenses recharged to subsidiaries. Personnel expenses for wages and salaries rose from EUR 12.5 million in the previous year to EUR 18.1 million. Other operating expenses increased from EUR 30.4 million in the previous year to EUR 50.3 million in 2024 and thus in line with other operating income. This was mainly due to increased expenses for consulting services (EUR 13.5 million, up from EUR 5.8 million in the previous year), IT software costs (EUR 10.5 million, up from EUR 6.2 million in the previous year) and marketing costs (EUR 3.6 million, up from EUR 2.8 million in the previous year). Expenses from currency differences (EUR 6.9 million, up from EUR 4.2 million in the previous year) rose due to exchange rate effects, primarily from the US dollar.

Income from equity interests of EUR 193.1 million (previous year: EUR 124.1 million) includes EUR 192.9 million in dividends from subsidiaries (previous year: EUR 124.0 million). Income of EUR 26.6 million (previous year: EUR 27.7 million) from profit transfer agreements arose from profit transfers from Allplan GmbH. This is offset by expenses from the transfer of losses amounting to EUR 1.5 million (previous year: EUR 2.1 million) from the Nevaris Bausoftware GmbH.

In 2024, EUR 2,220k was recognized as out-of-period income from the recording of the add-back taxation in 2023. In the financial year 2024, EUR 1,300k were recognized as out-of-period expenses due to a finding for the tax audit period 2016 to 2019 and EUR 1,100k for the subsequent period 2020 to 2023. Income of EUR 4,230k was recognized from the initial recognition of deferred tax assets on interest carried forward. The net profit for the year increased to EUR 175.1 million (previous year: EUR 123.5 million).

Net Assets

Nemetschek SE's balance sheet is mainly characterized by financial assets amounting to EUR 1,263 million (previous year: EUR 587.1 million). Affiliates accounted for by far the largest share of EUR 1,249 million (previous year: EUR 576.9 million). In 2024, Bluebeam Inc. acquired 100% of the shares in GoCanvas Holdings, Inc., headquartered in Reston, Virginia, USA. To finance the acquisition, Nemetschek SE increased the capital of Bluebeam, Inc., by EUR 662.5 million. This mainly accounts for the increase in financial assets. With regard to current assets, current loan receivables from affiliates, trade receivables from affiliates and profit and loss transfer agreements amounted to EUR 178.6 million as of the balance sheet date (previous year: EUR 167.6 million). As of the end of 2024, other assets included tax receivables of EUR 18.0 million (previous year: EUR 14.5 million).

Cash and cash equivalents stood at EUR 13.2 million at the end of 2024 (previous year: EUR 6.7 million).

The other side of the balance sheet is dominated by liabilities to banks and Group companies. As a result of new loans and scheduled repayments, bank liabilities rose to EUR 504.0 million (previous year: EUR 6.6 million). This was due to financing of the capital increase at Bluebeam, Inc., in order to fund the acquisition of GoCanvas Holdings, Inc. Equity increased by EUR 117.3 million to EUR 645.6 million. The net income for 2024 of EUR 175.1 million was offset by the dividend of EUR 55.4 million (EUR 52.0 million) that was distributed in 2024. Nemetschek SE's equity ratio was 43.4% as of the balance sheet date (previous year: 67.4%).

Provisions increased by EUR 4.9 million to EUR 19.7 million. Provisions for short- and long-term variable remuneration increased due to the rise in the number of employees and the inclusion of further executives in the long-term variable remuneration program. In contrast, the tax provisions were reduced.

Liabilities to affiliates mainly resulted from cash pooling (EUR 172.4 million; previous year: EUR 111.8 million) and short-term intercompany loans of EUR 127.6 million (previous year: EUR 109.3 million).

In 2024, control agreements and profit and loss transfer agreements were in force with the following subsidiaries: Allplan GmbH and Nevaris Bausoftware GmbH. There were also profit and loss transfer agreements and control agreements between Allplan GmbH and Allplan Deutschland GmbH. The control and profit and loss transfer agreements with Frilo Software GmbH ended due to the merger with Allplan GmbH.

Financial Position

Nemetschek SE's financing activities mainly comprised new debt of EUR 931.0 million (previous year: EUR 18.5 million), redemption payments of EUR 436.6 million (previous year: EUR 83.21 million) and the dividend payment of EUR 55.4 million (previous year: EUR 52.0 million). The financial covenants agreed with the lenders for the syndicated loan were met as of December 31, 2024, and there are no indications of a possible default.

In 2024, Nemetschek SE replaced the existing bilateral credit facilities (previous year: EUR 357.0 million) with a syndicated loan with a volume of up to EUR 500 million and a term of five years. The reported liabilities to banks relate to the syndicated loan (EUR 201 million) and a Schuldschein loan (EUR 300 million) as well as short-term interest liabilities for these loans. Nemetschek SE has committed, but unutilized credit facilities and a syndicated loan share of EUR 306.8 million. The syndicated loan agreement requires compliance with financial covenants. There is no indication that these have not been complied with or cannot be complied with. In 2024, interest payments of EUR 11.8 million (previous year: EUR 1.4 million) were made on loans taken out and credit facilities.

Within the scope of its internal financing activities, the company received funds primarily from cash pooling transactions, intercompany loans and dividends from selected subsidiaries.

The liabilities due exceed cash, cash equivalents, short-term receivables and other assets by EUR 626.1 million. The liabilities included in the debts amounting to EUR 817.2 million (previous year: EUR 236.7 million) are mainly characterized by liabilities to banks amounting to EUR 504.0 million (previous year: EUR 6.6 million) and liabilities to affiliated companies amounting to EUR 304.2 million (previous year: EUR 225.7 million). Nemetschek SE can exercise control over these companies to extend the liabilities beyond their current maturity date. Furthermore, Nemetschek SE can request dividends from the affiliated companies in order to further increase short-term liquidity. In addition, Nemetschek SE has committed, but undrawn credit lines and syndicated loan shares of EUR 306.8 million (previous year: EUR 357.0 million) available until 2029. In this respect, Nemetschek SE can more than compensate for the above-described shortfall through internal and external financing measures.

Report on opportunities and risks of Nemetschek SE

Nemetschek SE is materially influenced by the opportunities and risks of the Group. Compared with the Group, Nemetschek SE is exposed to a greater foreign currency risk from intra-group financing. These foreign currency risks are mainly offset by means of natural hedging. Remaining material risk peaks are addressed in individual cases by means of hedging transactions. There were no open hedges as of the balance sheet date.

Nemetschek SE Employees

On average, Nemetschek SE had 102 employees in 2024 (previous year: 66).

Outlook for Nemetschek SE and Comparison of Actual and Forecast Business Performance

The future development of Nemetschek SE with its significant opportunities and risks is heavily influenced by the forecasts of the Nemetschek Group set out in the Opportunity and Risk Report. Based on the Group's planning, Nemetschek SE expects another small increase in the net investment result and thus in net income in the financial year 2025. In the past financial year, this was significantly higher than in the previous year and also exceeded the expectation for 2024. This was due to higher financing requirements, which were largely covered by dividends received from subsidiaries, which were not factored into the forecast. Nemetschek SE expects a positive earnings trend in the upper single-digit percentage range for 2025. The net profit for 2025 is expected to be higher than in the past financial year. An increase in the upper single-digit percentage range is anticipated.

Furthermore, Nemetschek SE is expected to report positive gross liquidity in 2025 with growth in the lower double-digit percentage range above the previous year's level. The outlook from the previous year for the year 2024 was exceeded, as Nemetschek SE reported positive gross liquidity in the low double-digit million range, which is mainly due to intercompany dividend payments in December. The company plans to continue to distribute around 25% of the operating cash flow to its shareholders in the future. The dividend policy always takes into account macroeconomic factors and the economic and financial situation of the company.

4 Comparison of Actual and Forecast Business Performance of the Nemetschek Group

The original outlook for the financial year 2024 took into account the uncertain macroeconomic and industry-specific conditions prevailing at the time of the outlook in March 2024, primarily due to geopolitical conflicts and crises. The outlook was also based on the assumption that the global economy in 2024 would grow by 2.2% (German Council of Economic Experts) to 3.1% (IMF), as projected by the German Council of Economic Experts and the IMF at the time, and that growth would stagnate or even slow down compared to the previous year. The outlook also took into account the anticipated downturn in the construction industry in the USA, Europe and Asia, which are important markets for the Nemetschek Group. In addition, the outlook for the financial year 2024 took into account short-term dampening effects on revenue and earnings due to the ongoing transition of the business model from the traditional license business to subscription and SaaS models.

Taking into account the aforementioned assumptions, the Executive Board entered the financial year 2024 with realistic but positive expectations overall, anticipating currency-adjusted revenue growth in the range of 10% to 11%. The annual recurring revenue (ARR) growth was expected to be over-proportionally high at around 25%, thus increasing the share of recurring revenues in total revenues to around 85% by the end of the year. For the EBITDA margin, the Executive Board forecasted a range of 30% to 31%.

Following the successful closing of the GoCanvas acquisition as of July 1, 2024, the Executive Board confirmed the previous expectations for the operating business (i.e. excluding acquisition effects) for the financial year 2024 and at the same time expanded the outlook due to the acquisition of GoCanvas. The consolidation of GoCanvas was expected to have an additional positive effect on the forecasted revenue growth of three percentage points in the financial year 2024. With regard to the EBITDA margin, the Executive Board expected a dilution of around 100 basis points compared to the originally forecast EBITDA margin due to the profitability of GoCanvas, which is still below the average of the Nemetschek Group. These figures did not yet reflect the full potential of the GoCanvas acquisition, as both the revenue and EBITDA contribution in the second half of the year were expected to be reduced by a high single-digit million euro amount due to the IFRS purchase price allocation. The ARR growth was expected to increase from around 25% to more than 30% in the year 2024 after the consolidation of GoCanvas. The share of recurring revenues was still expected to be around 85%.

The global economy met or even slightly exceeded the growth prospects forecasted by the IMF and the German Council of Economic Experts at the time of the outlook, despite the demanding and still challenging economic conditions. Instead of a growth rate of 2.2% (German Council of Economic Experts, Annual Report 2023/24, November 2023) or 3.1% (IMF, World Economic Outlook – Update, January 2024), the growth for the year 2024 is currently expected to be slightly above the original forecasts with 2.6% (GCEE Annual Report 2024/25, November 2024) or 3.2% (IMF, World Economic Outlook, October 2024). In 2024, the construction industry, which is important for the Nemetschek Group, developed as described in chapter << 3.1 Macroeconomic and industry-specific conditions >>. The negative impact of the macroeconomic development continued to be felt, particularly in the construction industry in Germany and other parts of Europe.

In this environment, the Nemetschek Group again performed very well. Over the course of the financial year, the business developed positively, driven by the long-term structural growth drivers, such as the still low level of digitalization in the construction industry, the increasing demands for greater efficiency, time and cost savings along the life cycle of construction and infrastructure projects, increasing regulations for the use of BIM and the continuously increasing requirements in the areas of sustainability, environmental protection and lower CO_2 emissions. In addition, the continuous work on the defined strategic pillars had a positive impact on the business development. The already high and still increasing share of recurring revenues – primarily from subscriptions and software as a service (SaaS) models – supported the positive business development.

The very strong business development at the end of the fourth quarter resulted in the Nemetschek Group even exceeding its revenue, growth and earnings targets.

COMPARISON OF ACTUAL AND PROJECTED BUSINESS PERFORMANCE – OVERVIEW

					Change		Change (excluding GoCanvas)	
	Financial year 2023 Actual	Financial year 2024 Forecast March 2024	Financial year 2024 Forecast (update) including GoCanvas	Financial year 2024 Actual	Δ nominal in %	Δ currency-adjusted in %	Δ nominal in %	Δ currency-adjusted in %
Revenue (absolute)/ revenue growth	EUR 851.6 million	Currency-adjusted growth:10%–11%	Currency-adjusted growth:13%–14%	EUR 995.6 million	16.9%	17.2%	13.7%	14.0%
ARR/growth in ARR (annual recurring revenue)	EUR 718.6 million	ARR growth: approx. 25%	ARR growth: > 30%	EUR 1,019.9 million	41.9%	41.6%	34.6%	34.2%
Share of recurring revenue in total revenue	76.6%	Share of total revenue approx. 85%	Share of total revenue >85%	86.5%				
EBITDA/EBITDA margin	EUR 257.7 million, 30.3%	EBTIDA margin: 30%–31%	EBITDA margin range: 29%–30%	EUR 301.0 million, 30.02%; 31.1% (excluding GoCanvas	16.8%	15.3%	16.9%	15.4%

Overall, **revenue** in the financial year 2024 grew significantly by 16.9% (currency-adjusted: 17.2%) to a total of EUR 995.6 million (including GoCanvas) due to very strong business performance at the end of the fourth quarter in the Design and Build segments. In the Design segment in particular, two one-time effects had a positive impact on development in the fourth quarter. On the one hand, the final sale of licenses by Graphisoft resulted in customers bringing forward some license purchases planned for the future to the fourth quarter. On the other hand, successful campaigns to migrate existing customers from one-year maintenance contracts to partly multi-year subscription contracts had a positive effect in the fourth quarter, since a larger share of future revenue is realized directly. The revenue contribution from the first-time consolidation of GoCanvas was in line with the outlook at around 3 percentage points of total growth. Organically (i.e. excluding the acquisition effects of GoCanvas), revenue growth in the financial year 2024 was at 13.7%. The currency-adjusted growth of 14.0% was thus well above the most recently communicated outlook for the currency-adjusted revenue growth of 10% to 11%.

In addition to the strong development in the fourth quarter, the main drivers of this encouraging growth in a continuing challenging macroeconomic environment were, primarily the ongoing increase in the share of recurring revenues which provided a strong basis for the targeted sustainable growth and the consistent implementation of the defined strategic priorities. These priorities include, in addition to the transition of the business model to subscription and SaaS, the further development of topics related to artificial intelligence and sustainability, the intensified go-to-market approach, the development of a Nemetschek cloud platform and infrastructure, further mergers and acquisitions as well as investments in start-ups and the business enablement initiative for an efficient and effective organization. The ongoing internationalization as part of the go-to-market initiative – increasingly also in emerging markets – supports the growth dynamic, while at the same time further strengthening the resilience of the Nemetschek business.

Based on the pleasing and better-than-expected revenue development, profitability also developed positively in the financial year 2024. EBITDA (including GoCanvas) grew by 16.8%

(currency-adjusted: 15.3%) to EUR 301.0 million, corresponding to an EBITDA margin of 30.2%, and thus marginally above the upper end of the outlook range of 29% to 30%, which was expanded in July 2024 due to the GoCanvas acquisition. In organic terms (i.e., excluding the dilutive effect of the lower profitability of GoCanvas and the effects of purchase price allocation), the EBITDA margin expanded to 31.1%, which was also slightly above the forecasted range of 30% to 31%.

In the financial year 2024, annual recurring revenue (ARR) growth was 41.9% (currency-adjusted: 41.6%) including the contribution from GoCanvas. As expected, growth was therefore above 30%. In organic terms, annual recurring revenue grew by 34.6% (currency-adjusted: 34.2%). At 86.5%, the share of recurring revenues in total revenues was also in line with the outlook of around 85%.

5 Main Characteristics of the Internal Control and Risk and Opportunity Management System

General risk management and internal control system*

Governance Structure

Overall responsibility for the internal control system (ICS) and risk and opportunity management system (RMS) at the Group level lies with the Executive Board of Nemetschek SE. The RMS and the ICS cover Nemetschek SE and all consolidated subsidiaries and apply the three-lines-of-defense model approach.

The first "line of defense" entails the management of operating business in conjunction with the central Group functions. They are responsible for identifying, evaluating and managing any risks that may occur. To this end, measures are defined and implemented to address the risks identified. In organizational terms, the second "line of defense" is the central risk management function, which reports to Corporate Controlling. The risk management function, which has been operating as a separate department within the Corporate Controlling organization since 2023, is responsible for the Group-wide risk and opportunity management system (RMS). The RMS undergoes continuous further development and is anchored in the Group by means of appropriate information. The Risk Committee also forms part of this second "line of defense". This body, which is composed of the segment managers and the risk category owners, discusses the combined Group-wide risks and opportunities as well as the measures taken and their impact with the Executive Board on a quarterly basis. In addition, the central risk management function prepares the reports for internal as well as external stakeholders. Internal Audit is the third "line of defense" and acts as an independent control unit of the Executive Board. It regularly reviews the effectiveness of the RMS and ICS on behalf of the Supervisory Board and also submits suggestions that contribute to its continuous improvement.

THREE LINES OF DEFENSE MODEL

In summary, this means that the two systems are implemented in the operating units, i.e., on the level of the local process owners of the Group companies ("1st line of defense"). The Corporate Controlling (RMS/ICS) and Corporate Finance (accounting-related ICS) functions ("2nd line of defense") are responsible for designing and developing the systems. In cooperation with other central functions, they also coordinate the preparation and communication of principles, policies and other information such as the Group account framework for the RMS and ICS. These units also organize and arrange training in conjunction with the central functions involved. The ICS and the RMS entail the management of risks and opportunities relevant for the achievement of business objectives, the appropriateness and reliability of internal and external accounting and compliance with the legal requirements, and regulations applicable to the Nemetschek Group. Sustainability aspects, which are being continuously developed on the basis of regulatory requirements, are also taken into account; in 2024 a double materiality analysis (DMA) was undertaken, and its results are integrated into the RMS. The Internal Audit function ("3rd line of defense") as an independent function regularly reviews the effectiveness of the two systems. Audit activities are performed within the framework of the annual audit plan or on the basis of audits requested during the year. The Audit Committee is systematically involved in the Group-wide ICS and RMS. It primarily monitors the accounts, the accounting process and also the effectiveness and the appropriateness of the ICS, the RMS and the Internal Audit function.

* These statements are so-called non-financial statements and are therefore unaudited.

With the internal control system, the risk management system 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. After considering internal control and risk management, the Executive Board is not aware of any circumstances impairing the appropriateness and effectiveness of these systems.

Accounting-Related Risk Management and Internal Control Systems (Process)

The Nemetschek Group's consolidated financial statements (in accordance with IFRS) are prepared on the basis of a centrally defined conceptual framework. This primarily entails uniform requirements in the form of accounting policies. An ongoing analysis is performed to identify the need for any adjustments to the conceptual framework necessitated by changes in the regulatory environment. The accounting departments of the operating units are kept informed on a monthly basis of relevant matters and deadlines in connection with accounting and the preparation of financial statements. The financial data reported by Nemetschek SE and its subsidiaries form the data basis for preparing the relevant financial statements. Most of the Group companies' financial data is prepared by local accounting departments. In addition, other accounting activities, such as governance and monitoring activities, may generally also be pooled at the regional level. In certain cases, such as valuations of complex remuneration or in situations involving business combinations, external service providers are also consulted.

The financial statements are prepared in the consolidation system on the basis of the financial information reported by the local accounting departments. The steps required for the preparation of the financial statements undergo manual as well as system-based checks.

The qualifications of employees involved in the accounting process are ensured by means of appropriate selection processes and training. The "dual-control principle" is generally applied. In addition, financial information must pass through certain predetermined approval processes. Further control mechanisms include target/actual comparisons and analyses of the content and changes in the individual items of the financial information reported by Group units and the consolidated financial statements.

Access rights are defined in the accounting-related IT systems in accordance with our information security policy to prevent unauthorized access. Existing control processes will be strengthened, and regular, systematic reviews of administrators' activities will be established. These enhanced control measures are also applied to the transfer of the financial information prepared in accordance with the International Financial Reporting Standards (IFRS) for inclusion in the annual financial statements of Nemetschek SE.

There is a quarterly internal certification process, in which members of various management levels, supported by confirmations from the management of units in their area of responsibility, confirm the correctness of the financial data reported to the Group headquarters and the reports on the effectiveness of the corresponding control systems.

6 Report on Risks and Opportunities

Risk and Opportunity Management System

In the face of ever faster market changes, increasing uncertainties, the growing complexity of internationally disparate conditions and swift technological progress, coupled with dynamic growth and capital spending in the markets addressed by the Nemetschek Group, business decisions increasingly depend on a reliable assessment of potential risks and opportunities.

As a global software company with a broad product portfolio, Nemetschek is exposed to risks and opportunities that may vary depending on the division, industry and region. Its corporate policy is geared towards utilizing opportunities, leveraging and expanding potential for success and avoiding, minimizing or offsetting the associated risks as far as possible. The aim is to preserve entrepreneurial flexibility and financial solidity, to increase the company's enterprise value on a sustainable basis and thus to safeguard the Group's long-term viability.

The risk and opportunity management process is aimed at the early and systematic identification of developments that could threaten the company's existence and at managing risks that jeopardize the company's success. It follows the "three lines of defense" model.

As risk and opportunity management is integrated within Corporate Controlling for organizational purposes, it is aligned with the planning and reporting processes and their criteria. In addition, steps are taken to ensure that risks arising from business operations are evaluated across the Group on the basis of uniform quantitative and qualitative criteria and categories for the purpose of greater comparability. Opportunities, especially those that are considered strategic opportunities, are the subject of the company's aspiration. Opportunities that are recorded, discussed and assessed, but not explicitly quantified individually for internal management purposes are treated as unrealizable opportunities unless an opportunity is deemed sufficiently worthy of investment and reflects the strategic direction of the business. When an opportunity is considered to be more than likely to occur, and is worthy of investment, it is included in corporate and financial planning.

In fiscal 2024 the Group conducted a double materiality analysis and integrated sustainability-related impacts, risks, and opportunities into the existing risk and opportunity management system. In addition, an ESG GPO role (GPO, Global Process Owner) was created in 2024 to provide appropriate coordination of information in identification, assessment, and management of ESG-relevant topics.

The Nemetschek Group's risk and opportunity profile is updated, documented and conclusively recorded at least on a quarterly basis. This applies to strategic risks and opportunities relevant for the Group as well as to operational opportunities and risks at brand level. Risk owners are designated for all risks and opportunities that are identified and classified as relevant.

Relevant material risks are transferred, limited or mitigated through appropriate measures. Where appropriate and feasible, risks are also transferred by means of insurance.

The Supervisory Board is regularly informed of the main identified risks and opportunities of the Nemetschek Group as well as the appropriateness and effectiveness of the risk and opportunity management system.

Risk Evaluation and Reporting

The Nemetschek Group's risk management comprises the following elements:

- **Risk identification:** Definition of risk areas and identification of significant strategic and performance-related risks
- **Risk assessment:** Standardized assessment and evaluation of the risks and opportunities identified by means of uniform assessment procedures, taking into account their probability and the extent of potential loss
- **Risk aggregation:** Analysis of the overall risk position
- **Risk control:** Measures to manage risks with the objectives of avoiding, reducing and transferring risks
- **Risk monitoring:** Monitoring the risks of early warning indicators
- **Risk Reporting:** Regular reporting, at least quarterly, as well as on an ad-hoc basis to the responsible functions and committees ensures transparency and good corporate governance.

Risks are systematically identified and, where applicable, assessed. The risks that have been identified are quantified, classified and assigned to the following four (2023: five) categories:

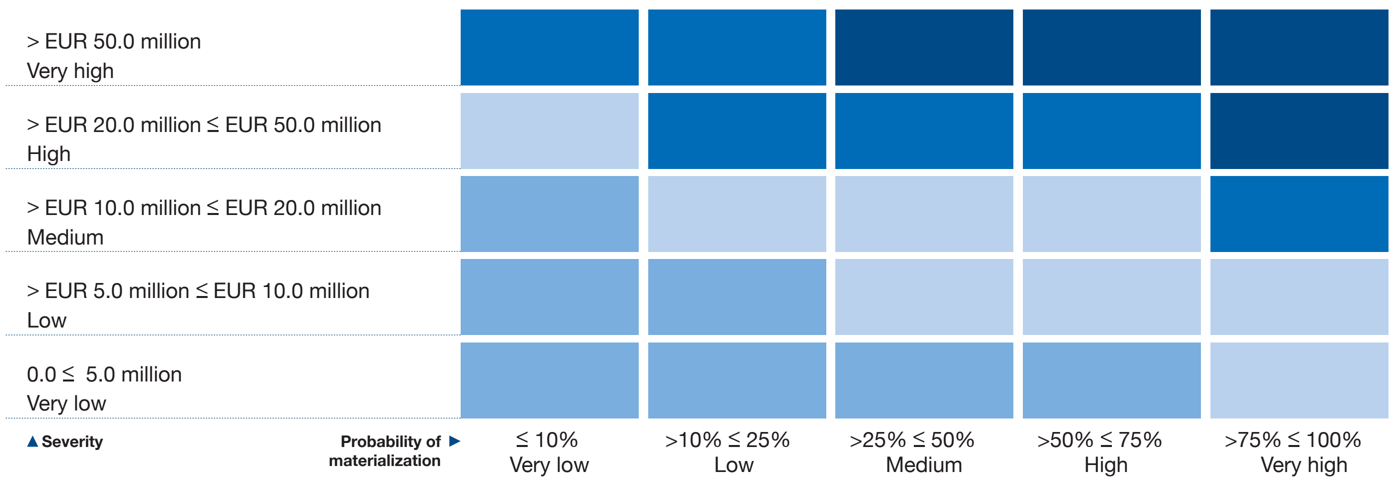
- Market Risks
- Operational Risks (including Information technology)
- Legal, Tax and Compliance Risks
- Financial Risks

In the previous year, the risks of cyber security and information technology were presented as a separate risk. In 2024, these risks were included under operational risks. This change was made because these risks are primarily operational in nature. The streamlining of the categories thus better reflects the actual risks to which the Nemetschek Group is exposed. Instead of five categories, as in the previous year, there were only four categories in 2024.

In order to take suitable measures to deal with risks that could threaten the continued existence of the Nemetschek Group, any risks identified are evaluated and then classified on the basis of their estimated likelihood of occurrence and the extent to which they are expected to affect the earnings, financial position, net assets and reputation of the Nemetschek Group.

The following ranges of the possible extent (after mitigation) are formulated in relation to the sustainable and profitable growth and the financing situation of the Nemetschek Group.

RISK CLASSIFICATION MATRIX



The main risks for the Group including their estimated likelihood of occurrence and their potential extent, are set out below. The four segments of the Nemetschek Group have a similar risk and opportunity profile and are therefore not presented separately. The risks listed below relate to the current Group structure as of the reporting date.

On the basis of the risk reports submitted to the Executive Board of the Nemetschek Group, the following risk profile applies as of the reporting date. It summarizes the corporate risks that are significant from the Group's point of view in risk fields with their defined risk categories:

Risk field	Risk category	Likelihood of Occurrence	Severity
	Competitive Environment	low	medium
	Economic (2023: Macroeconomic and General Conditions)	medium	high
Market Risks	Industry (2023: Sector Development)	medium	high
	Acquisitions, Venture Investments and Integration	low	very low
	Corporate Strategy	very low	high
	Cyber Security (2023: Information Security)	low (2023: high)	medium
	Human Resources	high	medium
	Information technology (2023: Data Security, Data Privacy and Information Security)	medium (2023: low)	medium
	Products, Technologies and Business Processes	medium	high
Operational Risks	Sales and Marketing	very low	high
	Compliance and Governance Risks	low	very low
	Legal Risks	medium	very low
Legal, Tax and Compliance Risks	Tax Risks	high	very low
	Currency Risks	high	high
	Default and Risk Management	medium	low (2023: very low)
	Interest Rate Risks	high (2023: very high)	very low
Financial Risks	Liquidity Risks	very low	very low

The significant risks for the Nemetschek Group across all risk categories as of the December 31, 2024, reporting date are as follows:

- Foreign-exchange Risk
- Economic and Industry-Specific Market Risks
- Operational Risks (particularly elements of products, technologies and business processes, human resources, and information technology)

None of the individual, business-specific risks arising from operating business constitutes a risk that is deemed to be material for the Nemetschek Group in light of its likelihood and severity. Material risks are risks that are categorized as “high” or “very high” in terms of probability of occurrence and extent. In addition, no risks individually or in the aggregate are liable to threaten the Nemetschek Group’s going-concern status.

Market Risks

Competitive Environment

The software market is competitive, and it is highly dynamic with start-ups and venture players continually challenging the established market players. It is characterized by the rapid pace of technology, and heavy fragmentation. The Group focuses on operating sustainably, to maintain a competitive edge, and the risks that are likely to materialize due to this approach remain consistent with the prior year. With the increased use of new technologies, such as artificial intelligence which may lower entry barriers in the construction and media industries, new companies with strong financial resources can enter the market and quickly gain a strong market position.

Nemetschek closely monitors the competitive environment and, with its financial resources, is able to actively shape change in the industry. This is done through sustainable investments in its own research and development activities, on the one hand, and through, e.g., acquisitions of or investments in ventures on the other hand. Furthermore, the barriers to entry in both of the targeted industries remain relatively high to date due to the complexity of the solutions and the customer relationships and proximity.

Economic

The Nemetschek Group is active in various markets and regions. Business activities are influenced by geographic and sector-specific economic factors, political and financial changes and the occurrence of natural disasters, geopolitical changes and other global events. Given the current geopolitical situation, the general conditions deteriorated over the last year and this led to a general increase in macroeconomic risk.

The current rapid changes in geopolitical landscapes, as well as escalation of numerous geopolitical conflicts and wars, are monitored. As of now the areas identified that touch the business have no significant direct impact on the business operations of the Nemetschek Group. However, indirect consequences such as energy disruptions in Europe or shifts in public-sector budgets in favor of military spending may have an indirect negative impact on the business of the Nemetschek Group. The business closely monitors geopolitical changes, upheavals, or conflicts – which could cause a significant deterioration in the global economic situation and subsequently have a corresponding negative impact on global economic growth and capital spending in the corporate sector – to evaluate potential impacts to the business and to plan the corporate strategy accordingly. The Nemetschek Group is observing the development of the economic situation very closely, particularly in the USA and Europe. However, there has been no change in the risk assessment so far.

Nemetschek continually monitors developments in key economies and the construction and media industries by means of widely available early warning indicators such as the market indicator of the Euroconstruct market institute or the Construction Confidence Indicator (CCI), as well as by analyzing its own marketing situation. The media and entertainment market is also closely monitored and events such as the hurricanes and fires in the United States are observed. The highly targeted markets in Europe, North America, and Asia are continuously analyzed. Thanks to its international business orientation, the Nemetschek Group is characterized by broad risk diversification. Moreover, the individual segments react differently to economic cycles in terms of timing. The Design segment – which accounts for roughly 49% (previous year: 50%) of the Nemetschek Group’s revenue – is positioned at the beginning of the building life cycle and would be the first to feel the effects of any general economic downswing. The Build segment would only be affected downstream. The Manage and Media segments target different end clients, which increases risk diversification. The Manage segment is not directly dependent on the building process, as the focus in this segment is on efficiency enhancements in the management of properties. The Media segment is almost completely isolated from the construction industry.

Within the current client structure, there are currently no individual clients accounting for a material proportion of revenue. The Nemetschek Group is highly diversified, both in terms of regional distribution and client mix. At over 86.5% (previous year: 76.6%) of total revenue, the large proportion of recurring revenue is also a risk-minimizing factor. Despite the generally unfavorable economic conditions, there is no change to the risk assessment for the Nemetschek Group compared to the prior year. The Nemetschek Group’s strategy prioritizes the further expansion of recurring revenue and continued internationalization, and these aims are systematically pursued on a long-term basis.

Industry (2023: industry development)

The order situation and the financial strength of the construction and media industries exert an influence on the investments of these industries in software solutions and thus on the business performance of a material part of the Group.

Long-term growth forecasts for the construction and infrastructure industry and global trends such as urbanization and demographic growth as well as the increased use of climate resilient architecture and construction, are factors considered by the Group. They are joined by long-term structural drivers such as the still low degree of digitalization in the construction industry; the requirements for greater efficiency, certifications, time and cost savings along the construction and infrastructure life cycle; growing regulatory requirements – also for the use of BIM – as well as heightened sustainability and environmental requirements. The same applies to the media industry, as the demand for digital content is constantly increasing. However, growth may weaken and fluctuate in the short and medium term due to the current macroeconomic situation in the media and construction industries. In particular, high inflation and the longer-term impacts of changes in interest rates by a large number of central banks in response to it are leaving negative traces on the construction industry. Moreover, supply chain constraints, the limited availability of some raw materials, and skilled-labor shortages may prevent the industry from making full use of its development potential. Global conflicts may cause budget re-allocations in individual countries, adversely affecting construction spending. The overall effect of these factors may be a reduction in earnings in the corporate sector, something that would dampen corporate spending – including Nemetschek Group's products and solutions. In addition, risks may arise from customer consolidation, such as large media companies, resulting in changed customer requirements.

The Nemetschek Group continuously monitors the industry-specific developments in its regional submarkets so that it can respond to change rapidly. The strategic direction of increasing the share of recurring revenues, for example, by rolling out subscription models, can counter the risk of clients forgoing investment. With models like these, clients do not make a single investment in a license and instead use the relevant software in return for a regular usage fee.

Operational Risks

Acquisitions, Venture Investments and Integration

Realizing growth potential through mergers and acquisitions (M&A) and investments in start-ups is a core element of the corporate strategy.

There is a risk that merged or acquired entities do not develop in-line with expectations, preventing the defined earnings targets from being reached. This could negatively impact the Nemetschek Group's earnings, financial position, and net assets. Goodwill, which arises from business combinations, is subject to impairment testing at least once a year. It is possible that the value of an acquiree proves to be impaired due to commercial developments, meaning that the purchase price may need to be written off in full or in part. In 2024, the valuations of venture investments were evaluated and adjusted to better reflect the realizable value for the Group. However, the probability of occurrence and potential severity of this risk in the future are assessed as low and very low, respectively. An impairment of goodwill as well as write-downs of the venture investments would negatively impact the Nemetschek Group's earnings, financial position, and net assets.

To address M&A risks, potential targets are assessed, evaluated and planned carefully and systematically before any contract is signed. There is an established, standardized process for M&A activities with a special focus on due diligence and ensuing integration within the Nemetschek Group.

Corporate Strategy

The Nemetschek Group pursues an earnings-oriented growth strategy << 1.2 Growth Drivers, Goals and Strategy >>. Broadly speaking, the strategic direction is oriented toward identifying and realizing opportunities for the company. However, risks can also arise in connection with the corporate strategy and its implementation, and these risks may negatively impact the company's earnings, financial position and net assets.

The Nemetschek Group growth strategy is based on organic growth initiatives as well as growth stimulus from M&A activities. If it is not possible to acquire businesses at reasonable prices, this may adversely affect the implementation of the long-term growth strategy.

The implementation of the growth strategy also comes with challenges arising from the increasing rate of internationalization. This element of the strategy also requires overcoming the barriers to entry in new regional submarkets, while also developing successful and efficient sales structures in these and leveraging competitive differentiators in the regional submarkets to grow value. If this is not possible or is delayed, negative effects may arise. The Nemetschek Group has extensive experience in planning and establishing regional sales structures. To address specific challenges, it also engages specialized external consultants, where necessary, to avert or contain the aforementioned risks and the consequences arising from them.

The Nemetschek Group continuously evaluates existing as well as new technologies, monitors the market on an ongoing basis and revises its market assessments and potentially the company strategy, on the basis of these findings. Thanks to its close relationships with its clients, a broad range of attractive client solutions, and its role as an innovator, the Nemetschek Group continuously works on creating attractive and innovative solutions with many benefits for clients, thus minimizing the risks arising from the strategic orientation adopted.

Cyber Security

The Nemetschek Group monitors threats to Group-wide information security in the market environment. Threats result in risks to the security of products and solutions as well as the IT systems and networks of the Nemetschek Group. Like other global companies, the Nemetschek Group is exposed to the threat of cyber-attacks by professional perpetrators, supported by organized crime and possibly also by government structures engaged in industrial espionage or even sabotage. For this reason, Nemetschek takes a proactive stance in detecting and eliminating threats to its business.

At the same time, the information security requirements to address these threats are steadily increasing. The EU Commission will implement regulations that call for high security standards for software products (EU Cyber Resilience Act as well as the EU's NIS-2 Directive (Network and Information Security)). These regulations are to enter into force after being ratified in 2025, with different transitional periods commencing in that year. The result of these developments may be that product development costs rise or that revenue growth slows down if the provisions are not complied with in a timely manner. The Nemetschek Group supports these activities and is working closely on meeting the future requirements in order to achieve a sustainable impact. For this purpose, it has initiated projects to ensure that its products and solutions are implemented in a legally compliant manner and in accordance with client requirements at all times.

A large number of measures have been developed within the Nemetschek Group to maintain and permanently improve the level of protection to actively address the IT and information security risks described. The following measures, for example, have been implemented:

» Group-wide implementation of a modern cyber defense architecture.

» Establishment of a Group-wide information security management system in accordance with ISO 27001, which also includes the management of IT and information security risks.

» Installation of a global information security organization with established reporting lines to the Executive Board.

» Close collaboration and regular exchange between the information security managers and experts of the Nemetschek Group.

» Establishment of dedicated information security technologies, processes and organizational measures that are integrated into IT and operational processes.

» Regular information security training and awareness-raising campaigns for all employees.

Nemetschek completed ISO 27001 certification in 2024. Our obtaining of certification demonstrates the Group's ability to meet the demands of customers, who increasingly need to verify the technical capabilities of their third-party service providers, and to rise to the level of competitors and regulatory requirements. In 2024, the successful certification resulted in a comprehensive analysis of the information security management of the group as well as its risks and resulted in the assessment that the probability of this risk materializing has decreased from high to low despite continued high levels of external attack activity.

The information security measures are constantly monitored to verify their effectiveness. New threats as well as successful and failed attempts are analyzed, while the entire information security system is constantly undergoing further development and being adapted to take account of current and, as far as possible, future threat patterns. Group-wide cybersecurity insurance provides further protection, covering all Group companies, and is intended to mitigate the financial consequences of a potential cyber-attack.

Human Resources

The software industry continues to face shortages of qualified employees, particularly in the areas of software development as well as marketing and sales. No significant sustainability risks were identified although several factors correlated closely to existing risks. Adapting its approach to employees according to changes in the business and the market, while upholding just and egalitarian practices tailored for employee success, helps the Group to support a qualified and sustainably engaged workforce and impact the overall culture of the organization.

The prevailing shortage has constituted a risk to the sector for many years. If qualified skilled or management employees were to leave the Nemetschek Group and no suitable replacement could be found, this could have a negative effect on business development. This is particularly significant if it also results in a loss of expertise. To recruit and retain employees, the Nemetschek Group offers flexible working models as well as attractive salaries and working conditions. In addition, it works very closely with universities, provides scholarships, and awards doctoral positions to identify young specialists and to recruit them at an early stage. Moreover, the company aims to offer its employees an attractive workplace, appealing development opportunities, and consequently a bond between the employees and the company.

Information technology

The requirements with regard to compliance, data retention, data security as well as data privacy continue to increase over time. The General Data Protection Regulation (GDPR) is currently the most significant regulation in force that may impose significant sanctions in the event of non-compliance. In addition, local data protection authorities may impose additional rules or regulations in this area that would impact the business. The Nemetschek Group has designed its processes to be fundamentally compliant with data-protection requirements, and an external data protection officer also helps to ensure compliance with the data protection regulations.

On the one hand, new and extensive regulations and legal stipulations are planned in the current regulatory environment, while on the other, the requirements that individual clients have are also rising. The increasing regulatory burden coupled with difficulty finding skilled employees resulted in the assessment that the likelihood had increased from low to medium.

Products, Technologies and Business Processes

In keeping with the previous year, the two risk categories products/technology and business processes have been presented as a single risk. Both risks have similar inherent characteristics, where products/technologies is more outward facing and business processes is more inward facing. In an environment characterized by rapid technological progress, Nemetschek Group's products, the technologies used, and ongoing development must meet high demands. The company is able to achieve a lasting impact with its products, as customers continue to digitize their processes. The company is contributing to the digital transformation in the construction industry.

There is a risk that competitors will gain an innovative edge and thus win clients previously with the Nemetschek Group. Future business success therefore depends above all on the ability to offer innovative products that are tailored to clients' needs. With its organizational structure, the Nemetschek Group is positioned close to its customers and markets. In this way, it is able to identify changes and trends at an early stage, evaluate them and take an appropriate response in such a way that client needs and internal quality standards can be met. The Nemetschek Group continuously invests roughly 21.5% (previous year: 20%) of its revenue in research and development to avert product- and technology-based risks as far as possible and to reduce them to a level appropriate for the strategy.

The Nemetschek Group's software products incorporate third-party technology in some cases. In 2024, a payment service provider suddenly ceased providing its services and payments, resulting in a financial risk to the business that required changes in business processes. The loss of or poor quality of the technology could lead to delays in the delivery of the company's own software and to increased expenses for the procurement of replacement technology or for quality improvement. It addresses this risk by selecting suppliers carefully and ensuring adequate quality assurance.

Risks may arise if the required and planned business process results, especially those supporting product delivery, do not meet client requirements in terms of time and quality due to insufficient resources or changes in underlying conditions. The Nemetschek Group addresses risks that arise from changes in processes by implementing structured project management and targeted communications. Changes are tested at defined milestones and rework done if necessary. Internal and external experts are also engaged as needed.

Further risk potential exists in the realignment of the product lines or other strategic initiatives. In such cases, the Nemetschek Group takes care to intensify the exchange of information with the clients affected and to comprehensively explain the benefits of the realignment or migration. Due to the internal measures, the probability of occurrence of the risk and its classification remain unchanged from the previous year.

Sales and Marketing

The sales models that the Nemetschek Group offers are based on the use of expert sales partners, resellers, and qualified employees with specialist knowledge. In addition to the classic sales channels, the Nemetschek Group is increasingly relying on e-commerce.

The loss of important sales partners, sales employees, or e-commerce solutions could have a negative impact on the revenue and earnings of the Nemetschek Group. The brand companies address this risk through careful selection and training and by motivating sales partners and employees through attractive incentive and reward systems.

Sales risks also arise if the brands establish their own sales team or sales location in regions where a sales partner previously operated or if sales partnerships are terminated. Such a change may lead to disagreements with the previous sales partner or adverse client reactions. However, such scenarios are analyzed in detail before they are implemented and discussed both internally and with external market experts.

Further risks may arise when the product portfolio is modified or when new forms of distribution, such as subscription/rental models, are adopted if, when they are launched, the appropriate solutions do not yet have the degree of market maturity that clients expect. Nemetschek addresses this risk by preparing market launches carefully in conjunction with pilot projects involving selected customers and, if necessary, by quickly adjusting and intensifying its development activities.

Risks may also arise when new distribution and sales channels, such as e-commerce offerings (including the Group's own web stores), are established. The Nemetschek Group addresses these risks by engaging in precise planning, comprehensive communications and careful testing of corresponding changes.

Legal, Tax and Compliance Risks

Compliance and Governance Risks

The regulatory environment of Nemetschek SE, which is listed on the German MDAX and TecDAX, is complex and has a high level of regulation. A possible violation of regulatory requirements could have negative effects on the company's earnings, financial position and net assets, share price, or reputation. It is also becoming increasingly important to demonstrate sustainable practices. This is done primarily through the stewardship of relationships with suppliers as well as anti-corruption and bribery practices.

To a small extent, clients of the Nemetschek Group include governments or publicly owned companies. Business activity in the construction industry is partly characterized by orders of a larger volume. Cases of corruption or simply the corresponding allegations could make participation in public tenders more difficult or even impossible and have negative effects on the company's continued economic activity, earnings, financial position and net assets, share price, or reputation. Against this backdrop, Nemetschek has adopted a Group-wide Code of Conduct as well as a Group anti-corruption policy, both of which are binding on all employees. Compliance and corporate responsibility have always been important components of the Nemetschek Group's corporate culture. An e-learning tool as well as in-person training are used to communicate this topic on a sustained and Group-wide basis. This helps to raise Group-wide awareness, allowing employees to detect potentially critical situations and take the appropriate response.

Applying the relevant Group policies and other regulations (including specific compliance guidelines) as well as targeted compliance communication measures, we continuously raise employees' awareness of the importance of compliance and provide the necessary training.

Along with this, external stakeholders such as suppliers and business partners are integrated into the operational compliance process. As part of the risk-based business partner audit, the Supplier Code of Conduct (SCoC) forms an integral part of the contract to ensure that business partners implement supply chain compliance in their own operations in a sustainable and transparent manner.

Legal Risks

In an international company such as the Nemetschek Group, contractual, competitive, trademark, and patent law related risks may arise. With this in mind, provisions are made in the statement of financial position in accordance with the accounting regulations. The Nemetschek Group limits such risks through legal audits by the legal department and consultation of external legal advisers.

In the software industry, developments are increasingly protected by patents. Patent activities mainly concern the American market, although the use of patents to protect software is also steadily rising in other markets. The infringement of patents could have a negative impact on earnings, financial position and net assets, the share price, or the reputation of the company.

To mitigate these risks, the Legal department is involved in all important processes and major contracts, provides advise on complex legal matters, and ensures standardized workflows, legally required submissions, and regular reviews.

Tax Risks

With its globally based subsidiaries, the Nemetschek Group is subject to the relevant local tax laws and regulations, as well as the regulations on the cross-border offsetting of transactions. Changes to these regulations may lead to higher tax expenses and, connected with this, higher cash outflows. Furthermore, changes may adversely affect the deferred tax assets and liabilities recognized.

The Nemetschek Group's future tax situation is subject to uncertainty over a potential US tax reform, as a considerable part of its profits are generated in that country. In addition, the Nemetschek Group is within the scope of the BEPS (Base Erosion and Profit Shifting) Initiative 2.0 of the Organization for Economic Development and Cooperation (OECD) and its local implementations. They range from increased transparency, such as country-based reporting, to requirements for minimum taxation. The Group has assessed the BEPS and other tax legislation enacted during 2024 and, while there were impacts, they were not material and did not change the assessed risk to the business overall.

Financial Risks

The objectives and methods for dealing with financial risks are also described in detail in the notes to the consolidated financial statements under *<< Financial Risk Management Objectives and Methods >>*.

Liquidity Risk

On the basis of the existing financial liabilities, there is a general liquidity risk if earnings deteriorate. At the end of 2024, the Nemetschek Group had liabilities to banks of around EUR 500.4 million (previous year: EUR 6.9 million). The change in liabilities to banks, which was significant in 2024, was not deemed to be a factor that would change the risk because the covenants, terms, and conditions were favorable to the business. In addition, equity offerings of share capital up to a total of 10% may be undertaken if needed. Furthermore, strong positive operating cash flows together with the higher leveraging capabilities improve the ability of the business to fund the Group.

The Group continued to generate positive cash flows from operating activities in 2024, allowing it to settle liabilities that have already fallen due for payment or will do so in the future. In the future, the group is expected to continue to generate cash flow from operating activities at least in the amount of the EBITDA. This will enable the servicing of the EUR 500 million in loans, which are due in three to five years. Agreed covenants will be adhered to at all times. Nemetschek SE ensures to some extent the availability of decentralized financial resources via central cash pooling and intra-Group distribution and financing options. In 2024, Nemetschek SE also issued its first Schuldschein, which is a private standardized loan contract formed under the German Civil Code, improving and further diversifying Nemetschek SE's financing sources over the next three to five years while keeping the regulatory burden on the business small. As a matter of principle, the Group pursues conservative and risk-averse financing strategies. The Group Treasury function has been significantly strengthened over the previous years and aspects such as a core banking concept, including a revolving credit facility, liquidity, and risk management, have been steadily enhanced through the continued upscaling of governance structures and revisions to processes and systems.

Currency Risks

As an internationally active company, the Nemetschek Group is exposed to exchange rate fluctuations. The ongoing internationalization of the Group's activities will additionally heighten the relevance of exchange rate fluctuations for the Group's business activities. However, at the Group level they only affect the earnings arising in a foreign currency, as the operating subsidiaries outside the Eurozone generate most of their revenue, costs, and expenses in their local currencies (natural hedging). Nonetheless, currency fluctuation may impact pricing and therefore revenue, which may influence the earnings of individual Group companies. Given the continued high uncertainty over the future direction of the monetary policies pursued by individual central banks, exchange rates may remain volatile and – when translated into the euro, which is the reporting currency – significantly impact the earnings, financial position, and net assets of the Group and the parent company. In the case of the parent company, this additionally concerns currency risks arising from foreign-currency financing transactions with subsidiaries.

Default Risk and Risk Management

Credit risks within the Nemetschek Group are addressed by managing credit approvals, defining upper limits and control procedures and by maintaining regular debt reminder cycles.

In 2024, a payment service provider suddenly ceased providing necessary services and payments, resulting in a financial risk to the business that required changes in business processes and a shift of the assessed severity of default risk from very low to low. The Nemetschek Group has no significant concentration of credit risks with any single client or groups of clients.

Clients who wish to conclude material transactions with the company on credit terms are subjected to a credit assessment if materiality thresholds are exceeded. In addition, receivables are continually monitored and checked so that the company is not exposed to any significant default risk. If default risks are identified, appropriate provisions are made in the statement of financial position. In the current economic environment, it is possible that the creditworthiness of some clients may change, resulting in an elevated credit risk.

Over the past three years, the markets have experienced rising insolvency figures, funding problems on the part of clients and project postponements due to delays in the supply chain. The Nemetschek Group and its clients have demonstrated great resilience in this respect, thus remaining shielded from greater systemic risk. The Group continually monitors this situation and, if necessary, will take measures and recognize provisions.

Interest Rate Risk

As a result of the measures taken by central banks to curb inflation, interest rates have fluctuated more for the last two years than in the past, especially in Europe and the United States. In 2024, the assessed likelihood of an interest rate risk was decreased from very high to high because of the strong position of the Nemetschek Group's financing structure that was further improved during the course of the year. Long-term financing arrangements are hedged, when it is considered prudent, with fixed interest rates. Future M&A activities may have an impact on future interest payments and are therefore assessed in each individual transaction. The company's strong position, which is further emphasized by the successful issue of the promissory note, is illustrated by the lower interest rate risk, as interest rate spreads were lower than expected in the previous year. Given the company's good earnings and financial situation and, hence, its creditworthiness, the adverse effect of the interest rate risk on the Nemetschek Group would be limited.

Opportunity Management and Reporting

The recognition and management of opportunities have been established as integral components of strategy, corporate planning and forecasting processes. This provides a long-term, medium-term and short-term perspective for additional growth potential for the Nemetschek Group. Accordingly, management evaluates relevant and feasible opportunities that are consistent with the Group's strategic goals and offer a competitive advantage.

Among other things, operational potential is addressed by means of regular discussions between the Executive Board, the segment managers and other relevant experts. To this end, economic, industry and sales developments as well as the competitive environment and technological trends are considered in light of market, industry and competition data. Opportunities that can be realized in the short term are prioritized and integrated within the rolling business forecast.

The Nemetschek Group‘s opportunity management process is based on the risk management process. Opportunities are aspirational and the probability of realization is assessed through the rolling business forecast. If an opportunity is not likely to be realized but may materialize over time it is not quantified until it is realizable, except for sustainability topics which are quantified for sustainability purposes.

The opportunities set out and described below are considered to offer the greatest potential for the Nemetschek Group as of the balance sheet date December 31, 2024:

Opportunity Field	Opportunity Category
Market Opportunities	Competitive Environment
	Economic
	Industry (2023: Industry Development)
Operational Opportunities	Acquisitions, Venture Investments and Integration
	Corporate Strategy
	Cyber Security (new)
	Human Resources
	Products, Technologies and Business Processes
	Sales and Marketing
Legal Opportunities	Compliance and Governance (new)

The opportunities are subject to a wide range of assumptions, and actions outside the control of management, and are not quantified until an opportunity has an appropriate likelihood of occurrence and importance to evaluate individually.

Market Opportunities

Competitive Environment

Due to its strong earnings and sound finances, the Nemetschek Group is capable of making sustainable investments in research and development. This means it can enhance the technology of its existing portfolio of products and solutions in line with its clients' needs while generating innovation that adds value for clients.

The AEC/O software industry in particular is also an environment with strongly fragmented competition. Despite a period of market consolidation that has been ongoing for years now, the market continues to be influenced by a large number of small and local companies. The Nemetschek Group is one of the few global enterprises in the industry and sees opportunities to exploit further fields of innovation and potential growth through M&A and targeted support for venture investments. To harness this potential and make use of these opportunities, the Nemetschek Group has created and scaled up internal structures targeted at M&A and venture investments.

Economic

A swifter-than-expected improvement in the global economic outlook could boost capital spending on the part of clients and, hence, demand for Nemetschek Group products and solutions. Moreover, government initiatives and subsidies may result in higher government expenditure, including for investment in infrastructure or digital transformation. The Nemetschek Group has the capacity to profit from this, too. It is intensively monitoring the development of government initiatives in its regional target markets so that it can respond to initiatives and programs promptly.

The increasing importance of sustainability and political efforts to achieve it may offer positive stimulus for the Nemetschek Group's business. In offering its products and services, the Nemetschek Group is actively involved in the development of an economy that is oriented toward sustainability and believes there are ways to benefit from the potential opportunities. However, the current assessments are subject to change and it may not be possible to fully act on all opportunities.

Industry (2023: Industry Development)

Mounting cost pressure, lack of labor, and the increased use of digital working methods may lead to an acceleration of digitalization in the construction industry. Compared to other industries, digital transformation has still little presence in the construction industry, yet it has a key role especially when it comes to efficient material usage, efficient construction site management, and building operation and management with low resource consumption. In this current market phase, where market participants are conscious of cost-effectiveness and efficient resource usage, expenditure on digital transformation can be the key to reshaping value chains for lasting efficiency. If enterprises such as the Nemetschek Group could increase their clients' awareness accordingly, this would potentially allow digital transformation in the construction industry to unfold more quickly than expected and permit potential revenue to be harnessed faster than expected, too.

Climate-resilient architecture and climate-friendly construction offer the group opportunities and will have a greater impact on sustainability initiatives in the future, as the industry is increasingly focusing on sustainable methods. Sustainability and environmental protection are important in planning, constructing, operating, and renovating buildings and infrastructure. Demand for sustainability-oriented building certificates is rising. The Group plans to have an impact by making a significant contribution to climate change adaption, mitigation and energy efficiency through its products and position in the industry, see also << 2.1 General Disclosures >> and << 2.2 Environmental Information >>.

In addition, the construction industry can benefit from numerous government-initiated investment projects for infrastructure and public construction. This consequently opens up opportunities for participating in investment programs, particularly for the Design and Build segments. In the Manage segment, topics such as efficiency enhancements and sustainable building management are particularly relevant. Here as well, the trend in favor of energy savings, for example, may harness growth potential.

Further opportunities may arise in the Media segment as the creation of digital content and worlds, together with 3D animation is increasingly growing in importance. The current push to add artificial intelligence (AI) into products, and build on the metaverse, which merges the virtual with the real world, creates new pathways for product features and development. In addition, there is a growing need for digital content and rising demand for gaming. These trends could have a positive impact on demand for solutions in the Media segment.

Operational Opportunities

Acquisitions, Venture Investments and Integration

The Nemetschek Group uses acquisitions to expand its portfolio of products and solutions, gain access to new technologies and/or regional markets, and thus close gaps in its value chain. New client groups can also be reached and market shares can be gained that are considered relevant and promising for the future. The Group is also increasingly prioritizing investments in ventures in order to access innovative technologies and support their implementation in the market.

In order to make the best possible use of acquisition opportunities, the Nemetschek Group continually screens the markets for suitable targets. It also works with M&A advisors to fill gaps in its portfolio. Furthermore, the persons responsible within the segments contribute their expert knowledge and market observations in an established and professional M&A process. There is a standardized M&A process with a particular focus on due diligence, valuation and post-merger integration.

Corporate Strategy

The Nemetschek Group sees itself as a driver for building information modeling (BIM) and has a strong position in all AEC/O segments when it comes to this working method. BIM regulations in various countries are helping to ensure that the relevant technologies become increasingly important in the construction industry.

The progressive shift towards new sales and business models, such as subscription and software-as-a-service products as part of the Group's strategic orientation, offers accelerated growth opportunities and also ensures greater stability and forward visibility with respect to revenue and margins.

New technologies may also unleash new market potential. The growing importance of artificial intelligence (AI), in particular, may change the AEC/O and media markets. In addition to the development and implementation of AI solutions, the growing importance of AI at Nemetschek is also being fueled by a strong willingness to invest in relevant ventures. Alongside the risks, the Nemetschek Group also sees opportunities in this development and has been investing in AI-related innovations for many years. In addition, it is working with university experts to promote an exchange with academia on AI.

Cyber Security

The cyber security measures undertaken by the business demonstrate continuing maturity and readiness to face threats to the digital infrastructure that BIM and the Nemetschek business model are increasingly reliant on. As the regulatory environment, and day to day needs, adapt to the emerging issues globally and locally, the business is prepared to address them.

Nemetschek Group only works with certified service providers and ensures uniform application of the highest cyber and data security standards, including across all its suppliers where possible, to ensure a sustainable impact is achieved.

The Nemetschek Group has implemented a variety of measures to actively manage and control cyber and information security risks and to ensure uniform cyber and data security standards in the Group. These also make a central and positive contribution to implementing the Group's growth strategy and represent a business opportunity for the Nemetschek Group from the financial year 2024.

Human Resources

The Nemetschek Group is aligned for long-term growth. Its organizational structure and workflows allow changes to be made dynamically and offer appealing development opportunities for Nemetschek Group employees or entry opportunities for external candidates. The company continually adapts its approach to its employees to respond to changes in the business, including but not limited to communicating, training, supporting, and upholding just and egalitarian practices to promote employee success.

The Group's attractiveness as an employer and its attractive working conditions both provide the opportunity to recruit specialized experts and managers from the labor market as well as promote longevity with current employees. Highly qualified, and supported, employees are the backbone of the business. Nemetschek Group is committed to promoting an innovative culture to foster talent and thereby make an impact on its own workforce. Sustainability as an essential feature of corporate culture strengthens the organization. See also *<< 2.1 General Disclosures >>* and *<< 2.3 Social Information >>*.

The functional organizational structure of the G&A functions (HR/People, Controlling & Risk Management, Finance, IT, and Information Security) rolled out in 2023 is enhancing the appeal of roles in these areas. Furthermore, a more closely coordinated brand identity, portraying a globally active group, continues to be an opportunity to heighten the company's appeal for existing and future employees. The existing, close cooperation with a broad network of universities, particularly in Europe, the US, and India, also offers an opportunity to further grow the reputation and appeal of the Nemetschek Group among university graduates. Financially potent companies such as the Nemetschek Group offer greater appeal as employers, particularly in uncertain economic times, and thus have more options for retaining employees and hiring new ones.

Products, Technologies and Processes

The development of new solutions and technologies that are focused on client benefits, including cloud-based solutions and platforms or digital twins for example, can enable new efficiencies and growth potential to be harnessed. New business models such as subscriptions and SaaS also open up opportunities to boost the Group's earnings. The Nemetschek Group uses its close client relationships and its wealth of knowledge and experience as well as its research and development resources to harness opportunities that are emerging.

The Nemetschek Group's software provides information on regulations, materials, and construction impacts; facilitates data exchange; and enhances process digitalization and automation, thereby improving efficiency, productivity and the overall quality of constructed buildings. Open BIM allowes for transparency on project responsibilities and requirements and enables the traceability of workflows, creating accountability and liability in projects and reducing the potential for design-related disputes among stakeholders. These characteristics, which are inherent in the Nemetschek Group's products, facilitate the involvement of smaller businesses in larger projects, thus promoting broader participation and collaboration in the construction industry and more sustainable effects and outcomes.

Changes are continuously made to existing business processes and models in order to achieve targeted improvements. Changes may have a direct positive impact on client benefits, such as facilitating the acquisition of building certifications and improved transparency on building projects with BIM, and thus also on client relationships, as well as an indirect effect by additionally optimizing internal corporate structures and processes, thus creating a positive impact on the Group's cost structure and value generation.

Sales and Marketing
The ongoing internationalization of Nemetschek's business forms a strategic focus for expanding regional market share or entering new markets. The focus lies on those sales markets that offer the greatest market potential and growth. Alongside Europe, a major priority is the United States, which is the largest regional AEC/O software market in the world, as well as selected Asian markets. Along with this, there is an opportunity for stepping up efforts to address previously peripheral markets, e.g. in Asia/Pacific, including India, and for generating additional growth.

New forms of market cultivation arising from the consolidation of individual products are opening up opportunities to offer existing and potential new clients more comprehensive packages of solutions. This is particularly the case for large, international clients who combine various disciplines under one roof. This is supplemented by cross-selling activities to offer clients packages containing different products from the entire Nemetschek portfolio. Offering discounted licenses to students and young professionals establishes an inclusive approach to familiarizing incoming participants with BIM. Opportunities may also arise from new sales channels such as e-commerce, in which clients can take out a subscription for a solution directly online via our websites.

Legal Opportunities

Compliance and Governance
This opportunity was newly identified in 2024. Maintaining an active compliance team that meets regularly aids in preventing and detecting compliance or governance issues that would otherwise be difficult to detect and resolve. In addition to the company's compliance activities, the introduction of and adherence to a formal audit of business partners and of terms and conditions helps to minimize risk. Reducing opportunities for corruption and bribery, as well as strong management of relationships with suppliers, including preventative and detective payment practices, are supposed to have a sustainable impact. As Nemetschek continues to grow it is in a better position to deal with larger, and more well known, service providers, and this provides the opportunity to work in a community of common-minded businesses.

Summary Assessment of the Group's Opportunity and Risk Situation
Changes in the company's overall risk profile or individual risks and opportunities comprise the likelihood of occurrence for cyber security risks as well as interest rate risks which are reduced, from high to low and from very high to high, respectively; whereas, the likelihood of occurrence of a risk in Information technology and development has increased from low to medium. Additionally, the assessed severity for Default and Risk Management was increased from very low to low. The adjustments to the risk profile mainly reflect the reduction of cyber security risks compared to the previous year, particularly due to successful ISO 27001 certification and other IT initiatives during the year. Information technology risks increased because the regulatory environment continues to be increasingly complex, and obtaining skilled employees continues to be difficult. The decrease in interest rate risks is tied to successful financing initiatives during the year that benefit the long-term financial solidity of the business. The increase in probability of Default and Risk Management risk is due to an incident with a service provider that ceased providing necessary services and payments. Lastly, incorporation of the sustainability-related impacts, risks, and opportunities into the opportunity and risk analysis process improves the Group's focus on sustainability. Overall, the Nemetschek Group is satisfied that the risks identified do not pose a threat to the continued existence of the Group, neither individually nor as a whole. This assessment is supported by the asset structure, the liquidity position, and the financing structure.

7 Outlook 2025

Overall Economic Development

As a globally active company, the Nemetschek Group is influenced by worldwide economic developments and industry-specific trends. These developments may also impact the Group's future earnings, financial and asset situation.

The outlook for the global economy is currently influenced by many factors that are subject to great uncertainties. Geopolitical conflicts and crises, as well as their impact on global markets, remain key drivers of the global economic situation. Despite these myriad crises, the global economy proved to be robust in 2024.

It is also expected that the Russian war of aggression in Ukraine, as well as the increasing disputes and conflicts in the Middle East, will have a negative impact on the development of the global economy in 2025. Furthermore, it is anticipated that trade relations between the USA and China, but also between the USA and Europe, could become strained due to the new US President and that global supply chains could be impacted as a result. Moreover, the increasing transformation efforts and activities in individual economic areas (e.g., the Department of Government Efficiency in the USA and the European Green Deal in the European Union) could lead to substantial changes in the underlying economic conditions, yielding opportunities as well as risks for individual sectors.

The monetary measures taken by governments and central banks have exerted their effect in recent years. Inflation rates are therefore expected to continue declining, gradually reaching the central banks' targets and have already done so in some regions. Initial measures to ease the restrictive monetary policy have already been taken and further such measures are expected. Interest rates already fell during the course of 2024, but remain at a relatively high level in many regions. Given the large number of existing and potential geopolitical conflicts, the following forecasts are, however, fraught with high uncertainty.

In its World Economic Outlook published on January 17, 2025, the International Monetary Fund (IMF) expects global growth of 3.3%, which is similar to the growth rate witnessed in 2024. In its Annual Report 2024/2025 published on November 13, 2024, the German Council of Economic Experts assumes that global economic growth will slow to 2.6% in 2025.

In its report published in January, the IMF estimates global inflation at 4.2% in the year 2025, whereas the German Council of Economic Experts expects a lower rate of inflation of 3.0 percent. Both groups of experts thus anticipate a slowdown compared to the previous year.

The following developments are forecast for the regions of operational significance for the Nemetschek Group:

GDP in the **Eurozone** is expected to grow by 1.3% (German Council of Economic Experts) and 1.0% (IMF) in 2024. The European Central Bank continues to relax its monetary policy, meaning that a further slight reduction in interest rates can be expected for 2025. It is also assumed that inflation will once again decline compared with previous years and that it will gradually move towards the target set by the ECB in many European countries. Nevertheless, it is still expected that the Russian war of aggression against Ukraine, in particular, will continue to have an adverse impact on economic performance in the EU.

After the economy in **Germany** more or less stagnated in 2024, the German Council of Economic Experts and the IMF anticipate that economic performance in Germany will remain weak, with each institution predicting growth rates of 0.4% and 0.3%, respectively, for 2025. The German economy continues to face substantial challenges, as high energy and labor costs, as well as increasing international competition (e.g., from China), are having a particularly negative impact on export business, but also on overall economic performance.

The German Council of Economic Experts is forecasting growth of 2.1% for the **United States** in 2025, while the IMF expects growth of 2.7%. Both institutions therefore expect that the US economy will slow down for the second year in a row. The economic policies planned by the new government, including possible tax reforms and infrastructure investments, could have a considerable effect on economic performance. In particular, the planned tariffs could push up inflation and put a strain on trade relations. In addition, the Federal Reserve has raised the prospect of two further interest rate cuts of 0.25 percentage points in 2025. This cautious easing of monetary policy is intended to bolster economic growth while simultaneously keeping inflation under control.

The highest level of economic growth is once again forecast for **Asia** in 2025. The IMF expects growth of 5.1% in 2025, putting its estimate more or less on a par with that of the German Council of Economic Experts at 4.1%. A driver in the region is **China**, with an estimated growth of 4.6% (IWF) or 4.6% (Council of Economic Experts). The crisis in the Chinese real estate sector, however, is expected to continue in 2025. Additionally, it is anticipated that tensions in international trade, especially with the USA and the EU, could negatively impact Chinese exports. Planned tariffs on Chinese products, such as electric vehicles, could also change the balance of trade. An additional strong driver in Asia is India, with a forecast growth rate of 6.5% (IMF) or 6.6% (Council of Economic Experts). The Indian government is increasingly focusing on expanding the country's infrastructure and is subsidizing investments in key areas such as technology and renewable energies. Continuing digitalization and technological progress, especially in the IT sector, are consolidating India's position as a global driver of innovation and spearheading its economic growth. For

Saudi Arabia, further economic growth is forecasted. The IMF expects an increase of 3.3% for the year 2025. However, this outlook is slightly below the original growth expectation, as Saudi Arabia's economic growth was revised downwards slightly due to the reduction in oil production. At the same time, however, the country is making considerable efforts to diversify its economy and make it less dependent on the oil sector.

Overall, the uncertainties associated with the aforementioned forecasts are considerable and particularly depend on the further course of political and economic conflicts, crises and underlying conditions. Any risks occurring or worsening or any deterioration in conditions may have a negative effect on the global economy. Likewise, an end to the war in Ukraine or the Middle East or an improvement in general conditions may generate impetus for the global economy, positively affecting the industries and regions addressed by the Nemetschek Group. The IMF and the German Council of Economic Experts currently believe that the short-term risks for the global economy outweigh the opportunities.

Sources: German Council of Economic Experts, Annual Report 2024/25 dated November 13, 2024, and International Monetary Fund, World Economic Outlook Update dated October 22, 2024, and January 17, 2025.

Development of the Underlying Industry-Specific Conditions in the Construction Sector

Construction Industry

The construction industry is influenced by the prevailing macroeconomic and political conditions. The effects previously described of the current geopolitical crises and conflicts are also leaving traces on the construction industry in particular. High interest rates (despite slight falls), a still restrictive monetary policy, and continued high prices continue to exert a dampening effect on the current willingness to invest among companies and private developers. In the medium term, however, the construction sector is expected to recover slightly.

The current situation in the sector poses the challenge of finding efficiencies in planning and construction processes, especially for companies operating in this area. The increased need for improved efficiency and cost savings may therefore continue to provide an important incentive for the further digitalization of the industry. At the same time, the importance of sustainability and environmental protection in the planning, construction, operation, and renovation of buildings is growing at an increasing rate. A more energy- and resource-efficient approach throughout the entire construction process, including the subsequent use phase, is a critical factor in achieving the political climate targets. This may also lead to positive growth momentum for the construction industry.

The experts at Euroconstruct (December 2024) project a sequential inflation-adjusted decline in the construction industry in **Europe**. They forecast a decline of –1.8% in 2024, improving to –0.1% in 2025. Renewed growth of 1.3% is expected for the first time in 2026. The German construction industry, which is still of particular importance for the Nemetschek Group, is expected to contract by –1.1% in 2025. The forecast contraction is therefore lower than in 2024, where a decline of –3.5% was expected.

At –1.1% in 2025, the decline forecast for Germany is above the average for the Euroconstruct countries (–0.1%). The highest growth rates across Europe are expected in Ireland (+6.0%), Norway (+5.6%) and Poland (+5.4%). The sharpest declines in 2025 are forecast for Italy (–6.4%) and Belgium (–1.2%).

While the construction industry in the **USA** is estimated to have grown by 5% in 2024, according to the North American Engineering and Construction Outlook, it is anticipated that this growth will slow down slightly to 2.0% in 2025 and 2026. Economic growth is expected to slow down in all areas. As such, growth of 1% is expected for residential buildings in 2025, followed by 2% in 2026. Growth of 1.0% and 2.0% in 2025 and 2026 is also predicted for non-residential buildings. The infrastructure sector is expected to see sustained high growth of 5.0% in 2025 and 3.0% in 2026.

A decline of 2.8% is expected for the construction industry in **Asia**. This decline is being driven primarily by **China**, where a decline of 8.0% is expected, while growth of 5.9% is expected for India, which is being driven primarily by residential construction. Significant growth of 4.0% is expected in Japan. Growth of 3.0% is also expected in Saudi Arabia.

Sources: 98th Euroconstruct Summary Report Winter 2024; North American Engineering and Construction Outlook Fourth Quarter Edition (December 2024), Oxford Economics.

Digitalization in Construction

Digitalization in the construction industry is less developed than in other industries. This is due to significant fragmentation, non-series production processes, and the low profitability of construction. Nevertheless, an increasing share of actors in the industry are coming to regard digital transformation as a crucial competitive advantage and strategic priority. Factors such as more robust regulation (particularly for sustainable construction), high material costs, the ongoing skills shortage, and the lessons of the Covid-19 pandemic may further drive or even accelerate existing digitalization trends in the medium term. The Nemetschek Group, which is globally positioned in this market, is therefore operating in a growing market with significant long-term growth prospects. Particularly favorable in this regard is the growing spread of an open standard for data exchange, which improves compatibility and efficient data sharing between different software solutions, thus fostering the establishment of BIM. This development is chiefly being driven by the international nonprofit organization buildingSMART, which promotes digitalization in the construction industry.

Development of the Media and Entertainment Industry

The media and entertainment industry continues to benefit from growing demand for high-quality content and animation by artists and creators, as well as the growing use of visual effects (VFX) in films and videos and strong demand from the gaming industry. Although growth in the industry was briefly hit by the strikes in Hollywood in 2023, Nemetschek still sees great potential in the medium term, especially in the metaverse area and the development of artificial environments using augmented reality (AR) and virtual reality (VR). In this market, the Nemetschek Group is globally positioned with its Media segment and the Maxon brand to leverage future growth potential in the underlying market.

General Statement on the Expected Development

Outlook for the Nemetschek Group

Despite the underlying macroeconomic and industry-specific conditions and challenges outlined above, the Executive Board is optimistic about 2025.

In the short term, the planned ongoing adoption of subscription and SaaS models, especially in the Design segment, will have a temporarily dampening effect on revenue growth and profitability due to accounting-related effects. At the same time, however, the conversion to subscription and SaaS models means that higher revenues can be generated over the client lifetime. Moreover, revenues are more predictable and, as a result, business generally gains added resilience – even across economic cycles.

In the medium and long term, the significant structural growth drivers in the segments Design, Build, and Manage, such as the low level of digitalization in the construction industry, the requirements for greater efficiency and time and cost savings in the construction life cycle, mounting regulations on BIM use, increased demands for sustainability, environmental protection and lower carbon emissions, as well as ongoing urbanization, remain fully intact. In addition, there is the ongoing shortage of skilled workers, which has even intensified as a result of the crises of recent years and is leading to a further need for digitalization. Furthermore, there is a comparable development in the Media segment, where the medium- and long-term structural growth drivers, such as the growing demand for high-quality content and animation and the increased use of visual effects, (VFX) remain intact.

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 GoCanvas acquisition of around 350 basis points. The EBITDA margin for the Nemetschek Group, including the dilution due to the lower profitability of GoCanvas, which is still below the group average, is expected to be around 31%.

These figures do not yet reflect the full potential of the GoCanvas acquisition, as both the revenue and EBITDA contribution in the first half of 2025 are still reduced due to the IFRS-related purchase price allocation.

	Financial Year 2024 Actual	Financial Year 2025 March 2025 Outlook
Revenue and currency-adjusted revenue growth (including GoCanvas)	EUR 995.6 million, 17.2%	Currency-adjusted revenue growth of 17%–19%
Revenue contribution from the GoCanvas acquisition	320 basis points	~ 350 basis points
EBITDA and EBITDA margin (including GoCanvas)	EUR 301.1 million, 30.2%	EBITDA margin of ~ 31%

The key financial figure ARR (Annual Recurring Revenue) will in 2025 no longer be part of the forecast, as the transition to subscription and SaaS models has already been largely completed. Nevertheless the Nemetschek Group will continue to report on ARR. The same applies to the share of recurring revenues in total revenues.

As the business development is affected by currency effects, especially from the US dollar, the outlook for revenue growth is given excluding currency effects to better assess the operational strength of the business.

Dividends

The pro-shareholder dividend policy pursued by Nemetschek SE based on continuity and sustainability is to be continued in the coming years. Taking into account the respective overall economic development as well as the economic and financial situation of the company, the Executive Board plans to continue to distribute around 25% of the operating cash flow as a dividend to the shareholders and thus allow them to participate appropriately in the economic success of the Group.

In general, it should be noted that, in addition to a change in economic conditions, changes in exchange rates and possible portfolio changes due to M&A activities could have an impact on the Group's revenue and earnings development and ultimately on the achievement of the outlook. For this reason, the outlook for the 2025 financial year was prepared, as in previous years, on a comparable basis with constant exchange rates and a portfolio unaffected by M&A activities.

Outlook for Nemetschek SE

The net profit of the Nemetschek SE in the financial year 2025 is expected to be above the net profit of the past financial year. An increase in the upper single-digit percentage range is expected.

Furthermore, it is expected that the Nemetschek SE will report positive gross liquidity in 2025 with a growth in the low double-digit percentage range above the previous year's level.

Notes on the Outlook

This Management Report contains forward-looking statements and information – i.e., statements about future events. These forward-looking statements can be identified by formulations such as “expect,” “intend,” “plan,” “estimate” or the like. Such forward-looking statements are based on current expectations and certain assumptions. They therefore involve a number of risks and uncertainties. Various factors, many of which are outside the control of the Nemetschek Group, could influence the business activities, success, business strategy and results of the company. This could result in material differences between the actual results, success, and performance of the Nemetschek Group and the results, success, and performance explicitly or implicitly contained in the forward-looking statements.

8. Other Disclosures

Corporate Governance Declaration

The corporate governance declaration pursuant to sections 289f and 315d of the German Commercial Code (HGB) is part of the Group Management Commentary. It is published on the Nemetschek SE website at *ir.nemetschek.com/cgd*. 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. The corporate governance declaration can also be found in the 2024 Annual Report in the chapter entitled *<< To our Shareholders >>*.

Explanatory Report of the Executive Board on Disclosures Pursuant to Sections 289a and 315a of the HGB

This section contains the disclosures pursuant to Sections 289a, 315a of the German Commercial Code (HGB) together with the Explanatory Report of the Executive Board pursuant to Section 176 (1) sentence 1 of the German Stock Corporation Act (AktG) in conjunction with Article 9 (1) letter C (ii) of the SE Regulation.

(1) Composition of subscribed capital

As of December 31, 2024, the share capital of Nemetschek SE amounts to EUR 115,500,000.00 and is divided into 115,500,000 no-par bearer shares.

Different classes of shares do not exist. All shares entail the same rights and obligations. One vote is granted per share and is decisive for the shareholders' share in profits.

(2) Restrictions affecting voting rights or the transfer of shares

There are no restrictions in the Articles of Incorporation relating to voting rights or the transfer of shares. Restrictions on voting rights may exist based on statutory provisions, such as in accordance with Sections 71b and 136 of the AktG. The company's Executive Board is not aware of other restrictions, such as under agreements between shareholders.

(3) Interests in capital exceeding 10% of voting rights

The direct and indirect interests in the subscribed capital (shareholder structure) that exceed 10% of the voting rights, are shown in the notes to the annual financial statements of Nemetschek SE.

(4) Shares with special rights granting control

There were no shares with special rights granting control.

(5) Type of control of voting rights if employees hold an interest in the capital and do not directly exercise their control rights

There are generally no controls on voting rights for employees holding an interest in the capital. If Nemetschek SE issues shares as a remuneration component under employee participation schemes, the shares are transferred to the employees. The beneficiary employees can exercise the control rights conferred on them by the employee shares as other shareholders do in accordance with the statutory provisions and the regulations in the Articles of Incorporation.

(6) Statutory provisions and regulations in the Articles of Incorporation on the appointment and dismissal of members of the Executive Board and amendments to the Articles of Incorporation

Article 9 (1), Article 39 (2) and Article 46 of the SE Regulation, Sections 84 and 85 of the AktG in conjunction with Section 8 (2) of the Articles of Incorporation of Nemetschek SE regulate the appointment and dismissal of Executive Board members. Under the provisions of these sections, Executive Board members are appointed by the Supervisory Board for a term not exceeding five years. The appointment may be renewed, or the term of office may be extended, provided that the term of each such renewal or extension shall not exceed five years. Section 8, Paragraph 1 of the Articles of Incorporation states that the Executive Board must consist of one or more persons. The number of persons is determined by the Supervisory Board. The Executive Board of Nemetschek SE consisted of two persons as of December 31, 2024. It has consisted of three persons since January 1, 2025.

If there is a good cause, the Supervisory Board can revoke the appointment of the Executive Board member (Article 9 (1), Article 39 (2) of the SE Regulation and Section 84 (4) sentences 1 and 2 of the AktG).

The amendments to the Articles of Incorporation are governed by Article 59 of the SE Regulation, Section 51 of the SE Act and Section 179 of the German Stock Corporation Act in conjunction with Articles 14 and 19 of Nemetschek SE's Articles of Incorporation. According to this provision, amendments to the Articles of Incorporation are generally decided by the Annual General Meeting by a two-thirds majority of the votes. If at least half of the share capital is represented, a simple majority of the votes cast is sufficient. If the law also requires a majority of the share capital represented at the Annual General Meeting to pass resolutions, a simple majority of the share capital represented at the time of the resolution is sufficient, to the extent permitted by law. In accordance with Section 14 of Nemetschek SE's Articles of Incorporation, the Supervisory Board is authorized to decide on amendments to the Articles of Incorporation that affect only its wording.

(7) Powers of the Executive Board to issue or redeem shares

The Executive Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital by up to a total of EUR 11,550,000 through the issue of up to 11,550,000 new no-par bearer shares against cash and/or non-cash contributions on one or more occasions until May 11, 2026 (inclusive) (Authorized Capital 2021). Shareholders are to be granted their statutory subscription right to the new shares. However, the Executive Board is authorized, with the approval of the Supervisory Board, to disapply, in full or in part, on one or more occasions, the shareholders' subscription right in accordance with the details of the resolution on agenda item 8 by the Annual General Meeting on May 12, 2021.

The company's share capital is contingently increased by up to EUR 11,550,000.00 through the issue of up to 11,550,000 new no-par bearer shares (Contingent Capital 2021). The Contingent Capital 2021 serves the purpose of issuing shares to the creditors of convertible bonds and/or bonds with warrants with conversion or option rights and/or conversion or option obligations (or a combination of these instruments) that are issued in accordance with the authorization of the Annual General Meeting of the company on May 12, 2021 under agenda item 9 by Nemetschek SE or domestic or foreign companies in which Nemetschek SE holds a direct or indirect interest with the majority of voting rights and capital, until May 11, 2026. In each case, the new shares will be issued at the conversion or option price to be determined in accordance with the authorization of the Annual General Meeting of the company on May 12, 2021, under agenda item 9. The contingent capital increase may only be carried out to the extent that the holders of conversion or option rights under the specified bonds exercise their conversion or option rights or conversion or option obligations under such bonds are fulfilled and provided that such conversion or option rights or conversion or option obligations are not served through treasury shares, through shares from authorized capital or through other benefits. The new shares will confer a share in profits from the beginning of the financial year in which they are created through the exercising of conversion/option rights or fulfillment of conversion/option obligations. As far as legally permissible, the Executive Board may, with the approval of the Supervisory Board, also specify that new shares will also confer a share in profits for a past financial year in derogation of Section 60 (2) of the German Stock Corporation Act (AktG). The Executive Board is authorized to stipulate further details regarding the implementation of the contingent capital increase.

In accordance with Section 71 (1) No. 8 of the AktG, the company requires a special authorization from the Annual General Meeting to acquire and use its treasury shares, unless expressly permitted by law. At the Annual General Meeting on May 23, 2024, an authorizing resolution was accordingly proposed and approved by the shareholders.

In accordance with the resolution adopted under agenda item 7 by the Annual General Meeting of May 23, 2024, the authorization is valid as follows:

"a) The Executive Board shall be authorized until the end of May 22, 2029, with the approval of the Supervisory Board, to purchase shares in the company up to a total of 10% of the share capital existing at the time this authorization becomes effective or – if this amount is lower – of the share capital of the company existing at the time this authorization is exercised in each case, for any permissible purpose within the scope of the statutory limitations and under the conditions specified in more detail below. The authorization may not be used for the purpose of trading in treasury shares.

In accordance with Section 71 (2) sentence 1 AktG, the purchased treasury shares, together with other shares that the company has already acquired and still holds or that are attributable to it in accordance with Sections 71d and 71e AktG, may at no time account for more than 10% of the company's share capital. Furthermore, the requirements of Section 71 (2) sentences 2 and 3 AktG must be observed.

At the discretion of the Executive Board, treasury shares may be acquired aa) via the stock exchange or bb) by means of a public purchase offer or cc) by means of a public invitation to shareholders to submit offers to sell.

aa) If the shares are purchased via the stock exchange, the purchase price per share (excluding incidental expenses) may not exceed or fall below the arithmetic mean of the closing auction prices of shares in the company in the Xetra trading system of the Frankfurt Stock Exchange on the last three days of trading prior to the obligation to purchase by more than 10% and more than 20% respectively.

bb) If the acquisition takes place outside the stock exchange on the basis of a public purchase offer, a fixed purchase price or a purchase price range may be determined. The purchase price offered or the limits of the purchase price range offered (excluding incidental expenses) per share may not exceed or fall below the arithmetic mean of the closing auction prices of shares in the company in the Xetra trading system of the Frankfurt Stock Exchange on the 5th, 4th and 3rd day of trading prior to the date of publication of the offer by more than 10% and more than 20% respectively. If significant price movements occur after the publication of a public purchase offer, the offer may be adjusted.

cc) If the acquisition is made by means of a public invitation to all shareholders to submit offers to sell, the company shall set a purchase price range per share within which offers to sell may be submitted. The purchase price per share to be paid by the company (excluding incidental expenses), which the company determines on the basis of the offers to sell received, may not exceed or fall below the arithmetic mean of the closing auction prices of shares in the company in the Xetra trading system of the Frankfurt

Stock Exchange on the last three days of trading prior to the day on which the offers to sell are accepted by more than 10% and more than 20% respectively.

dd) If significant price movements occur after the publication of a public purchase offer or a public invitation to submit offers to sell, the public purchase offer or the public invitation to submit offers to sell can be adjusted. In this case, the arithmetic mean of the closing auction prices of shares in the company in the Xetra trading system of the Frankfurt Stock Exchange on the 5th, 4th and 3rd day of trading prior to the public announcement of the adjustment is used to determine the adjusted purchase price or the adjusted purchase price range. The 10% or 20% limit for exceeding or falling below the mean amount shall be applied to the adjusted amount.

The volume of a public purchase offer or a public invitation to submit offers to sell may be limited. If a public purchase offer or a public invitation to submit offers to sell exceeds this volume, the purchase or acceptance may be made in proportion to the shares offered (tender quotas), with the partial exclusion of any pre-emptive tender rights of shareholders in this respect. Furthermore, provision can be made for the preferential acceptance of smaller quantities of up to 100 shares offered per shareholder as well as for a rounding rule in accordance with prudent commercial practice in order to exclude arithmetic fractional shares. Any further pre-emptive tender rights of shareholders shall be excluded to this extent.

The detailed drafting of the respective acquisition, in particular of a public purchase offer or a public invitation to submit offers to sell, shall be determined by the Executive Board.

The authorization to purchase treasury shares may be exercised once or several times, in whole or in part. The purchase may be carried out in tranches, spread over various acquisition dates, within the authorization period until the permissible acquisition volume is reached. The acquisition may also be carried out by Group entities dependent on the controlling enterprise within the meaning of Section 17 AktG or by third parties for the account of the controlling enterprise. Furthermore, the company may agree with one or more banks or other enterprises that meet the requirements of Section 186 (5) sentence 1 AktG that they will transfer to the controlling enterprise a predetermined number of shares or a predetermined euro equivalent value of shares in the company within a predefined period of time. The price at which the controlling enterprise acquires treasury shares shall represent a discount on the arithmetic mean of the volume-weighted average price in the Xetra trading system on the Frankfurt Stock Exchange, calculated over a predetermined number of trading days. However, the price of the share may not fall below the aforementioned mean by more than 20%. Furthermore, the credit institutions or other enterprises fulfilling the requirements of Section 186 (5) sentence 1 AktG must undertake to purchase the shares to be transferred on the stock exchange at prices that are within the range that would apply if the controlling enterprise itself were to purchase them directly on the stock exchange.

Should the Xetra trading system on the Frankfurt Stock Exchange be replaced by a comparable successor system, this authorization shall also apply to that system in place of Xetra trading.

b) The Executive Board shall be authorized to use shares in the company that are acquired on the basis of the above authorization or in accordance with Section 71d AktG for all legally permissible purposes from May 24, 2024, in particular

aa) to sell the shares to third parties against payment in cash in a manner other than via the stock exchange or by means of an offer to sell addressed to all shareholders. The prerequisite for this is that the price at which the shares are sold (excluding incidental selling expenses) is not substantially below the price of the company's shares determined by the opening auction in the Xetra trading system on the Frankfurt Stock Exchange on the day of the binding agreement;

bb) to offer or sell the shares as consideration in connection with a merger with other companies, the acquisition of companies, business units or equity interests in other entities or the acquisition of other assets. Sell in this context also includes granting conversion or subscription rights and purchase options and transferring shares as part of a securities lending transaction;

cc) to utilize the shares to fulfill or secure conversion or option rights or conversion obligations or acquisition rights to shares in the company, in particular from and in connection with convertible bonds or bonds with warrants attached issued in the future by the company or a Group entity of the company within the meaning of Section 18 AktG;

dd) to use the shares to pay a scrip dividend, which offers all shareholders the option of transferring all or part of their dividend entitlement to the company in return for shares in the company;

ee) to redeem the shares, without such redemption or its implementation requiring a further resolution of the Annual General Meeting. The redemption shall lead to a capital decrease. The Executive Board may determine otherwise, i.e., that the share capital remains unchanged upon redemption and instead that the proportion of the share capital relating to the remaining shares increases through redemption pursuant to Section 8 (3) AktG. In such a case, the Executive Board is authorized to adjust the statement of the number of shares in the Articles of Incorporation;

ff) to offer the shares for purchase to members of the company's Executive Board, members of the Executive Board and the management of controlled Group entities of the controlling enterprise within the meaning of Section 18 AktG and to employees of the company or of Group entities as part of the agreed remuneration and/or to fulfill the company's obligations under management and employee participation schemes, share matching plans, performance share programs, stock appreciation rights or other virtual share or share option programs, to grant shares or to sell or transfer shares to such persons; the shares offered or granted may also be transferred to the beneficiaries after the end of the board or employment relationship. This also includes the authorization to offer the shares free of charge or for purchase at other special conditions or to grant, sell or transfer them. The shares may also be transferred to a bank or another company meeting the requirements of Section 186 (5) sentence 1 AktG, which, along with the shares, assumes the obligation to use the shares exclusively for the purposes set out in sentence 1 of this lit ff). The Executive Board shall be authorized to acquire the shares to be granted to employees of the company and of controlled Group entities, to members of the company's Executive Board or to members of the management of controlled Group entities via securities loans from a bank or another company meeting the requirements of Section 186 (5) sentence 1 AktG and use the shares acquired on the basis of the above purchase authorization or an earlier authorization to repay these securities loans. If treasury shares are to be offered for sale, granted or transferred to members of the company's Executive Board, the Supervisory Board shall decide on the exercise of this authorization.

Shareholders' subscription rights to acquired treasury shares shall be excluded to the extent that these shares are used in accordance with the above authorizations under b) aa) to cc) and ff). In addition, the Executive Board shall be authorized, with the approval of the Supervisory Board, to exclude subscription rights in order to grant the holders and/or creditors of conversion/option rights to shares in the company or corresponding conversion/option obligations subscription rights in order to make allowance for any dilution effect to the extent to which they would be entitled after exercising these rights or fulfilling these obligations. The Executive Board shall also be authorized, with the approval of the Supervisory Board, to exclude subscription rights if within the meaning of Section 186 (3) sentence 4 AktG an exclusion of subscription rights is required to implement the scrip dividend (authorization lit b) dd)). Furthermore, subscription rights for fractional amounts may be excluded in the event of a sale offer to all shareholders.

The authorizations under b) aa) and cc) are restricted pursuant to Section 186 (3) sentence 4 AktG to the extent that the total number of shares in the company to be sold with the exclusion of subscription rights, together with new shares in the company that have been issued excluding subscription rights since this authorization was granted, must in total not exceed 10% of the company's share capital, either at the time when this authorization takes effect or – if this value is lower – at the time this authorization is exercised. Furthermore, shares issued or required to be issued to meet obligations arising from bonds with warrants attached or convertible bonds must also be included in determining this 10% limit, provided that these bonds were issued with the exclusion of subscription rights during the term of this authorization in corresponding application of Section 186 (3) sentence 4 AktG. In determining this 10% limit, all shares must be included that are issued in direct or indirect application of the above provision during the term of this authorization up to the time when it is exercised.

The authorization to use treasury shares can be exercised once or several times, in whole or in part.

The authorization to acquire and use treasury shares resolved by the Annual General Meeting on May 28, 2019 will be cancelled at the end of May 23, 2024."

(8) Significant agreements of the company subject to a change of control following a takeover offer

There are no significant agreements of the company subject to a change of control following a takeover offer.

(9) Compensation agreements concluded by the company with members of the Executive Board or employees in the event of a takeover offer

There were no compensation agreements concluded by the company with members of the Executive Board or employees in the event of a takeover offer.

Related Entities Report

The Executive Board of Nemetschek SE has prepared a report on the company's relationships with affiliated companies (Related Entities Report) in accordance with Section 312 of the German Stock Corporation Act and has declared the following at the end of the report:

Our company, Nemetschek SE, received appropriate consideration for each legal transaction listed in the report on relationships with affiliated companies for the reporting period from January 1, 2024 to December 31, 2024 in light of the circumstances known to us at the time the legal transactions were carried out. Nemetschek SE has not taken or omitted any measures.

Munich, March 14, 2025

The Executive Board

Yves Padrines | Louise Öfverström | Usman Shuja

Consolidated financial statements

(IFRS)

Consolidated financial statements (IFRS)

As a result of rounding, it is possible that individual figures in these consolidated financial statements do not add up to the totals shown and that the percentages shown do not reflect the absolute values to which they relate.

Consolidated statement of comprehensive income

for the period from January 1 to December 31, 2024 and 2023

STATEMENT OF COMPREHENSIVE INCOME

Thousands of €	**2024**	2023	[Notes]
Revenues	**995,565**	**851,563**	[1]
Other income	11,753	8,915	[2]
Operating income	**1,007,318**	**860,478**	
Cost of goods and services	–40,489	–33,864	[3]
Personnel expenses	–406,051	–360,872	[4]
Depreciation of property, plant and equipment and amortization of intangible assets	–66,787	–58,216	[5]
thereof amortization of intangible assets due to purchase price allocation	*–36,693*	*–29,403*	
Other expenses	–259,767	–208,028	[6]
thereof expenses from loss allowances on trade receivables	*–4,618*	*–766*	[13]
Operating expenses	**–773,094**	**–660,980**	
Operating result (EBIT)	**234,224**	**199,498**	
Interest income	4,702	3,421	[7]
Interest expenses	–16,742	–3,277	[7]
Other financial expenses	–11,448	–6,396	[8]
Other financial income	18,123	11,057	[8]
Net finance income / costs	**–5,365**	**4,805**	
Share of net profit of associates	–643	239	[9], [18]
Earnings before taxes (EBT)	**228,216**	**204,542**	
Income taxes	–49,440	–40,562	[10]
Net income for the year	**178,776**	**163,980**	
Other comprehensive income:			
Difference from currency translation	39,269	–14,543	
Items of other comprehensive income that are reclassified subsequently to profit or loss	**39,269**	**–14,543**	
Gains/losses from the revaluation of defined benefit pension plans	–292	–548	[22]
Tax effect	94	95	[10]
Items of other comprehensive income that will not be reclassified to profit or loss	**–198**	**–453**	
Subtotal other comprehensive income	**39,071**	**–14,997**	
Total comprehensive income for the year	**217,847**	**148,983**	
Net profit or loss for the period attributable to:			
Equity holders of the parent	175,422	161,256	
Non-controlling interests	3,354	2,724	
Net income for the year	**178,776**	**163,980**	
Total comprehensive income for the year attributable to:			
Equity holders of the parent	212,822	147,177	
Non-controlling interests	5,025	1,807	
Total comprehensive income for the year	**217,847**	**148,983**	
Earnings per share (undiluted) in euros	1.52	1.40	[11]
Earnings per share (diluted) in euros	1.52	1.40	[11]
Average number of shares outstanding (undiluted)	115,500,000	115,500,000	[24]
Average number of shares outstanding (diluted)	115,500,000	115,500,000	[24]

Consolidated statement of financial position

as at December 31, 2024 and December 31, 2023

STATEMENT OF FINANCIAL POSITION

Assets Thousands of €	**December 31, 2024**	December 31, 2023	[Notes]
Current assets			
Cash and cash equivalents	205,733	268,041	[12]
Trade receivables	147,414	99,640	[13], [23]
Inventories	1,019	978	[14]
Income tax receivables	21,006	18,998	[10]
Other financial assets	4,785	1,359	[14], [23]
Other non-financial assets	33,697	29,197	[14]
Current assets, total	**413,654**	**418,213**	
Non-current assets			
Property, plant and equipment	22,075	23,735	[15]
Intangible assets	383,395	135,106	[16]
Goodwill	1,135,241	552,037	[16]
Right-of-use assets	60,700	60,922	[17]
Investments in associates	16,271	17,121	[18]
Deferred tax assets	36,923	33,850	[10]
Other financial assets	46,725	29,583	[14], [23]
Other non-financial assets	21,327	3,765	[14]
Non-current assets, total	**1,722,656**	**856,119**	
Total assets	**2,136,310**	**1,274,332**	

Equity and liabilities	Thousands of €	**December 31, 2024**	December 31, 2023	[Notes]
Current liabilities				
Short-term borrowings and current portion of long-term loans		42	6,802	[19], [23]
Trade payables		20,820	15,325	[19], [23]
Provisions		41,144	34,835	[20]
Accrued liabilities		53,186	30,832	[20]
Deferred revenue		354,596	265,097	[1]
Income tax liabilities		16,570	11,993	[10]
Other financial liabilities		3,013	55	[19], [23]
Lease liabilities		16,678	16,691	[19], [23]
Other non-financial liabilities		29,572	18,986	[21]
Current liabilities, total		**535,621**	**400,616**	
Non-current liabilities				
Long-term borrowings without current portion		500,311	71	[19], [23]
Deferred tax liabilities		52,998	16,746	[10]
Pensions and related obligations		4,051	3,580	[22]
Provisions		3,020	1,128	[20]
Deferred revenue		31,201	6,150	[1]
Income tax liabilities		10,075	9,161	[10]
Other financial liabilities		36	8	[19], [23]
Lease liabilities		52,836	52,774	[19], [23]
Other non-financial liabilities		1,783	2,200	[21]
Non-current liabilities, total		**656,312**	**91,819**	
Equity				**[24], [25]**
Subscribed capital		115,500	115,500	
Capital reserve		12,485	12,485	
Retained earnings		763,288	640,800	
Other comprehensive income		15,190	−22,210	
Equity (group shares)		**906,463**	**746,575**	
Non-controlling interests		37,914	35,323	
Equity, total		**944,377**	**781,898**	
Total equity and liabilities		**2,136,310**	**1,274,332**	

Consolidated cash flow statement

for the period from January 1 to December 31, 2024 and 2023

CONSOLIDATED STATEMENT OF CASH FLOWS

Thousands of €	**2024**	2023	[Notes]
Profit (before tax)	228,216	204,542	
Depreciation of property, plant and equipment and amortization of intangible assets	66,787	58,216	
Net finance costs	5,365	−4,805	
Share of net profit of associates	643	−239	
EBITDA	**301,010**	**257,713**	**[27]**
Other non-cash transactions	7,292	1,181	
Cash flow for the period	**308,303**	**258,894**	**[27]**
Change in trade working capital	47,778	49,431	
Change in other working capital	12,712	−1,384	
Dividends received from associates	207	168	
Interests received	4,596	3,335	
Income taxes received	4,314	2,385	
Income taxes paid	−71,106	−59,950	
Cash flow from operating activities	**306,804**	**252,879**	**[27]**
Capital expenditure	−13,726	−12,677	
Changes in liabilities from acquisitions	0	−1,510	
Cash received from disposal of fixed assets	436	424	
Cash paid for acquisition of subsidiaries, net of cash acquired	−680,802	0	
Cash paid for acquisition of equity instruments of other entities	−13,017	−15,328	
Cash paid for acquisition of interests in associates	0	−8,755	
Cash flow from investing activities	**−707,110**	**−37,846**	**[27]**
Dividend payments	−55,440	−51,975	
Dividend payments to non-controlling interests	−2,434	−2,437	
Cash received from loans	931,000	18,510	
Repayment of borrowings	−507,059	−83,582	
Principal elements of lease payments	−18,034	−16,535	
Interests paid	−11,938	−3,352	
Financing costs paid	−4,301	0	
Cash flow from financing activities	**331,794**	**−139,371**	**[27]**
Changes in cash and cash equivalents	**−68,511**	**75,663**	
Effect of exchange rate differences on cash and cash equivalents	**6,203**	**−4,443**	
Cash and cash equivalents at the beginning of the period	**268,041**	**196,821**	
Cash and cash equivalents at the end of the period	**205,733**	**268,041**	**[12]**

Consolidated statement of changes in equity

for the period from January 1, 2023 to December 31, 2024

EQUITY

	Equity attributable to the parent company's shareholders						
Thousands of €	Subscribed capital	Capital reserve	Retained earnings	Other comprehensive income	**Total**	Non-controlling interests	**Total equity**
As of January 1, 2023	**115,500**	**12,485**	**533,871**	**−8,586**	**653,270**	**35,953**	**689,223**
Other comprehensive income for the year	-	-	−456	−13,624	−14,080	−917	−14,997
Net income for the year	-	-	161,256	-	161,256	2,724	163,980
Total comprehensive income for the year	**0**	**0**	**160,800**	**−13,624**	**147,177**	**1,807**	**148,983**
Adjustment related to IFRS 15			−3,426		−3,426		−3,426
Dividend payments to non-controlling interests	-	-	-	-	0	−2,437	−2,437
Share-based payments	-	-	1,530	-	1,530	-	1,530
Dividend payment	-	-	−51,975	-	−51,975	-	−51,975
As of December 31, 2023	**115,500**	**12,485**	**640,800**	**−22,210**	**746,575**	**35,323**	**781,898**
As of January 1, 2024	**115,500**	**12,485**	**640,800**	**−22,210**	**746,575**	**35,323**	**781,898**
Other comprehensive income for the year	-	-	0	37,400	37,400	1,672	39,071
Net income for the year	-	-	175,422	-	175,422	3,354	178,776
Total comprehensive income for the year	**0**	**0**	**175,422**	**37,400**	**212,822**	**5,025**	**217,847**
Dividend payments to non-controlling interests	-	-	-	-	0	−2,434	−2,434
Share-based payments	-	-	2,506	-	2,506	-	2,506
Dividend payment	-	-	−55,440	-	−55,440	-	−55,440
As of December 31, 2024	**115,500**	**12,485**	**763,288**	**15,190**	**906,463**	**37,914**	**944,377**

For more information, reference is made to the notes [24] Equity and [25] Share-based payments.

Notes to the consolidated financial statements

160 Notes to the consolidated financial statements

Notes to the consolidated financial statements for the fiscal year 2024

General information

Nemetschek SE is the ultimate parent company of Nemetschek Group. Its headquarters are located at Konrad-Zuse-Platz 1, 81829 Munich, Germany, and it is entered into the commercial register at the Local Court of Munich (HRB 224638). Nemetschek SE and its subsidiaries (collectively “Nemetschek Group”, “Nemetschek”) provide software for the AEC/O (Architecture, Engineering, Construction and Operation) and the 3D Media industry.

Nemetschek SE, as the ultimate parent has been quoted on the German stock exchange in Frankfurt am Main since March 10, 1999. Nemetschek is listed on the TecDAX and MDAX.

The consolidated financial statements of Nemetschek SE as of December 31, 2024 comprise Nemetschek SE and its subsidiaries and are prepared in compliance with International Financial Reporting Standards and the relevant interpretations (IFRS) as to be applied in the European Union (EU) as at December 31, 2024, and the additional requirements pursuant to § 315e German Commercial Code (HGB). The consolidated financial statements of the smallest and the largest consolidated group are prepared by Nemetschek SE. The consolidated financial statements are required to be submitted electronically to the agency that maintains the Company Register and may be obtained via the Company Register website.

Nemetschek SE prepares and publishes the consolidated financial statements in euros. Information is shown in the consolidated financial statements in EURk (€ k) unless otherwise specified.

Accounting standards applied for the first time in 2024

The following new standards or amendments, that are effective from January 1, 2024, do not have a material effect on the Group’s financial statements.

- IAS 1: Classifiction of Liabilities as Current or Non-current
- IFRS 16: Lease Liability in a Sale and Leaseback
- IAS 1: Non-current Liabilties with Covenants
- IAS 7/IFRS 7: Supplier Finance Agreements]

Accounting standards that are not yet effective

The following IFRS were issued on the balance sheet date by the IASB but are not mandatorily applicable until later reporting periods or have not yet been adopted into EU law. The Nemetschek Group has decided not to exercise the possible option of early application of standards and interpretations, which are not mandatorily applicable until later reporting periods.

PUBLISHED FINANCIAL REPORTING STANDARDS THAT HAVE NOT YET BEEN APPLIED

Amendments to standards/interpretations		Mandatory application	Anticipated effects
IAS 21	Lack of Exchangeability	Jan. 1, 2025	No material effects expected
IFRS 9/IFRS 7	Amendments to the Classification and Measurement of Financial Instruments	Jan. 1, 2026	No material effects expected
AIP Volume 11	IFRS 1, IFRS 7, IFRS 9, IFRS 10, IAS 7	Jan. 1, 2026	No material effects expected
IFRS 18	Presentation and Disclosure in Financial Statements	Jan. 1, 2027	Impact is being analyzed
IFRS 19	Subsidiaries without Public Accountability: Disclosures	Jan. 1, 2027	No material effects expected

Summary of significant accounting policies

The consolidated financial statements are prepared in accordance with the consolidation accounting and valuation principles described below.

Consolidation principles

The consolidated financial statements include subsidiaries and associates. The financial statements of the individual consolidated companies are prepared as of the closing date of the Group financial statements.

A schedule of the shareholdings of Nemetschek SE is shown in sections [18] and [32] of the consolidated financial statements.

Subsidiaries

Subsidiaries are companies over which Nemetschek is currently able to exercise power by virtue of existing rights. Power means the ability to direct the relevant activities that significantly affect a company's profitability. Control is therefore only deemed to exist if Nemetschek is exposed, or has rights, to variable returns from its involvement with a company and has the ability to use its power over that company to affect the amount of that company's returns. The inclusion of an entity's accounts in the consolidated financial statements begins when the Nemetschek Group is able to exercise control over the entity and ceases when it is no longer able to do so.

Acquired businesses are accounted for using the acquisition method, which requires that the assets acquired and liabilities assumed be recorded at their respective fair values on the date Nemetschek obtains control. For significant acquisitions, the purchase price allocation is carried out with assistance from independent third-party valuation specialists. The related valuations are based on the information available at the acquisition date. Ancillary acquisition costs are recognized as expenses in the periods in which they occur. The initial value recognized includes the fair value of any asset or liability resulting from a contingent consideration arrangement. On the acquisition date, the fair value of the contingent consideration is recognized as part of the consideration transferred in exchange for the acquiree.

According to IFRS 3, for each business combination, the acquirer shall measure any non-controlling interest in the acquiree either at fair value (full goodwill method) or at the non-controlling interest's proportionate share of the acquiree's net assets (partial goodwill method).

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired, is recorded as goodwill. If the consideration transferred is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized immediately in the consolidated statement of comprehensive income.

Non-controlling interests

Non-controlling interests have a share in the earnings of the reporting period. Their interests in the shareholders' equity of subsidiaries are reported separately from the equity of the Group. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Associates

Associates are companies over which Nemetschek SE has significant influence, generally through an ownership interest between 20% and 50%. They are accounted for using the equity method. The carrying amounts of companies accounted for using the equity method are adjusted annually to reflect the share of earnings, dividends distributed and other changes in the equity of the associates attributable to the investments of Nemetschek.

Unless stated otherwise, the financial statements of the associates are prepared as of the same balance sheet date as Nemetschek SE. Where necessary, adjustments are made to comply with the Group's accounting policies.

Valuation methods

The following table shows the most important subsequent valuation principles:

SUBSEQUENT VALUATION METHODS

Item	Valuation methods
Assets	
Cash and cash equivalents	Nominal amount
Trade receivables	Amortized costs
Inventories	Lower of cost and net realizable value
Other financial assets	See separate table
Other non-financial assets	Amortized costs
Non-current assets held for sale	Lower of carrying amount and fair value less costs to sell
Property, plant and equipment	Amortized costs
Intangible assets	
With definite useful life	*Amortized costs*
Goodwill	Impairment-only approach
Right-of-use assets	Amortized costs
Equity and liabilities	
Borrowings	Amortized costs
Trade payables	Amortized costs
Provisions	Present value of future settlement amount
Deferred revenue	Expected settlement amount
Other financial liabilities	Amortized costs or fair value through profit or loss
Other non-financial liabilities	Amortized costs
Pensions and related obligations	Projected unit credit method
Accrued liabilities	Amortized costs

Financial assets are classified and measured according to IFRS 9. The purchase and sale of financial assets are recognized on the trade date and are initially measured at fair value. Subsequently, a financial asset is measured at 1) amortized cost, 2) at fair value through other comprehensive income or 3) at fair value through profit or loss. The classification and measurement of financial assets which are not equity instruments depend on two factors that are to be checked at the time of acquisition: the business model under which the financial asset is held, as well as the cash flow conditions of the instrument.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at fair value through profit or loss: a 'financial asset which is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Investments in equity instruments do not fulfill the cash flow conditions. The instruments are measured at fair value through profit or loss.

Reclassification of a financial asset between measurement categories of IFRS 9 requires a change to the business model for the corresponding group of instruments, in which case all affected financial assets are reclassified.

The subsequent measurement of financial assets is as follows:

SUBSEQUENT MEASUREMENT OF FINANCIAL ASSETS ACCORDING TO IFRS 9

IFRS 9 category	Subsequent measurement principle
Amortized costs	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by loss allowances. Interest income, foreign exchange gains and losses and loss allowances are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Fair value through profit or loss	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Judgments and estimates

In preparing these consolidated financial statements, management has made judgments and estimates that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. When available, management uses external resources such as market studies to support the assumptions. Revisions to estimates are recognized prospectively.

Information about assumptions and estimation uncertainties on December 31, 2024 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next fiscal year, is included in the following notes:

» Note [16] – Impairment of goodwill: key assumptions underlying recoverable amounts.

» Note **business combinations**: Fair value of the consideration transferred (including contingent consideration), fair value of intangible assets acquired as well as their useful lives.

» Note [10] – Recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilized.

» Notes [13] and [23] – Measurement of loss allowances for trade receivables: The determination of loss allowances is based on historical values which are adjusted to account for information relating to the future. Material (special) items from the past may distort risk provisioning, which may make correction necessary.

» Note [1]: Revenue recognition for rental models using the residual value method and the adjusted market assessment approach includes assumptions regarding standalone selling prices and judgments about technology lifetime cycles.

» Note [14]: Recognition of incremental costs to obtain a customer contract: assumptions regarding the useful life of capitalized cost to obtain a contract.

Fair value estimation

IFRS 7 requires for financial instruments that are measured in the statement of financial position at fair value in accordance with IFRS 13 a disclosure of fair value measurements by level using the following fair value measurement hierarchy:

» Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

» Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

» Level 3: Inputs for asset or liability that are not based on observable market data (i.e. unobservable inputs).

On December 31, 2024 and 2023, the Group's financial instruments carried in the statement of financial position at fair value are categorized within Level 3 of the fair value hierarchy. They are reported in the statement of financial position as other financial assets. In accordance with IFRS 13, the following overview shows the valuation methods as well as the unobservable inputs used:

DETERMINATION OF FAIR VALUES

Type	Valuation method	Significant unobservable inputs	Relationship of significant unobservable inputs to fair value
Other financial assets			
	Valuation based on the price of last financing round. The fair value adjustments are recognized under other financial expenses / income.	Nature and price of the last financing round	The fair value would increase if: » the price of the last financing round increases » the held asset class would have higher liquidity preference/ special rights as a result of the last financing round.
	A market based approach is used, evaluating a variety of quantitative and qualitative factors such as actual and forecasted results, milestone achievements, cash position, recent or planned transactions, and market comparable companies (venture capital method). The fair value adjustments are recognized under other financial expenses / income.	» Discounts for lack of marketability » Weighting of financing rounds » Expected holding period until exit or conversion » Immanent value upon exit, respectively conversion	The fair value would increase if: » the weighting of the financing rounds changes » the discount for lack of marketability is lower » the expected holding period increases » the immanent exit, respectively conversion, value is higher.
Unlisted equity and debt securities	Valuation based on the Net Asset Value (NAV) as reported by the respective funds. The fair value adjustments are recognized under other financial expenses / income.	NAV calculations of the respective funds	An increase in the reported NAV would result in an increase in the fair value.

The fair value of financial assets and financial liabilities that are not measured at fair value but for which fair value disclosures are required are included in Level 3 categories. The fair values have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant input being the discount rate that reflects the credit risk of counterparties.

Currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are prepared in EUR, which is the Group's presentation currency.

Group companies

In the consolidated financial statements, the assets and liabilities of companies that do not use the euro as their functional currency are translated as follows:

» Assets and liabilities are translated at the closing rate on the date of that consolidated statement of financial position. Goodwill and fair value adjustments arising through the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and are translated at the closing rate. Equity components are translated at the historical exchange rates prevailing at the respective dates of their first-time recognition in the Group equity.

» Income and expenses are translated at average exchange rates; and

» All resulting exchange differences are recognized in other comprehensive income.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the actual exchange rates on the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss. There is an exception for monetary items that are designated as part of the Group's net investment in a foreign operation. These are recognized in other comprehensive income until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recognized in other comprehensive income.

Cash and cash equivalents

Cash and cash equivalents represent cash at banks, cash on hand, and short-term deposits with maturities of three months or less from the date of acquisition. Cash equivalents are highly liquid short-term financial investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. Cash not available from rental guarantee deposits is disclosed as other financial assets.

Trade receivables

Trade receivables are recognized at the transaction price, which represents the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer.

Inventories

Inventories are mainly comprised of hardware and third party licenses.

Other financial assets

Other financial assets mainly relate to security deposits carried at amortized cost as well as equity and convertible loan instruments recognized at fair value through profit or loss.

Impairment of financial assets

For trade receivables and contract assets as per IFRS 15, Nemetschek consistently applies the simplified approach and recognizes lifetime expected credit losses. In order to calculate the collective loss allowance, the Nemetschek Group determines a default rate on the basis of historical defaults and then adjusts these with forward looking information if appropriate. The rates are reviewed on a regular basis to ensure that they reflect the latest data on credit risk. For contract assets as per IFRS 15 no impairments were recognized due to materiality. In case objective evidence of credit impairment is observed for trade receivables from a specific customer, a detailed analysis of the credit risk is performed, and an appropriate individual loss allowance is recognized for this customer. Trade receivables are considered to be in default when it is expected that the debtor will not fulfill its credit obligations toward Nemetschek. Loss allowances on trade receivables are presented as other expenses in the consolidated statement of comprehensive income.

For other financial assets not measured at fair value through profit or loss, Nemetschek Group applies the general impairment approach according to IFRS 9. As it is the policy of Nemetschek Group to invest only in high-quality assets of issuers with a minimum internal or external rating of at least investment grade, the low credit risk exception is used. Thus, these assets are always allocated to stage 1 of the three-stage credit loss model and, if material, a loss allowance for an amount equal to 12-month expected credit losses will be recorded. Impairment losses on other financial assets are shown in the line item “Other financial expenses”. The credit risk of cash and cash equivalents measured at amortized cost is insignificant due to their short-term maturity, counterparties’ investment grade credit ratings and established exposure limits. Therefore, Nemetschek Group did not recognize any credit impairment losses of those financial assets.

Other non-financial assets

Other non-financial assets mainly relate to accrued items and contract assets. A contract asset is a right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

The capitalized assets for the incremental costs of obtaining a customer contract primarily include sales commissions earned by the sales partners of the Group and are classified as other non-financial assets. They are amortized on a straight-line basis over the contract duration, which represents the Group’s expectation for the amortization period of the capitalized cost of obtaining a contract. The amortization is presented as commissions within other expenses. The Group does not capitalize the incremental cost of obtaining a contract if the amortization period of the asset is one year or less.

Property, plant and equipment

Property, plant and equipment are measured at amortized cost. This comprises any costs directly attributable to bringing the asset to the condition necessary for it to be capable of operating in the manner intended by management less any accumulated depreciation and accumulated impairment losses. Depreciation is recognized for those assets, with the exception of land and construction in progress, over the estimated useful life utilizing the “straight-line method” and taking into account any potential residual value. Parts of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item are depreciated separately.

The estimated useful lives of property, plant and equipment are as follows:

TABLE OF USEFUL LIVES OF PROPERTY, PLANT AND EQUIPMENT

	Useful life in years
Vehicles	5
Office equipment	3 – 10

Expenditure for repairs and maintenance is expensed as incurred. Renewals and improvements are capitalized and depreciated separately if the recognition criteria are met.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized within other income / expenses.

Intangible assets and goodwill

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary on the date of acquisition.

Goodwill is allocated to cash-generating units (CGUs) for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. For purposes of internal and external reporting, the activities of Nemetschek Group are broken down into the Design, Build, Media and Manage segments. The budget for 2025 and the medium-term planning for the subsequent years were drawn up on the basis of this reporting structure.

Intangible assets (except goodwill)

Separately acquired intangible assets are shown at historical cost less accumulated amortization. Intangible assets acquired in a business combination are recognized at fair value on the acquisition date. Intangible assets which have a finite useful life will be amortized over their estimated useful lives. Amortization is calculated using the straight-line method. Intangible assets not yet available for use are not amortized, but instead tested for impairment at least annually.

The Group's intangibles are not qualifying assets in accordance with IAS 23. Therefore, no borrowing costs are capitalized.

The useful lives of intangible assets acquired in a business combination are estimates based on the economics of each specific asset which were determined in the process of the purchase price allocation. The useful lives are reviewed at each reporting date by taking into account, amongst others, technological change and adjusted if appropriate. The major part of these assets is brand names, technology and customer relationships. Intangibles acquired in a business combination as well as other intangibles are amortized as follows:

USEFUL LIFE OF INTANGIBLE ASSETS

	Useful life in years
Brand name	10 – 15
Technology	5 – 12
Customer relationship	7 – 25

Development costs

Costs of research are expensed in the period in which they are incurred. Costs for development activities, whereby research findings are applied to a plan or design for the development of new or substantially improved intangible assets, are capitalized if development costs can be measured reliably, the product or process is technically and commercially feasible and future economic benefits are probable. Furthermore, Nemetschek Group intends and has sufficient resources to complete development and use or sell the intangible asset.

In the fiscal year 2024, as well as in the previous year, none of the development projects fulfilled the capitalization criteria.

Development costs in the amount of EUR 213,892k (previous year: EUR 201,632k) and amortization of technology acquired in business combinations in the amount of EUR 20,850k (previous year: EUR 19,393k) are carried as expenses.

Impairment of non-financial assets

Assets with a finite useful life

For assets with a finite useful life, an impairment test is needed if there are indications that those assets may be impaired. If such indications exist, the amortized carrying value of the asset is compared to the recoverable amount, which is the higher of an asset's fair value less costs to sell and its value in use. The value in use is the discounted present value of future cash flows expected to arise from the continuing use of the asset. In the case of an impairment, the difference between the amortized carrying amount and the lower recoverable amount is recognized as an expense in profit or loss. If evidence exists that the reasons for the impairment no longer exist, the impairment loss is reversed. The reversal cannot result in an amount exceeding amortized cost.

Goodwill and intangible assets not yet ready for use

Intangible assets not yet ready for use or advance payments on such assets as well as goodwill must be tested for impairment annually. A test is also performed whenever there is any indication that an asset might be impaired. Where the reasons for an impairment no longer exist, the impairment loss is reversed, except in the case of goodwill.

The recoverable amount is determined for each individual asset, unless an asset generates cash inflows that are not largely independent of those from other assets or other groups of assets or cash-generating units. In these cases, the impairment test is performed at the relevant level of cash-generating units to which the asset is attributable. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognized.

Nemetschek determines the recoverable amount of the relevant unit to which the goodwill is allocated based on the value in use. The value in use is calculated using a discount rate from the present value of the future cash flows from the use of this unit.

The determination of the future cash flows and their underlying parameters such as revenue growth and EBITDA margin is performed on the basis of the knowledge gained in the past, the current economic results and the budgets approved over a period of three to five years, which contains the expected future macroeconomic developments. The budgeting for the fiscal year 2025 is prepared applying certain uniform Group assumptions "from the bottom to the top" (bottom-up method). The cash flows for the further budget years follow similar premises, however they are not at the same level of detail as the first budget year. Estimates for periods beyond the budgeting horizon are made using the perpetuity method. The growth rates applied do not account for capacity expanding investments for which cash flows have not yet been incurred. These are derived from available market studies by market research institutes and do not exceed the long-term average historical growth rates of the relevant cash-generating units. In the fiscal year 2024 a growth rate of up to 2.0% (previous year: 2.0%) was assumed.

The budgets are driven by a strongly growing business during the planning period of three to five years. In the terminal value a growth rate between 1.5% and 2.0% (previous year: 1.5% and 2.0%) is estimated leading to a gap between the last year of the detail plan and the terminal value. To derive a more realistic recoverable amount, a three year convergence period is applied. Within that period the growth rate at the end of the detail planning period converges to the growth rate applied in the terminal value.

The discount rate required for discounting future cash flows is calculated from the weighted average cost of capital (WACC) of the related cash-generating unit or group of cash-generating units after tax. The relevant pre-tax WACC in accordance with IAS 36 is derived from future cash flows after tax and the after-tax WACC applying typical tax rates for each cash-generating unit. Then, the risk-free interest rate according to the Svensson method, taking into account risk premiums (with an applied floor of 0%), and the beta as well as the gearing ratio are derived from a group of comparable entities. The discount rate thus estimated reflects the current market returns as well as the specific risk of the respective cash-generating unit or group of cash-generating units. The discount rate applied to derive the present value of the cash flow forecasted ranges between 12.9% and 17.2% (previous year: 13.1% and 18.6%) before tax.

Leases

Leases in which the Group is a lessee

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of vehicles and office equipment, the Group has elected not to separate non-lease components and instead account for the lease and non-lease components as a single lease component.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The Group recognizes leasehold improvements as an item of property, plant and equipment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date and discounted by using the incremental borrowing rate, as the interest rate implicit in the lease cannot be readily determined. The interest rate is derived in relation to the currency areas.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, when there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, when the Group changes its assessment of whether it will exercise a purchase, extension or termination option or when there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognize right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Leases in which the Group is a lessor

Subleases

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classifiction of a sublease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset whether each lease is a finance lease or an operating lease.

Financial liabilities

Upon initial recognition, financial liabilities are measured at fair value. In the case of all financial liabilities which are subsequently not classified at fair value through profit or loss, the transaction costs which are directly attributable to the purchase will be recognized. Financial liabilities are derecognized when the contractual obligation is discharged, canceled or has expired.

Financial liabilities measured at amortized cost

Trade payables, borrowings and other financial liabilities are classified in this category.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss primarily include contingent consideration.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Provisions

Provisions are recognized when the Group has a present obligation (legal or factual) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions which do not already lead to an outflow of resources in the subsequent year are measured at their discounted settlement amount at the balance sheet date where the interest effect is material. Where the Group expects some or all of a provision to be reimbursed (e.g. under an insurance contract) the reimbursement is recognized as a separate asset if the reimbursement is virtually certain. The expense relating to any provision is presented in profit or loss net of any reimbursement.

Deferred revenue

Deferred revenue predominantly relates to the consideration received in advance from customers for which revenue is recognized over time. As soon as the contractual services are rendered, these are recorded as revenue.

Employee benefits

Short-term employee benefits
Short-term employee benefits include wages, social security contributions, vacation and sickness pay. They are recognized with the undiscounted amount to be paid in exchange for the service rendered by the employee.

Share-based payments
Share-based payments are comprised of Long Term Incentive Plans and Stock Appreciation Rights (SAR). The grant-date fair value of equity-settled share-based payment arrangements is generally recognized as personnel expense, with a corresponding increase in equity, over the vesting period.

Pensions
The Group provides company pension plans for certain employees only. The provisions are measured every year by reputable independent appraisers. Provisions for pensions are determined using the projected unit credit method. The projected unit credit method considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. The pension obligation less plan assets is recorded as the provision in the balance sheet. Actuarial gains and losses are recorded in other comprehensive income. Effects resulting from interests are disclosed accordingly in interest result.

Termination benefits
Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. Termination benefits are recognized as a liability and expense on the earlier date of:

- » when the entity can no longer withdraw the offer of those benefits; or
- » when the entity recognizes costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits.

Benefits falling due more than 12 months after the balance sheet date are discounted to their present value.

Provisions for other long-term employee benefits
Other long-term employee benefits such as anniversary allowances are comprised of the present value of future payment obligations to the employee less any associated assets measured at fair value. Gains and losses from the remeasurement are recognized in profit or loss in the period in which they are incurred.

Contingent liabilities
Contingent liabilities are possible obligations that arise from past events and whose existence will be confirmed only by the occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent liabilities are not recognized in the consolidated financial statement of financial position but are disclosed and explained in the Notes.

Taxes

Current income taxes
Current income taxes are calculated within the Nemetschek Group on the basis of tax legislation applicable in the relevant countries. To the extent that judgment was necessary to determine the treatment and amount of tax items presented in the financial statements, there is in principle a possibility that local tax authorities may take a different position.

Deferred taxes
Deferred taxes are recognized on all temporary differences between the tax and accounting bases of assets and liabilities and on consolidation procedures. No deferred tax is recognized for non-tax-deductible goodwill. The deferred taxes are measured at the applicable tax rates related to the period when the temporary differences are expected to reverse. Changes in tax rates are recognized once the rate has been substantially enacted. Deferred tax assets are not recognized if it is not probable that they will be realized in the future. The Nemetschek Group has applied the temporary exception issued by the IASB in May 2023 from the accounting requirements for deferred taxes in IAS 12. Accordingly, the Nemetschek Group neither recognizes nor discloses information about deferred tax assets and liabilities related to Pillar Two income taxes.

Revenues

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognizes revenue when it transfers control over a good or service to a customer.

The following is a description of principal activities from which the Group generates its revenue.

Software

Software licenses

Software licenses only include the software performance obligation. Revenue from software licenses is recognized when control of the software passes on to the customer. Control of the software passes on to the customer after the hardware is shipped to the customer or a link for downloading the software is sent to the customer.

Rental models

In the case of rental models, a distinction is made between subscription and software-as-a-service (SaaS) offerings. The Nemetschek Group's rental models usually include the performance obligations "Software" and "User support" or "Upgrade". The performance obligation "User support"/"Upgrade" is a "stand-ready obligation" which is recognized straight-line over the period during which the service is rendered. For recognition of the performance obligation "Software", the Nemetschek Group distinguishes between two different models:

» For software rental model offerings that include access to the most recent version of the corresponding application via servers provided by Nemetschek Group companies, revenue is recognized straight-line over the term of the contract.

» In case the customer runs the application directly on the customer's own system, revenue is recognized at the point in time the customer has control over the software. The allocation of revenue to "Software" and other performance obligations is based on the residual value method or on the adjusted market assessment approach. The latter includes assumptions regarding stand-alone selling prices and judgments about technology lifetime cycles.

Advance payments received from customers for rental models are carried as deferred revenue (contract liability) and normally lead to revenue within the next twelve months.

Software service contracts

The performance obligations in the case of software service contracts can be subdivided into two material obligations. On the one hand, user support, which is available to the customer for the entire term of the contract. On the other hand, with software service contracts, customers receive the most recent version of the corresponding Nemetschek software by getting software updates. However, it is at the discretion of the Group to decide the intervals at which new versions of the software will be pro-vided and what functionalities and/or modules of the correspon-ding software will be changed, modified, reduced or extended. In the case of demand for software versions and user support which are not further defined, these are stand-ready obligations according to IFRS 15, for which revenue is recognized straight-line over the term of the contract. Advance payments received from customers for software maintenance contracts are carried as deferred revenue (contract liability) and normally lead to revenue within the next twelve months.

Consulting & Hardware

Consulting services constitute in general separate performance obligations for which revenue is recognized in the period in which they were rendered. In the case that they do not constitute separate performance obligations, consulting services are combined with other contract components to a bundle and recognized in accordance with the provisions of IFRS 15.

Revenue from hardware sales is usually recognized at the point in time of the transfer of control to the customer. Hardware revenue is of minor significance to the Nemetschek Group.

The Group does not adjust the promised amount of consideration for the effects of a significant financing component if the contract term is one year or less.

Grants

Government grants are recognized at their fair value where there is reasonable assurance that the grant will be received and all related conditions will be complied with.

Segment reporting

The resource allocation and the measurement of profitability of the business segments are performed by the executive board as the main decision-maker. The allocation of segments and regions as well as the selection of key figures is in accordance with the internal controlling and reporting system ("management approach").

The operating business segments are organized and managed separately according to the nature of the products and services provided. Each segment represents a strategic business unit whose product range and markets differ from those of the other segments.

For the purpose of managing the company, management has organized the Group into four operational business segments: Design, Build, Media and Manage, which constitute four reportable segments.

Post balance sheet events

Events after the balance sheet date that provide additional information about the Group's position at the balance sheet date (reportable events) have been taken into account in the financial statements as required. Non-adjusting events after the balance sheet date are stated in the notes to the consolidated financial statements if they are material.

Business combinations

Vectorworks Japan Co. Ltd. (previously: A&A Co., Ltd.), Tokio, Japan

With purchase agreement dated March 15, 2024, Nemetschek Group acquired 100% of the shares of Vectorworks Japan Co. Ltd. (previously: A&A Co., Ltd.), the Japanese distributor of Vectorworks software located in Tokyo. The Group obtained control as at May 1, 2024. The acquisition complements the Group's existing segment Design. With the acquisition Vectorworks aims to offer its products and services to a broader range of designers in multiple industries and specialties. The purchase price amounted to EUR 23,598k in cash, which results in a net cash flow on acquisition of EUR 19,508k. Other costs associated with the acquisition amounting to EUR 310k, which are not directly allocatable to the acquisition, are included under other expenses in the income statement and in the cash flow from operating activities in the cash flow statement. The following table summarizes the recognized preliminary amounts of assets acquired and liabilities assumed at the date of acquisition:

VECTORWORKS JAPAN CO. LTD

Thousands of €	2024
Cash and cash equivalents	4,090
Trade receivables	4,698
Other current assets	2,709
Property, plant and equipment	7
Intangible assets	17,996
Deferred tax assets	176
Total assets acquired	**29,676**
Accounts payable	2,062
Provisions	273
Accrued liabilities	411
Deferred revenue	3,856
Other current liabilities	952
Deferred tax liabilities	6,482
Other non-current liabilities	111
Total liabilities assumed	**14,147**
Net assets acquired	**15,529**
Purchase price	**23,598**
Goodwill	**8,069**

The identified goodwill represents synergies in the Design segment. None of the goodwill recognized is expected to be deductible for tax purposes.

The fair value of the trade receivables is also the gross amount of trade receivables. It is expected that the full contractual amounts can be collected.

Since the acquisition date, Vectorworks Japan Co. Ltd., contributed EUR 16,238k to revenues and EUR 11,640k to EBITDA. If the business combination had taken place at the beginning of the year, revenues would have amounted to EUR 19,204k and EBITDA to EUR 13,237k.

GoCanvas Holdings, Inc., Reston, Virginia, USA

With purchase agreement dated June 5, 2024, Nemetschek Group acquired 100% of the shares of GoCanvas Holdings, Inc. The Group obtained control as at July 1, 2024. The acquisition complements the Group's existing segment Build. GoCanvas is a software provider for collaboration between professionals on the construction site. With GoCanvas traditionally paper-based processes can be digitized, inspections simplified, security improved, and compliance to requirements ensured. The complementary technologies, customer bases, and regional sales splits of GoCanvas and the Nemetschek Group will capture significant growth opportunities and lead to technology synergies through enhanced market and customer access along the entire AEC/O lifecycle. In addition, the acquisition strengthens Nemetschek Group's positioning in the US, Canada and Australia even further while Nemetschek will provide GoCanvas a unique footprint to expand in Europe and Asia-Pacific. The purchase price amounted to EUR 665,301k in cash, which results in a net cash flow on acquisition of EUR 657,807k. As part of the transaction, bank liabilities amounting to EUR 67,412k were settled, which are included under cash flows from financing activities in the cash flow statement. In addition, liabilities amounting to EUR 5,835k were settled, which are included under cash flows from operating activities in the cash flow statement. Other costs associated with the acquisition amounting to EUR 3,821k, which are not directly allocated to the acquisition, are included under other expenses in the income statement and in the cash flow from operating activities in the cash flow statement. The following table summarizes the recognized preliminary amounts of assets acquired and liabilities assumed at the date of acquisition:

GOCANVAS HOLDINGS, INC.

Thousands of €	2024
Cash and cash equivalents	7,494
Trade receivables	6,620
Other current assets	1,029
Property, plant and equipment	643
Intangible assets	253,003
Right-of-use assets	847
Other non-current assets	1,102
Deferred tax assets	20,121
Total assets acquired	**290,859**
Short-term borrowings	67,412
Accounts payable	1,194
Provisions	2,427
Accrued liabilities	5,977
Deferred revenue	13,372
Other current liabilities	2,116
Deferred tax liabilities	66,369
Other non-current liabilities	1,388
Total liabilities assumed	**160,255**
Net assets acquired	**130,604**
Purchase price	**665,301**
Goodwill	**534,697**

The identified goodwill represents synergies in the Build segment. None of the goodwill recognized is expected to be deductible for tax purposes.

The fair value of the trade receivables is also the gross amount of trade receivables. It is expected that the full contractual amounts can be collected.

Since the acquisition date, GoCanvas Holdings, Inc., contributed EUR 27,488k to revenues and EUR 5,463k to EBITDA. If the business combination had taken place at the beginning of the year, revenues would have amounted to EUR 60,664k and EBITDA to EUR 2,717k.

Xinaps B.V., Delft, Netherlands

Under the purchase agreement from October 10th, 2024, the Nemetschek Group on that day acquired control over 100% of the shares in Xinaps B.V., a provider of cloud-based audit tools. The acquisition complements the Group's existing segment Design. The purchase price amounted to EUR 3,965 in cash.

Based on preliminary purchase price allocation, primarily intangible assets amounting to EUR 6,094k were recognized. Further, cash and cash equivalents in the amount of EUR 448k, liabilities in the amount of EUR 4,441k and deferred tax liabilities in the amount of EUR 1,572k were recognized on a preliminary basis. The resulting goodwill amounted to EUR 3,583k and is primarily due to expected synergies.

Notes to the consolidated statement of comprehensive income

[1] Revenue

Revenue recognized in the period related to the following:

REVENUES

Thousands of €	2024	2023
Software and licenses	100,662	161,116
Recurring revenues (software service contracts and rental models)	861,190	652,677
Consulting & Hardware	33,713	37,770
	995,565	**851,563**

Recurring revenue includes revenue from software rental models in the amount of EUR 567,849k (previous year: EUR 301,809k).

Categorized by geographic sector, the following allocation of revenues results:

REVENUES BY REGION

Thousands of €	2024	2023
Germany	182,966	177,980
Europe without Germany	309,029	269,476
Americas	402,242	324,917
Asia/Pacific	96,828	75,717
Rest of World	4,500	3,473
	995,565	**851,563**

The contract balances at December 31 are as follows:

CONTRACT BALANCES

Thousands of €	December 31, 2024	December 31, 2023
Contract assets	442	1,091
Deferred revenue	385,797	271,247
thereof short-term	*354,596*	*265,097*
thereof long-term	*31,201*	*6,150*

During the reporting period there have been no significant changes with regard to contract assets.

Of the amount totaling EUR 271,247k (previous year: EUR 209,570k) reported at the beginning of the period in deferred revenue, EUR 265,097k (previous year: EUR 206,939k) were recognized as revenue in 2024.

No revenue from performance obligations fulfilled in previous years was recognized in the fiscal years 2024 and 2023. Most of the contracts have a term of one year.

The breakdown of revenues by segment can be seen under segment reporting [26].

[2] OTHER INCOME

Thousands of €	2024	2023
Income from foreign currency transactions	8,856	5,615
Subsidies	787	1,148
Income from sale of property, plant and equipment	436	424
Income from trade fairs	205	193
Damage	66	157
Other	1,404	1,378
	11,753	**8,915**

[3] COST OF GOODS AND SERVICES

Thousands of €	2024	2023
Cost of purchased software licenses and hardware	36,166	29,730
Cost of purchased services	4,323	4,134
	40,489	**33,864**

[4] PERSONNEL EXPENSES

Thousands of €	2024	2023
Wages and salaries	342,778	304,052
Social security, other pension costs and welfare	63,273	56,821
	406,051	**360,872**

Personnel expenses include social security in the amount of EUR 51,600k (previous year: EUR 45,666k) as well as expenses on pension schemes in the amount of EUR 3,743k (previous year: EUR 3,924k).

[5] AMORTIZATION AND DEPRECIATION

Thousands of €	2024	2023
Amortization of intangible assets other than those acquired in a business combination	4,502	3,322
Depreciation of property, plant and equipment	8,756	8,762
Depreciation of right-of-use assets	16,836	16,728
Depreciation / amortization of tangible and intangible assets	**30,093**	**28,812**
Amortization of intangible assets due to purchase price allocation	36,693	29,403
Total amortization and depreciation	**66,787**	**58,216**

[6] OTHER EXPENSES

Thousands of €	2024	2023
Consulting and services	52,837	39,304
Commissions	50,839	41,671
EDP equipment	37,963	28,701
Marketing expenses	37,324	30,614
External staff	17,343	18,369
Travel expenses and hospitality	12,968	9,284
Expenses from foreign currency transactions	8,741	9,069
Merchant fees	8,119	5,762
Bad debt expenses	8,071	2,137
Ancillary rent costs	6,474	6,092
Training and recruiting expenses	4,321	4,382
Vehicle expenses	2,918	3,099
Other	11,847	9,543
	259,767	**208,028**

[7] INTEREST INCOME / EXPENSES

Thousands of €	2024	2023
Other interest and similar income	4,702	3,421
Interest and similar expenses	–16,742	–3,277
	–12,040	**144**

The increase in interest and similar expenses is mainly due to the significantly higher level of debt. Reference is made to the explanations on the loans under [19] Financial liabilities.

[8] Other financial income and expenses

Other financial income amount to EUR 18,123k in the reporting year (previous year: EUR 11,057k) and relate mainly to the financial income from the EUR/USD-forward in connection with the exchange rate risks from the purchase price obligation resulting from the GoCanvas acquisition, foreign currency effects of intercompany loans, but also to revaluation effects of unlisted equity instruments.

Other financial expenses amount to EUR 11,448k in the reporting year (previous year: EUR 6,396k) and relate mainly to foreign currency effects of intercompany loans.

For more details, reference is made to the note for business combinations and financial instruments [23].

[9] Share of profit of associates

The expenses / income from associates of EUR –643k (previous year: EUR 239k) relate to Nemetschek OOD in the amount of EUR 676k (previous year: EUR 585k), to Sablono GmbH in the amount of EUR –75k (previous year: EUR –157k), to Imerso AS in the amount of EUR –152k (previous year: EUR –96k) and to Tech Company Inc. in the amount of EUR –1,092k (previous year EUR –93k). For more information, see [18].

[10] Taxes

The major components of the income tax expense are as follows:

INCOME TAXES

Thousands of €	2024	2023
Current tax expenses	–71,051	–56,047
Deferred tax income	21,611	15,485
thereof from addition / release of temporary differences	*20,795*	*15,136*
	–49,440	**–40,562**

The tax expenses for the fiscal year 2024 include tax expense from previous years amounting to EUR 2,255k (previous year: tax income EUR 1,043k). Furthermore, in the fiscal year 2024 EUR 94k (previous year: EUR 95k) deferred taxes from the revaluation of pension obligations were recorded in other comprehensive income.

The income tax rates of the individual legal entities range from 11.1% to 34.6% (previous year: from 11.1% to 34.0%).

The tax rate for the fiscal year 2024 applied by Nemetschek SE is 32.4% (fiscal year 2023: 32.3%). It is calculated as follows:

INCOME TAX RATE

in %	2024		2023	
Earnings before taxes	100.0		100.0	
Trade tax (weighted)	16.6	16.6	16.5	16.5
	83.4		**83.5**	
Corporate income tax	15.0	15.0	15.0	15.0
Solidarity surcharge	0.8	0.8	0.8	0.8
	67.6	**32.4**	**67.7**	**32.3**

Deferred taxes are measured on the basis of the nominal tax rate of Nemetschek SE or the tax rate applying to the respective subsidiary.

Deferred tax assets and deferred tax liabilities are offset for each tax-paying entity if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the income tax of the same taxable entity and the same taxation authority.

Deferred taxes at the balance sheet date comprise the following:

DEFERRED TAXES

	Consolidated balance sheet	
Thousands of €	2024	2023
Deferred tax assets resulting from		
Intangible assets	49,837	29,748
Property, plant and equipment	298	255
Financial assets	3,714	1,892
Receivables	1,786	352
Deferred revenue	7,879	4,420
Pensions and related obligations	497	317
Provisions	6,532	2,227
Liabilities	1,473	704
Tax loss carryforward	16,920	7,735
Tax credit	7,793	5,845
Other	1,799	883
Lease liabilities	17,316	17,498
Offsetting	**–78,922**	**–38,026**
	36,922	**33,850**
Deferred tax liabilities resulting form		
Intangible assets	106,171	34,163
Property, plant and equipment	828	911
Receivables	0	0
Deferred revenue	5,020	2,019
Provisions	215	98
Liabilities	1,862	151
Other	3,047	1,522
Right-of-use assets	14,777	15,908
Offsetting	**–78,922**	**–38,026**
	52,998	**16,746**

The increase of deferred tax assets is mainly due to the new additions from the GoCanvas acquisition and the capitalization of R&D costs as required by the current US tax law.

A reconciliation between the reported income tax expense and the expected income tax expense (measured using the tax rate for 2024) for the fiscal years ending December 31, 2024 and 2023 is as follows:

INCOME TAX RECONCILIATION

Thousands of €	2024	2023
Earnings before taxes	**228,216**	**204,542**
Expected tax 32.4% (previous year: 32.3%)	73,363	66,149
Differences to German and foreign tax rates	–19,809	–20,611
Tax effects on:		
Change in the recoverability of deferred tax assets and tax credits	2,961	–1,626
Change of deferred taxes on permanent differences	2,363	929
Current and deferred taxes previous years	2,965	2,535
Non-deductible expenses	5,153	4,629
Tax-free income and tax credits	–18,438	–12,140
Tax rate changes and adaptation	–668	65
Other	1,550	632
Effective tax expense	49,440	40,562
Effective tax rate	**21.7%**	**19.8%**

In December 2021, the OECD released a guideline for a global minimum taxation framework. EU member states agreed on an EU directive in December 2022 for further implementation into the local legislation. Germany published Council Directive (EU) 2022/2523 on global minimum taxation together with other accompanying measures from December 21, 2023, in the form of Germany's Minimum Tax Act („MinSTiG“) in the Federal Law Gazette on December 27, 2023, which is applicable for financial years starting after December 30, 2023. Qualified Domestic Minimum Top-up Tax regulations (QDMTT) of other jurisdictions apply at the time of their initial application.

According to calculation based on the financial information for the fiscal year 2024, 24 out of 25 jurisdictions within the Nemetschek Group meet the CbCR safe harbour test. The temporary safe harbour sets out three routes to a nil top-up tax position in a specific jurisdiction for the three years period of its application.

Hungary as tax jurisdiction did not met transitional CbCR Safe Harbor tests and thus, is subject to the local QDMTT rules implemented with effect from January 1, 2024. The top-up taxes are determined, in deviation to the OECD main rule, on the basis of the local Hungarian GAAP. The required minimum taxation in Hungary of 15% can be achieved either by implementation of local QDMTT rules or by waiving the local tax reliefs in the calculation of local taxes. In the consolidated financial statements for financial year 2024, the tax calculation in Hungary was carried out by waiving the local tax reliefs and resulted in an increase of current local taxes of around EUR 2 million.

The deferred tax assets on losses carried forward are determined as follows:

DEFERRED TAX ON LOSSES CARRIED FORWARD

Thousands of €	2024	2023
Deferred tax assets, gross	24,221	16,480
Allowances on tax losses carried forward	–7,301	–8,745
Deferred tax assets on unused tax losses, net	**16,920**	**7,735**

The items contain deferred taxes on unused tax losses which are likely to be realized in the future. The deferred tax assets on tax losses carried forward were recognized on the basis of the income and expense budgets of Nemetschek SE subsidiaries for the next 3 to 5 fiscal years.

In 2024, subsidiaries that have suffered a loss in either the current or preceding period had net deferred tax assets from net operating losses in the amount of EUR 2,116k (previous year: EUR 3,983k). These deferred tax assets were deemed to be recoverable as future tax profits are expected due to restructuring and group tax relief.

LOSSES CARRIED FORWARD WITH LIMITED LIFE OF USAGE

Thousands of €	2024	2023
Unused tax loss carried forward		
Never expire	41,575	45,225
Expire by end of 2028	1,545	568
Expire from 2029	3,172	2,324
Sum of unused tax loss carried forward	**46,292**	**48,117**

TAX CREDITS WITH LIMITED LIFE OF USAGE

Thousands of €	2024	2023
Unused tax credits		
Never expire	15,522	14,971
Expire	0	0
Sum of unused tax credits	**15,522**	**14,971**

The temporary differences associated with investments in the Group's subsidiaries for which no deferred tax liabilities were recognized amount to EUR 3,906k (previous year: EUR 4,484k).

There are no income tax consequences attached to the payment of dividends by Nemetschek SE to its shareholders neither in 2024 nor in 2023.

[11] Earnings per share

Basic undiluted earnings per share are calculated by dividing the net income for the period attributable to shares by the average number of shares during the period. No diluting effects existed as of the reporting date.

EARNINGS PER SHARE

	2024	2023
Net income attributable to the parent (in thousands of EUR)	175,422	161,256
Weighted average number of ordinary shares outstanding as of December 31	115,500,000	115,500,000
Weighted average number of ordinary shares to be included in the calculation of diluted earnings per share as of December 31	115,500,000	115,500,000
Earnings per share in EUR, undiluted	**1.52**	**1.40**
Earnings per share in EUR, diluted	**1.52**	**1.40**

The Stock Appreciation Rights granted in 2022 to 2024 as well as the Long Term Incentive Plans of the Executive Board members are not included in the calculation of diluted earnings per share as no new shares can be issued according to the resolutions of the general meetings. If the general meeting resolves differently on that matter in future, this could potentially dilute basic earnings per share in the future.

For more details reference is made to note [24] and note [25].

Notes to the consolidated statement of financial position

[12] CASH AND CASH EQUIVALENTS

Thousands of €	December 31, 2024	December 31, 2023
Bank balances	205,389	263,956
Fixed term deposits (contract period up to 3 months)	344	4,085
	205,733	**268,041**

[13] TRADE RECEIVABLES

Thousands of €	December 31, 2024	December 31, 2023
Trade receivables (before allowances)	155,979	103,587
Lifetime expected credit loss allowance	−8,565	−3,947
	147,414	**99,640**

Trade receivables are non-interest bearing and are generally due within 30- to 90-day terms customary for the industry. As in the previous year, no trade receivables were derecognized in financial year 2024. Bad debt allowances developed as follows:

DEVELOPMENT OF EXPECTED CREDIT LOSS ALLOWANCES

Thousands of €	January 1	Net remeasurement	Amounts written off	December 31
Lifetime expected credit loss allowance 2024	−3,947	−5,121	504	−8,565
Lifetime expected credit loss allowance 2023	−3,182	−1,050	285	−3,947

The increase of loss allowances mainly results from one-off effects.

The aging structure of trade receivables together with the respective loss allowances recognized is as follows:

AGING STRUCTURE OF TRADE RECEIVABLES

2024 Thousands of €	Not past due	Past due (by < 90 days)	Past due (by 90–180 days)	Past due (by 180–360 days)	Past due (by >360 days)	December 31, 2024
Gross trade receivables	106,351	37,368	3,635	4,484	4,142	155,979
Expected credit loss allowance	−1,636	−3,190	−312	−966	−2,461	−8,565
Net trade receivables	104,714	34,178	3,322	3,518	1,682	147,414
Expected credit loss rate (weighted average)	1.54%	8.54%	8.60%	21.55%	59.40%	

AGING STRUCTURE OF TRADE RECEIVABLES

2023 Thousands of €	Not past due	Past due (by < 90 days)	Past due (by 90–180 days)	Past due (by 180–360 days)	Past due (by >360 days)	December 31, 2023
Gross trade receivables	72,992	21,775	3,005	2,465	3,350	103,587
Expected credit loss allowance	−469	−10	−236	−866	−2,366	−3,947
Net trade receivables	72,523	21,766	2,769	1,599	984	99,640
Expected credit loss rate (weighted average)	0.64%	0.04%	7.87%	35.14%	70.63%	

[14] ASSETS

Thousands of €	December 31, 2024	December 31, 2023
Inventories	1,019	978
Other financial assets	51,509	30,943
Other non-financial assets	55,024	32,961
	107,553	**64,882**

Inventories consist of third party licenses amounting to EUR 154k (previous year: EUR 161k) as well as hardware amounting to EUR 692k (previous year: EUR 580k). As in the previous year, no write-downs or reversals of write-downs were recognized. On December 31, 2024 and 2023, the inventories were not pledged.

Other financial assets mainly include investments in start-ups amounting to EUR 41,437k (previous year: EUR 25,983k). The remaining other financial assets in the amount of EUR 10,072k (previous year: EUR 4,960k) relate primarily to security deposits from office rental agreements, which are mainly held until the end of the rental term.

Other non-financial assets mainly consist of prepaid expenses in the amount of EUR 31,668k (previous year: EUR 24,206k), cost to obtain a contract in the amount of EUR 17,907k (previous year: EUR 2,158k), lease receivables in the amount of EUR 1,139k (previous year: EUR 1,039k) as well as contract assets according to IFRS 15 in the amount of EUR 442k (previous year: EUR 1,091k). The other non-financial assets (including costs to obtain a contract) do not show any indication of a need for impairment.

[15] Property, plant and equipment

The acquisition and manufacturing costs as well as accumulated depreciation of property, plant and equipment developed as follows:

DEVELOPMENT OF PROPERTY, PLANT AND EQUIPMENT

Thousands of €	2024		2023	
	Furniture, fixtures and other equipment	Vehicles	Furniture, fixtures and other equipment	Vehicles
Cost				
As of January 1	73,435	3,743	69,861	3,524
Additions	5,925	662	5,856	483
Additions from business combinations	740	–	–	–
Disposal	−3,312	−670	−1,764	−564
Reclassification	−296	315	142	138
Foreign currency translation difference	1,074	−264	−658	162
As of December 31	77,565	3,786	73,435	3,743
Depreciation and impairment				
As of January 1	52,017	1,426	45,517	1,299
Additions	8,254	492	8,304	457
Disposal	−3,159	−400	−1,353	−388
Reclassification	–	–	–	–
Foreign currency translation difference	741	−96	−451	58
As of December 31	57,854	1,422	52,017	1,426
Carrying amount December 31	**19,711**	**2,364**	**21,418**	**2,317**

No material impairment and no material write-ups were recognized on property, plant and equipment in 2024 and 2023. On December 31, 2024 and 2023, property, plant and equipment were not pledged.

[16] Intangible assets and goodwill

The acquisition costs as well as accumulated amortization and impairment of intangible assets consist of the following:

DEVELOPMENT OF GOODWILL AND OTHER INTANGIBLE ASSETS

	2024				2023			
In EUR million	**Goodwill**	**Software and similar rights**	**Customer relationship**	**Brand name**	Goodwill	Software and similar rights	Customer relationship	Brand name
Cost								
As of January 1	552,037	204,496	151,842	28,787	557,047	202,034	161,506	29,535
Additions	–	6,727	–	–	–	5,988	–	–
Additions from business combinations	546,440	101,317	157,800	17,990	–	–	–	–
Disposal	–	−1,200	–	–	–	−202	–	–
Reclassification	−500	7	300	–	7,522	26	−7,341	–
Foreign currency translation difference	37,264	4,944	5,872	1,243	−12,531	−3,349	−2,324	−747
As of December 31	1,135,241	316,290	315,814	48,021	552,037	204,496	151,842	28,787
Amortization and impairment								
As of January 1	0	154,813	79,651	15,555	0	134,377	73,026	13,969
Additions	–	25,352	13,039	2,804	–	22,716	8,085	1,925
Disposal	–	−1,200	–	–	–	−2	–	–
Reclassification	–	–	–	–	–	–	–	–
Foreign currency translation difference	–	3,670	2,526	520	–	−2,277	−1,459	−339
As of December 31	0	182,635	95,217	18,878	0	154,813	79,651	15,555
Carrying amount December 31	**1,135,241**	**133,656**	**220,597**	**29,143**	**552,037**	**49,683**	**72,190**	**13,232**

On December 31, 2024 and 2023, the intangibles were not pledged.

Goodwill

Nemetschek is organized into divisions, which is also the organization level where goodwill is monitored. The divisions represent the operating segments Design, Build, Manage and Media.

Please refer to note [26] for more information regarding the segment disclosures.

Goodwill is allocated as follows:

GOODWILL

Thousands of €	Carrying amount per balance sheet Dec. 31, 2024	Discount rate after tax	Discount rate before tax	Terminal value growth rate
Division				
Design	149,236	11.12%	14.44%	1.50%
Build	641,630	11.10%	14.76%	1.50%
Media	237,888	12.04%	17.20%	2.00%
Manage	106,486	10.33%	12.90%	2.00%
Total group	**1,135,241**			

GOODWILL

Thousands of €	Carrying amount per balance sheet Dec. 31, 2023	Discount rate after tax	Discount rate before tax	Terminal value g rowth rate
Division				
Design	123,455	11.25%	14.05%	1.50%
Build	84,920	11.22%	14.82%	1.50%
Media	223,920	13.13%	18.57%	2.00%
Manage	119,742	10.82%	13.12%	2.00%
Total group	**552,037**			

The main assumptions for the business plan, also used for impairment test purposes, are revenue and personnel cost. The development of sales volumes and prices is based on the expectations of market developments considering general economic factors as well as AEC/O and Media & Entertainment sector specific factors. The development of personnel cost is a key driver to revenue because employees enable the development of successful products as well as addressing markets. Both parameters combined are the significant drivers of the EBITDA.

As in the previous years, the impairment test carried out as at the valuation date, December 31, 2024, shows no need for impairment in 2024.

The impairment tests were complemented by sensitivity analyses, for which key assumptions, that also represent the main value drivers deviating from original forecasts are made for WACC as well as growth rates and EBITDA in perpetuity. These scenarios are deemed by management as improbable but possible for the segment Manage.

The Group accounts for uncertainties within the scope of forecasts and analyzes the goodwill for impairment as well as for scenarios that are less favorable than forecast. Given that the recoverable amount exceeds the book value significantly for the divisions Design, Build and Media, management foresees no realistic scenario which could trigger an impairment. For the Division Manage an increase in the interest rate after tax of about 1.3%, a decrease of the terminal value growth rate of about 2.5% or a decrease of the terminal value cash flow of about 23.1% would remove the headroom amounting to EUR 23.2 million. Management has taken further measures to improve the business of the Manage segment to strengthen the future performance, notably in longer existing operations.

The situation in the capital markets for Nemetschek has continued from 2023. The energy crisis in Europe and the significantly increased inflation rates in the economic environments are still affecting the equity and debt markets. The resulting betas are further high but not as volatile as in the previous periods. The interest rate levels are still high compared to the situation of the last decade. The WACC is therefore still on a high level as in the prior year.

On the basis of the impairment testing performed, as well as on the basis of the sensitivity analyses conducted within this scope, the Group has come to the conclusion that in the reporting year goodwill does not need to be impaired.

[17] Leases

Leases in which the Group is a lessee

The right-of-use assets resulting from leases are as follows:

RIGHT-OF-USE ASSETS

Thousands of €	December 31, 2024	December 31, 2023
Right-of-use assets - Property	55,884	56,211
Right-of-use assets - Office equipment	54	68
Right-of-use assets - Vehicles	4,762	4,643
	60,700	**60,922**

Property leases mainly include office space. Additions to the right-of-use assets during 2024 were EUR 17,117k (previous year: EUR 11,392k). The Group has estimated that potential future lease payments arising from extension options and leases not yet commenced but for which the Group is committed would result in cash outflows of EUR 475k (previous year: EUR 1,051k). Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation per asset class in the fiscal year is as follows:

DEPRECIATION

	Property	Vehicles	Office equipment
Depreciation 2024	14,239	2,568	29
Depreciation 2023	14,234	2,428	66

Information on the maturities of the corresponding lease liabilities can be found under note [23]. Expenses recognized in profit or loss besides depreciation are shown in the overview below:

AMOUNTS RECOGNIZED IN PROFIT OR LOSS

Thousands of €	2024	2023
Interest on lease liabilities	1,907	1,906
Expenses relating to short-term leases	979	857
Expenses relating to leases of low-value assets	106	148
Variable lease payments not included in the measurement of lease liabilities	0	0

AMOUNTS RECOGNIZED IN THE CONSOLIDATED STATEMENT OF CASH FLOWS

Thousands of €	2024	2023
Total cash outflow for leases	18,034	18,441

Leases in which the Group is a lessor

Subleases

Two of the group’s subsidiaries sublet office space that was previously reported as a right-of-use asset. The subleases were classified as finance leases, from which lease receivables of EUR 1,139k (previous year: EUR 1,039k) were recorded. Of this, EUR 648k (previous year: EUR 258k) have a term of one to two years and the remainder is due within one year.

[18] Investments in associates

Details of each of the Group's associates at the end of the reporting period are as follows:

Name, registered office of the entity — Thousands of €	**Shareholding in %**	**Equity**	**Pro rata**	Shareholding in %	Equity	Pro rata
	2024	2024	2024	2023	2023	2023
Tech Company, Inc., United States	22.33	11,030	2,463	22.33	15,918	3,554
Nemetschek OOD, Bulgaria	20.00	14,312	2,862	20.00	11,967	2,393
Sablono GmbH, Berlin	22.14	−421	−93	22.14	338	75
Imerso AS, Norway	16.82	644	108	16.82	1,578	265

In the previous year the Group's equity interest in Tech Company increased from 11.32% to 22.33% percent and Tech Company Inc. became an associate. A contractual nondisclosure obligation prevents the Group from publishing the name of the associate. Tech Company provides a web-based collaborative building design tool. The following table summarizes the financial information of Tech Company as included in its own financial statements, adjusted for fair value adjustments at acquisition.

Thousands of €	**December 31, 2024**	December 31, 2023
Current assets	11,057	15,529
Non-current assets	268	474
Current liabilities	248	85
Non-current liabilities	0	0
Net assets (100%)	11,030	15,918
Group's share of net assets (22.33%)	2,463	3,554
Goodwill	9,393	9,081
Acquisition related adjustments	0	312
Carrying amount of associate	11,856	12,947
Revenue	10	6
Profit from continuing operations (100%)	−4,888	−2,489
Other comprehensive income (100%)	0	0
Total comprehensive income (100%)	−4,888	−2,489
Group's share of pro rata total comprehensive income (22.33%)	−1,092	−93

Nemetschek OOD develops customer-specific software within the scope of order developments. Sablono GmbH develops software solutions for the digital design, control and monitoring of complex building projects. Imerso AS offers a next-generation platform to automate construction quality monitoring through a combination of advanced artificial intelligence (AI), reality capture and BIM technologies.

Although the Group has less than 20% of the voting rights of Imerso AS, management determined that the Group has significant influence. This is on the basis that the Group participates in policy-making decisions by its board representation.

As the shares of Nemetschek OOD, Sablono GmbH and Imerso AS are immaterial to the Group, the following overview shows the amounts reported in the consolidated financial statements on an aggregated basis:

AGGREGATE INFORMATION OF ASSOCIATES THAT ARE NOT INDIVIDUALLY MATERIAL

Thousands of €	**December 31, 2024**	December 31, 2023
Group's share of net income from continuing operations	449	332
Group's share of net income from discontinued operations	0	0
Group's share of net income for the year	**449**	**332**
Group's share of other comprehensive income	0	0
Group's share of total comprehensive income	**449**	**332**
Aggregate carrying amount of the Group's interests in these associates	4,416	4,174

Unrecognized share of losses of an associate

Thousands of €	December 31, 2024	December 31, 2023
The unrecognized share of loss of an associate for the year	−93	0
Cumulative share of loss of an associate	−93	0

[19] Financial liabilities

FINANCIAL LIABILITIES

Thousands of €	**December 31, 2024**	December 31, 2023
Borrowings	500,353	6,873
Trade payables	20,820	15,325
Other financial liabilities	3,049	63
Lease liabilities	69,514	69,465
	593,736	**91,727**

Borrowings include acquisition loans in the amount of EUR 500,311k (previous year: EUR 6,600k). Thereof EUR 200,995k relate to the utilization of the revolving credit facility (RCF), concluded in April 2024, and EUR 299,316k to the newly issued promissory notes. On December 4, 2024, Nemetschek SE issued a promissory note with total notional amount of EUR 300 million with maturity ranges of three years (EUR 200 million at a variable interest rate and EUR 50 million at a fixed interest rate) and five years (EUR 50 million at a variable interest rate). The proceeds from the promissory note were used to repay the remaining draw-down amount of EUR 170 million from the acquisition-related bridge financing entered in June 2024, as well as to prepay part of the draw down from the revolving credit facility amounting to EUR 150 million ahead of schedule. The floating rate tranches are at EURIBOR money market rates, floored at 0%, plus a spread.

Other financial liabilities mainly include interests accrued from the RCF and the promissory notes.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers and are usually settled on 30-day terms, whereby longer payment terms can be individually agreed upon.

For leases, see note [17] and note [23].

[20] Provisions and accrued liabilities

Provisions and accrued liabilities contain the following items:

PROVISIONS AND ACCRUED LIABILITIES

Thousands of €	**December 31, 2024**	December 31, 2023
Provisions		
Personnel	43,615	35,424
Warranty and liability risks	73	102
Other	475	437
	44,163	**35,963**
Accruals		
Partners (distributor/reseller/agent)	17,266	2,048
Outstanding invoices	16,248	13,516
Personnel	13,169	12,261
Legal and consulting fees	2,326	1,948
Other	4,176	1,058
	53,186	**30,831**

Provisions for personnel mainly consist of provisions for short- and long-term variable compensation components. Long-term variable compensation components have a term of up to three years.

Provisions for warranty and liability risks arise due to the obligation to fulfill customer claims with regard to goods and services sold. They are based on an individual assessment per entity.

Accruals for outstanding invoices mainly relate to goods and services not yet invoiced. Accruals for personnel mainly consist of outstanding vacation.

The development of provisions is as follows:

PROVISIONS

Thousands of €	As of January 1	Usage	Release	Additions	Reclassification	Currency translation	**As of December 31**	thereof long-term
Personnel	35,424	−28,448	−1,402	37,043	–	998	43,615	2,545
Warranty and liability risks	102	−25	−47	43	–	–	73	–
Other	437	–	–	10	–	28	475	475

[21] Other non-financial liabilities

Other non-financial liabilities primarily comprise liabilities to the tax authorities resulting from obligations to pay wage tax, value added tax (VAT), social security contributions to the social security authorities, tenant improvement allowance as well as customers with credit balances.

[22] Pensions and related obligations

As in the previous year, pensions and related obligations consist solely of defined benefit obligations.

German plans

The pension plans provide a benefit after reaching the age of 65 amounting to 60% of the last net salary, up to a maximum amount of EUR 4k per month. These claims are vested. In the year ending December 31, 2023 there were no curtailments to the plan, as was the case in the previous year.

Plan assets from these benefit plans have been invested in life insurances. Plan assets include any reinsurance plans entered into which are assigned to the pension beneficiary entitled to these.

Non-German plans

The plans in Austria and Italy comprise severance compensation according to § 23 and 23a of the Austrian Employee Act (Angestelltengesetz), article 2120 of the Italian Civil Code (Trattamento di Fine Rapporto or TFR) respectively and in Switzerland minimum requirements for pensions in accordance with the Swiss Federal Law on Occupational Retirement, Surviving Dependents' and Disability Pension (Bundesgesetz über die berufliche Alters-, Hinterlassenen- und Invalidenvorsorge or BVG). The assets of the pension plans in Switzerland are held in foundations.

The amount included in the consolidated statement of financial position arising from the Group's obligation in respect of its defined benefit plan is as follows:

PROVISIONS FOR PENSIONS

Thousands of €	As of January 1	Changes	As of December 31
Defined benefit obligation 2024	16,528	518	17,046
Less plan asset 2024	–12,950	–46	–12,996
Status of coverage (= pension provisions) 2024	**3,580**	**472**	**4,051**
Defined benefit obligation 2023	2,922	13,606	16,528
Less plan asset 2023	–469	–12,481	–12,950
Status of coverage (= pension provisions) 2023	**2,455**	**1,125**	**3,580**

The determination of assets and liabilities for defined benefit plans is based upon statistical and actuarial valuations. The principal assumptions used for the purposes of the actuarial valuations were as follows:

ASSUMPTIONS

	German Plans	Non-German Plans	German Plans	Non-German Plans
in %	2024	2024	2023	2023
Discount rate	3.20	0.9–3.4	3.60	1.4–4.25
Future pension increases	2.00	0.00	1.00	0.00
Salary increase	0.00	1.0–3.5	0.00	1.0–3.75

The actuarial assumptions as of the balance sheet date are used to determine the defined benefit liability at that date as well as the pensions expense for the upcoming fiscal year.

The mortality rates for German plans are based on the Heubeck 2018 G mortality tables. The ones for Austria are based on "AVÖ 2018-P–Angestellte"-tables of the Austrian association of actuaries (Aktuarvereinigung Österreich, AVÖ). In Italy, the mortality tables "RG48", issued by the General State Account Department (Ragioneria Generale dello Stato) of the Italian Ministry of Economy and Finance, are used as a basis. The ones for Switzerland are based on BVG 2020.

Movements in the present value of the defined benefit obligation and in the fair value of the plan assets were as follows:

MOVEMENT IN NET DEFINED BENEFIT (ASSET) LIABILITY FOR GERMAN PLANS

Thousands of €	Defined benefit obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	2024	2023	**2024**	2023	**2024**	2023
As of January 1	**1,836**	**1,771**	**–382**	**–468**	**1,453**	**1,303**
Included in profit or loss						
Current service cost	0	0	0	0	0	0
Past service cost	0	0	0	0	0	0
Interest expense (Interest Income)	66	64	–14	–15	52	49
Total	**66**	**64**	**–14**	**–15**	**52**	**49**
Included in OCI						
Adjustment / reclass at beginning of fiscal year	0	0	0	0	0	0
Acturial loss (gain) arising from:						
- demographic assumptions	0	0	0	0	0	0
- financial assumptions	270	0	0	0	270	0
- experience adjustments	3	1	0	0	3	1
Return on plan assets excluding interest income	0	0	5	9	5	9
Effect of movements in exchange rates and other movements	0	0	0	0	0	0
Total	**273**	**1**	**5**	**9**	**278**	**10**
Other						
Employer contributions	0	0	–16	–16	–16	–16
Employee contributions	0	0	0	0	0	0
Benefit payments	0	0	0	108	0	108
Total	0	0	–16	92	–16	92
As of December 31	**2,174**	**1,836**	**–408**	**–382**	**1,766**	**1,453**

MOVEMENT IN NET DEFINED BENEFIT (ASSET) LIABILITY FOR NON-GERMAN PLANS

Thousands of €	Defined benefit obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	2024	2023	**2024**	2023	**2024**	2023
As of January 1	**14,693**	**1,151**	**−12,567**	**0**	**2,127**	**1,151**
Included in profit or loss						
Current service cost	428	437	14	14	441	452
Past service cost	0	−165	0	0	0	−165
Interest expense (Interest Income)	230	284	−172	−237	58	47
total	**658**	**556**	**−158**	**−222**	**500**	**333**
Included in OCI						
Adjustment / reclass at beginning of fiscal year	0	11,829	0	−11,375	0	454
Acturial loss (gain) arising from:	0	0	0	0	0	0
- demographic assumptions	8	3	0	0	8	3
- financial assumptions	915	1,223	0	0	915	1,223
- experience adjustments	−238	149	0	0	−238	149
Return on plan assets excluding interest income	0	0	−672	−836	−672	−836
Effect of movements in exchange rates and other movements	−215	76	200	−56	−14	20
total	**470**	**13,279**	**−472**	**−12,267**	**−2**	**1,012**
Other						
Employer contributions	0	0	−306	−333	−306	−333
Employee contributions	177	180	−177	−180	0	0
Benefit payments	−1,125	−473	1,092	435	−33	−38
total	−948	−293	609	−77	−339	−371
As of December 31	**14,872**	**14,693**	**−12,587**	**−12,567**	**2,285**	**2,127**

Plan assets in Switzerland comprise of cash and cash equivalents in the amount of EUR 333k (previous year: EUR 156k), debt instruments in the amount of EUR 4,083k (previous year: EUR 4,310k), equity instruments in the amount of EUR 4,785k (previous year: EUR 4,639k), real estate in the amount of EUR 3,056k (previous year: EUR 3,206k) as well as alternatives in the amount of EUR 354k (previous year: EUR 255k).

Significant actuarial assumptions for the determination of the defined obligation are presented below. The sensitivity analyses below have been determined based on reasonably possible changes in the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

SENSITIVITY

Changes in actuarial assumptions	Thousands of €	2024		2023	
		German Plans	**Non-German Plans**	German Plans	Non-German Plans
Present value of pension obligation for the reporting date		2,174	14,872	1,836	14,693
Discount rate	increase by 0.5 percent points	2,025	13,994	1,709	13,821
	decrease by 0.5 percent points	2,341	15,849	1,977	15,663
Pension cost	increase by 0.5 percent points	2,227	–	1,950	–
	decrease by 0.5 percent points	2,127	–	1,731	–
Salary increase	increase by 0.5 percent points	–	14,972	–	14,803
	decrease by 0.5 percent points	–	14,778	–	14,589

The average duration of the benefit obligation at December 31, 2024 is 15.0 years (2023: 15.1 years) for German plans and 11.1 years (2023: 11.5 years) for non-German plans. The expected payments in the 2025 fiscal year amount to EUR 642k (previous year: EUR 669k).

[23] Financial instruments

The financial assets and liabilities are presented in the following table according to their measurement categories and classes:

FINANCIAL INSTRUMENTS

		Measurement in accordance with IFRS 9			
Thousands of €	Carrying amount per balance sheet Dec. 31, 2024	Amortized cost	Fair value impacting profit/loss	Fair value not impacting profit/loss	Fair value Dec. 31, 2024
Trade receivables	147,414	147,414	-	-	147,414
Other financial assets	51,509	10,072	41,437	-	51,509
Cash and cash equivalents	205,733	205,733	-	-	205,733
Total financial assets	**404,656**	**-**	**-**	**-**	**404,656**
Borrowings	500,353	500,353	-	-	500,353
Trade payables	20,820	20,820	-	-	20,820
Other financial liabilities	3,049	3,049	-	-	3,049
Total financial liabilities	**524,222**	**-**	**-**	**-**	**524,222**

FINANCIAL INSTRUMENTS

		Measurement in accordance with IFRS 9			
Thousands of €	Carrying amount per balance sheet Dec. 31, 2023	Amortized cost	Fair value impacting profit/loss	Fair value not impacting profit/loss	Fair value Dec. 31, 2023
Trade receivables	99,640	99,640	-	-	99,640
Other financial assets	30,943	4,960	25,983	-	30,943
Cash and cash equivalents	268,041	268,041	-	-	268,041
Total financial assets	**398,623**	**-**	**-**	**-**	**398,623**
Borrowings	6,873	6,873	-	-	6,873
Trade payables	15,325	15,325	-	-	15,325
Other financial liabilities	63	63	-	-	63
Total financial liabilities	**22,262**	**-**	**-**	**-**	**22,262**

Due to the short-term maturities of cash and cash equivalents, trade receivables and payables, current financial assets and liabilities, the respective fair values correspond to their carrying amount.

Other financial assets include minority equity holdings and convertible loan instruments in innovative start-up companies as well as interests in venture capital funds.

The fair value of the promissory notes, included under the borrowings, amounts to EUR 307,648k as of December 31, 2024. The fair value of the syndicated revolving credit facility corresponds to its carrying amount of EUR 200,995k.

The following table shows the reconciliation from the opening balances to the closing balances for other financial assets and other financial liabilities categorized within Level 3.

RECONCILIATION OF LEVEL 3 FAIR VALUE MEASUREMENTS

Thousands of €	Unlisted equity securities	Contingent consideration
Balance at January 1, 2023	**12,295**	**1,493**
Changes in scope of consolidation, currency adjustments	-	-
Changes with cash effect	-	–1,271
Changes recognized in profit or loss	3,259	–222
Additions from acquisitions	14,714	-
Change of status	–4,285	-
Balance at December 31, 2023 / January 1, 2024	**25,983**	**0**
Changes in scope of consolidation, currency adjustments	-	-
Changes with cash effect	-	-
Changes recognized in profit or loss	1,004	-
Additions from acquisitions	13,071	-
Currency adjustments	1,379	-
Balance at December 31, 2024	**41,437**	**0**

Regarding change in status in the previous year and the non-retrospective application of IAS 28, reference is made to note [18]. A sensitivity analysis of the unobservable input factors as part of the valuation method for unlisted equity securities recognized at fair value through profit or loss is not possible.

NET GAINS AND LOSSES ON FINANCIAL INSTRUMENTS

Thousands of €	**2024**	2023
Financial assets measured at amortized cost	–1,596	367
Financial assets measured at fair value through profit or loss	10,663	2,987
Financial liabilities measured at fair value through profit or loss	0	223
Financial liabilities measured at amortized cost	–16,742	–3,277
	–7,674	**301**

Net gains and losses from financial instruments comprise the results from valuations, the recognition and reversal of loss allowances, results from the translation of foreign currencies, as well as interests. Financial assets measured at fair value through profit or loss mainly include other financial income from the EUR/USD forward transaction in connection with the acquisition of GoCanvas. Financial assets measured at amortized costs include interest income in the amount of EUR 4,702k (previous year: EUR 3,421k). Financial liabilities measured at amortized cost include interest expenses in the amount of EUR –16,742k (previous year: EUR –3,277k), which mainly result from the acquisition loans.

Financial risk management

The objective of the Group with regard to financial risk management is to mitigate the risks presented below by the methods described. The Group generally pursues a conservative, risk-averse strategy. Financing and financial risk management is organized centrally and controlled by global governance.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. It arises principally from the Group's receivables from customers and from the Group's cash and cash equivalents. The carrying amounts of financial assets and contract assets represent the maximum credit exposure.

Accounts receivables

At the end of 2024, there was no relevant concentration of credit risk by type of customer. The Group's credit risk exposure is mainly influenced by individual customer characteristics. Sales of goods and services are made to customers after having conducted appropriate internal credit risk assessment. At the end of 2024 no customer accounted for more than 10% of accounts receivable.

Cash and cash equivalents

The credit risk from balances with banks and financial institutions of Group companies is managed in accordance with the Group's policy and in agreement with Group headquarters. Internal limits are set to minimize the concentration of risks and therefore mitigate financial loss through potential default of a business partner.

As at the balance sheet date, the Group holds cash and cash equivalents amounting to EUR 205,733k (previous year: EUR 268,041k).

To ensure efficient cash and liquidity management, Nemetschek SE carries out cash pooling with selected subsidiaries. Nemetschek SE, the ultimate Group holding company, also receives further cash and cash equivalents from the annual dividends paid by the subsidiaries or in the form of loans granted by Group companies. If necessary, hedging transactions are concluded in dedicated individual cases.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments.

MATURITY ANALYSIS FINANCIAL LIABILITIES

Thousands of €	Carrying amount	Contractual cash flows	Less than 1 year	1 to 5 years	More than 5 years
December 31, 2024					
Borrowings	500,353	500,353	42	500,311	–
Trade payables	20,820	20,820	20,820	–	–
Other financial liabilities	3,049	3,021	3,013	8	–
Lease liabilities	69,514	76,034	18,787	49,476	7,771
Total	**593,736**				
December 31, 2023					
Borrowings	6,873	6,896	6,825	72	–
Trade payables	15,325	15,325	15,325	–	–
Other financial liabilities	63	63	55	8	–
Lease liabilities	69,465	75,673	18,448	42,513	14,713
Total	**91,727**				

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Market risk

Market risk is the risk that changes in market prices – e.g. foreign exchange rates and interest rates – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Currency risk

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise, in response to which derivatives are occasionally entered into. The exchange rate fluctuation only has a limited effect at the top Group level because the operating subsidiaries outside the euro area record revenue as well as cost of goods and services, personnel expenses and other expenses primarily in their local currency.

Sensitivity analysis of selected foreign currencies

The currency risk mainly relates to trade receivables held in a foreign currency. These exist in a subsidiary in Hungary. A reasonably possible strengthening (+) or weakening (-) of the euro or US dollar against the HUF at December 31 would have affected the measurement of trade receivables denominated in a foreign currency and affected EBIT by the amounts shown below. This analysis assumes that all other variables remain constant.

TRADE RECEIVABLES

2024 Thousands of €	Change of exchange rate	Sensitivity effect on EBIT
Trade receivables		
HUF / EUR	+ 5%	–1,163
Total in kEUR: 24,424	**–5%**	**1,285**
HUF / USD	+ 5%	–418
Total in kEUR: 8,769	**–5%**	**462**

TRADE RECEIVABLES

2023 Thousands of €	Change of exchange rate	Sensitivity effect on EBIT
Trade receivables		
HUF / EUR	+ 5%	–225
Total in kEUR: 4,730	**–5%**	**249**
HUF / USD	+ 5%	–60
Total in kEUR: 1,267	**–5%**	**67**

Interest risk and interest risk management

Interest rate risks exist due to the variable interest rate loans. A reasonably possible increase (decrease) of 100 basis points in interest rates could increase (decrease) interest expenses by EUR 4.5 million.

Capital management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy equity ratios in order to support its business operations and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or return capital payments to shareholders. No changes were made to the objectives, policies or processes as of December 31, 2024 or as of December 31, 2023. The Group meets externally imposed minimum capital requirements.

The Group monitors its capital based on the key indicators of debt capacity and equity ratios.

Debt capacity

The debt capacity represents the relationship between net debt and EBITDA. Net debt is essentially defined as current and non-current loans less any cash and cash equivalents. Group net debt as of December 31, 2024 amounted to EUR –294.6 million (previous year: net liquidity EUR 261.2 million). The variance is primarily caused by the financing of the GoCanvas acquisition.

Equity ratio

The equity ratio is the ratio of equity to total equity and liabilities. The Nemetschek Group's equity ratio amounts to 44.2% (previous year: 61.4%). The variance is mainly attributable to the acquisition of GoCanvas.

Thus, external and internal key indicators have been met.

[24] Equity

The development of subscribed capital, the capital reserve, the other comprehensive income and the retained earnings of the Group, as well as shares without controlling interest, are presented in the consolidated statement of changes in equity.

Nemetschek SE's **subscribed capital** as of December 31, 2024, amounted to EUR 115,500,000 (previous year: EUR 115,500,000) and is divided into 115,500,000 (previous year: 115,500,000) no-par value bearer shares. Each share is attributed with EUR 1.00 of share capital. The capital is fully paid in. With the consent of the Supervisory Board, the Executive Board is permitted to increase the company's share capital once or repeatedly, up to (and including) May 11, 2026, by issuing up to 11,550,000 new, no-par value bearer shares in return for cash contributions and/or contributions in kind up to a total of EUR 11,550,000 (**authorized capital 2021**).

The **capital reserve** mainly comprises the remaining share premium from the IPO.

The **other comprehensive income** mainly comprises all foreign currency differences arising from the translation of the financial statements of foreign subsidiaries.

Maxon Computer GmbH has non-controlling interests that are material to the Group. The main non-current assets without goodwill amount to EUR 44,372k (previous year: EUR 52,657k), the current assets to EUR 31,709k (previous year: EUR 28,599k), the non-current liabilities to EUR 9,656k (previous year: EUR 9,181k) and the current liabilities to EUR 154,027k (previous year: EUR 147,095k). Sales correspond to those of the Media segment. The net income of the period attributable to the non-controlling interests and the dividend payment to non-controlling interests relate mainly to minority interests of Maxon Computer GmbH.

In the previous year, cumulated prior year effects from capitalized costs to obtain a contract (other non-financial assets) amounting to EUR 3,426k after deferred tax effects were adjusted against retained earnings in connection with the alignment of the accounting guideline of some subsidiaries to the IFRS 15 group accounting guideline.

Dividends

In the fiscal year 2024 a dividend of EUR 55,440,000.00 (previous year: EUR 51,975,000.00) was distributed to the shareholders. This represents EUR 0.48 (previous year: EUR 0.45 per share. The Executive Board proposes to the Supervisory Board that a dividend be paid in the fiscal year 2025 amounting to EUR 63,525,000.00. This corresponds to EUR 0.55 per share.

[25] Share-based payments

Stock Appreciation Rights

Executive Board members of Nemetschek SE and key employees of Nemetschek Group may participate in a share-based payment in the form of Stock Appreciation Rights ("SAR"). SARs are intended to allow to share the company's future success on a medium- and long-term basis. The SARs are virtual subscription rights that can be granted as "Performance SARs" or as "New Hire SARs". The proceeds are determined by multiplying the exercised number of SARs by the difference between an issue price (the "issue price") and the average (arithmetic mean) of the closing prices of the Nemetschek share in Xetra trading on the Frankfurt Stock Exchange on the last 10 trading days before the day when the exercise notification is received. The payment amount per exercised SAR is limited to 100% of the issue price per SAR, i.e. the increase in value per SAR to be paid out corresponds at the most to the defined issue price per SAR. The issue price for the Performance SARs corresponds to the average (arithmetic mean) of the closing prices of the Nemetschek share in Xetra trading on the Frankfurt Stock Exchange on the last 10 trading days before the day of the Supervisory Board's resolution on the grant of Performance SARs. For the New Hire SARs, the issue price corresponds to the average (arithmetic mean) of the closing prices of the Nemetschek shares on the last 200 trading days before the day of the Supervisory Board's resolution on the grant of New Hire SARs. The granted SARs can be exercised as follows: 25% of the granted SARs can be exercised 12 respectively 15 months after the grant date, another 25% 24 respectively 25 months after the grant date, another 25% 36 respectively 39 months after the grant date and the remaining 25% 48 respectively 51 months after the grant date (together the "vesting period", and each the "vesting date"). All SARs must be exercised before five years have passed since the respective allocation date, otherwise they expire without compensation (the "exercise period").

During financial year 2024, 136,000 New Hire SARs were granted to key employee of Nemetschek Group (previous year 50,000 Performance SARs). In the previous year, 220,000 Performance SARs and 40,000 New Hire SARs were granted to Executive Board members of Nemetschek SE. The Supervisory Board may decide, at its reasonable discretion, to transfer Nemetschek shares instead of cash. Expenses for equity-settled share-based payments are measured at fair value at the grant date using a Monte-Carlo-Simulation. The fair value at grant for the New Hire SARs is EUR 2,570k (previous year: EUR 406k). The fair value at grant for the Performance SARs in the previous year was EUR 1,244k.

In total, the grants in fiscal years 2022 to 2024 resulted in expenses of about EUR 2,081k for fiscal year 2024 (previous year: EUR 1,681k).

For grants in fiscal year 2024, the following input parameters were used in the assessment of the fair value at grant date:

INPUT PARAMETERS FOR FAIR VALUE AT GRANT ASSESSMENT OF SARS[1]

New Hire SARs 2024	1-year vesting	2-year vesting	3-year vesting	4-year vesting
Grant date	April 1, 2024/ April 22, 2024/ May 13, 2024	April 1, 2024/ April 22, 2024/ May 13, 2024	April 1, 2024/ April 22, 2024/ May 13, 2024	April 1, 2024/ April 22, 2024/ May 13, 2024
Number of granted SARs	34,000	34,000	34,000	34,000
Weighted average Share price at grant date (in €)	86.5	86.5	86.5	86.5
Weighted average Issue price (in €)	74.04	74.04	74.04	74.04
Weighted average Risk-free interest rate based on government bonds (in %)	2.54%	2.47%	2.41%	2.39%
Dividend yield (in %)	0.64%	0.69%	0.72%	0.75%
Annualized weighted average volatility (in %)	41.64%	40.38%	41.27%	41.45%
Remaining vesting period as of December 31, 2024 (in months)	6/ 5/ 5	18/ 17/ 17	30/ 29/ 29	42/ 41/ 41
Weighted average fair value per SAR (in €)	18.88	18.48	17.67	17.45

1) The annualized volatility is based on an assessment of the historical volatility of the share price of Nemetschek SE, in particular in the period corresponding to the respective vesting and exercise period (assumed exercising after 2.5 years following the vesting date). The maturity of the government bonds does also match the respective vesting and exercise period. For the dividend yield analysts' projections for vesting and exercise period were reflected.

For grants in fiscal year 2023, the following input parameters were used in the assessment of the fair value at grant date:

INPUT PARAMETERS FOR FAIR VALUE AT GRANT ASSESSMENT OF SARS[1]

Performance SARs 2023	1-year vesting	2-year vesting	3-year vesting	4-year vesting
Grant date	March 24, 2023	March 24, 2023	March 24, 2023	March 24, 2023
Number of granted SARs	67,500	67,500	67,500	67,500
Share price at grant date (in €)	63.4	63.4	63.4	63.4
Issue price (in €)	55.1	55.1	55.1	55.1
Risk-free interest rate based on government bonds (in %)	2.44%	2.34%	2.30%	2.27%
Dividend yield (in %)	0.37%	0.45%	0.52%	0.58%
Annualized volatility (in %)	45.72%	44.85%	43.84%	41.57%
Remaining vesting period as of December 31, 2023 (in months)	3	15	27	39
Average fair value per SAR (in €)[2]	12.55	11.98	11.62	11.21

New Hire SARs 2023	1-year vesting	2-year vesting	3-year vesting	4-year vesting
Grant date	March 24, 2023	March 24, 2023	March 24, 2023	March 24, 2023
Number of granted SARs	10,000	10,000	10,000	10,000
Share price at grant date (in €)	63.4	63.4	63.4	63.4
Issue price (in €)	53.71	53.71	53.71	53.71
Risk-free interest rate based on government bonds (in %)	2.44%	2.34%	2.30%	2.27%
Dividend yield (in %)	0.37%	0.45%	0.52%	0.58%
Annualized volatility (in %)	45.72%	44.85%	43.84%	41.57%
Remaining vesting period as of December 31, 2023 (in months)	3	15	27	39
Average fair value per SAR (in €)	10.84	10.3	9.83	9.65

1) The annualized volatility is based on an assessment of the historical volatility of the share price of Nemetschek SE, in particular in the period corresponding to the respective vesting and exercise period (assumed exercising after 2.5 years following the vesting date). The maturity of the government bonds and the period for the dividend yield do also match the respective vesting and exercise period.
2) The fair value is reported as the average of the fair values of the individual beneficiaries. The proceeds from the SARs granted are limited per year to EUR 6.5 million for the Chief Executive Officer and EUR 3.0 million for another member of the Executive Board, which results in different fair values per beneficiary.

The number of SARs were as follows:

RECONCILIATION OF OUTSTANDING SARS

	2024	2023
	Number of options	Number of options
Outstanding at January 1	630,000	400,000
Forfeited during the year	–	80,000
Exercised during the year	–	–
Granted during the year	136,000	310,000
Outstanding at December 31	**766,000**	**630,000**
Exercisable at December 31	**257,500**	**100,000**

Long Term Incentive Plan

Executive Board members of Nemetschek SE participate in Long Term Incentive Plans ("LTIP"). The LTIP depends primarily on the achievement of defined corporate targets for the development of the adjusted EBITDA, EBITA or EBT. The performance and vesting period is three years. As the Supervisory Board may decide at its reasonable discretion to transfer Nemetschek shares instead of cash for the LTIPs starting 2022, they are accounted as equity-settled share-based payments.

The LTIP consists of two LTIP pools: one fixed and one dynamic. The scope of the fixed and dynamic pools is first calculated based on the relevant financial criterion. To do this, the actual figure for the reference year (last year before the start of the LTIP period) is deducted from the actual figure for the last year of the LTIP period. The difference is multiplied by the relevant pool percentage defined by the Supervisory Board at the start of the LTIP period. The fixed pool share for each member of the Executive Board is defined by the Supervisory Board at the start of the LTIP period.

For Executive Board members with responsibility for (operating) divisions, the dynamic pool share is distributed based on their division's share of the total revenues in the last year of the LTIP period. For other Executive Board members, the dynamic share depends on the EPS (earnings per share) development or the Group revenue development. Payment is limited to EUR 2,000k, gross, for regular members, and EUR 3,000k, gross, for the Executive Board Chairperson. The fair value at grant was EUR 1.724k (previous year: EUR 1,786k).

The total expenses recognized in the 2024 financial year amount to EUR 1,048k (previous year: EUR 668k). In equity, EUR 575k (previous year: EUR 368k) were recognized. The difference between expense recognized and equity relates to guaranteed amounts paid in 2024 as in the previous year.

[26] Segment reporting

The Nemetschek Group is managed centrally by the Executive Board of Nemetschek SE in its function as chief operating decision maker (CODM).

Operating segments

The operating segments of the Group are Design, Build, Media and Manage .

The **Design** segment contains the architecture and engineering division and is mainly characterized by the development and marketing of CAD, static engineering and tender software. The business-unit Digital Twin is assigned to the segment Manage.

The **Build** segment involves the creation and marketing of commercial and collaboration software for construction companies.

Furthermore, with the **Media** segment, the Group is involved in the field of multimedia software, visualization and animation.

The **Manage** segment covers facility and property management, which involves the extensive administration and management of property development projects.

Management and reporting system

The Group's management reporting and controlling systems principally use accounting policies that are the same as those described in the summary of significant accounting policies according to IFRS with the exception of intercompany leases, which are accounted as operating leases.

Intersegment revenue is generally recorded at values that approximate third-party selling prices.

Transactions between the segments are eliminated in the context of consolidation and the eliminated amounts are included in the reconciliation.

SEGMENT REPORTING

2024 Thousands of €	Design*	Build	Manage*	Media	Reconciliation	**Total**
Revenue, total	**488,769**	**340,681**	**49,868**	**120,087**	**–3,841**	**995,565**
thereof revenue external	*487,606*	*340,681*	*49,868*	*117,404*	*5*	*995,565*
*thereof intersegment revenue***	*1,163*	*0*	*0*	*2,683*	*–3,846*	*0*
Personnel expenses**	–198,548	–138,130	–26,123	–43,250	0	–406,051
Other expenses**	–137,384	–76,985	–11,281	–34,118	0	–259,769
EBITDA	**144,798**	**108,252**	**5,098**	**42,863**	**0**	**301,010**
Depreciation/Amortization						–66,787
Net finance costs						–5,365
Share of net profit of associates						–643
EBT						**228,216**

* As of January 1, 2024 the Digital Twin business unit, including the dRofus brand, was reclassified from Manage segment to the Design segment and subsequently consolidated there. The previous year´s figures have been adjusted accordingly.

** In the 2024 financial year, internal management and reporting was adjusted so that revenue is presented according to product groups and no longer according to the legal entity structure. The previous year's figures were not adjusted. The remaining intersegment revenues relate to intragroup technology access fees, whereas starting 2024 product revenues are directly allocated to the segment they originally belong to.

SEGMENT REPORTING

2023 Thousands of €	Design*	Build	Manage*	Media	Reconciliation	**Total**
Revenue, total	**431,990**	**265,425**	**50,397**	**111,413**	**–7,663**	**851,563**
thereof revenue external	*430,757*	*261,691*	*50,345*	*108,770*	*0*	*851,563*
thereof intersegment revenue	*1,233*	*3,734*	*52*	*2,643*	*–7,663*	*0*
Personnel expenses	–182,307	–108,611	–28,744	–41,211	0	–360,874
Other expenses	–117,615	–49,918	–12,841	–27,653	0	–208,026
EBITDA	**119,757**	**93,054**	**1,833**	**43,070**	**0**	**257,713**
Depreciation/Amortization						–58,216
Net finance costs						4,805
Share of net profit of associates						239
EBT						**204,541**

* As of January 1, 2024 the Digital Twin business unit, including the dRofus brand, was reclassified from Manage segment to the Design segment and subsequently consolidated there. The previous year´s figures have been adjusted accordingly.

Information related to geographic areas

Segment reporting by geographical region is as follows:

SEGMENT REPORTING – GEOGRAPHICAL REGION

Thousands of €	Revenues 2024	Non-current assets 2024	Revenues 2023	Non-current assets 2023
Germany	182,966	88,185	177,980	84,225
Americas	402,242	1,127,814	324,917	430,993
Abroad (w/o Americas)	410,357	423,010	348,666	277,468
Total	**995,565**	**1,639,009**	**851,563**	**792,686**

With respect to information about geographical regions, revenue is allocated to countries based on the location of the customer. Non-current assets are presented according to the physical location of these assets. The additions to the non-current assets result primarily from acquisitions. Reference is made to information provided under note [16].

[27] Notes to the cash flow statement

Cash flow from operating activities amounts to EUR 306,804k (previous year: EUR 252,881k).

The cash flow from investing activities amounts to EUR –707,110k (previous year: EUR –37,846k). In the current fiscal year, this mainly includes:

» investments in intangible assets and office equipment

» investments in start-ups

» Payments for the acquisition of A&A Co., Ltd. GoCanvas Holdings, Inc. and Xinaps B.V.

The previous fiscal year primarily includes payments for investments in start-ups and investments in intangible assets and office equipment.

Changes in liabilities arising from financing activities, divided into cash and non-cash components were as follows:

LIABILITIES ARISING FROM FINANCING ACTIVITIES

Thousands of €	2024		2023	
	Borrowings	Lease liabilities	Borrowings	Lease liabilities
As of January 1	**6,873**	**69,465**	**71,945**	**77,297**
Cash Changes	494,169	–19,941	–65,072	–18,441
Non-cash changes				
New leases	0	4,789	0	7,434
Currency translation	0	1,847	0	–1,262
Changes arising from obtaining control of subsidiaries	0	735	0	0
Other changes	–689	12,619	0	4,438
As of December 31	**500,353**	**69,514**	**6,873**	**69,465**

Cash changes include repayments of debt acquired from the GoCanvas acquisition in the amount of EUR 67,589k, as well as movements in connection with the fincancing of the GoCanvas acquisition.

[28] Related party transactions

The Group enters into transactions with related parties. These transactions are part of ordinary activities and are treated at arm's length. Related parties are defined as parties who can exert influence on Nemetschek SE and its subsidiaries or over which Nemetschek SE and its subsidiaries exercise control or have a significant influence. They include associates accounted for using the equity method. Related parties also include the Executive and Supervisory Boards as well as their family members and partners. The ultimate controlling party is Prof. Georg Nemetschek.

Sales and purchases of goods and services

Along with the associates Nemetschek OOD, Imerso AS and Tech Company, Inc., Concentra GmbH & Co. KG was identified as a related party due to the management role of a family member of the Group's ultimate controlling party there. During the year the following transactions were made with those:

(1) **Concentra GmbH & Co. KG, Munich, Germany**

» Rental of space by Group companies as well as related maintenance services amounting to a total of EUR 1,703k (previous year: EUR 1,475k).

» Reception services performed by Group companies amounting to a total of EUR 37k (previous year: EUR 34k).

» As of December 31, 2023 trade payables amounted to EUR 4k (previous year: EUR 9k) as well as trade receivables amounted to EUR 4k (previous year: EUR 0k).

(2) **Nemetschek OOD, Bulgaria**

» Use of services to a total of EUR 10,716k (previous year: EUR 9,104k).

» Performance of services by Group companies amounting to a total of EUR 5k (previous year: EUR 23k).

» As of December 31, 2024 trade payables amounted to EUR 901k (previous year: EUR 825k).

(3) **Imerso AS, Norway**

» Use of services to a total of EUR 0k (previous year: EUR 0k).

» Recharge of services from Group companies to Imerso AS, Norway amounting to a total of EUR 0k (previous year: EUR 5k).

» As of December 31, 2024 trade receivables amounted to EUR 0k (previous year: EUR 0k).

(4) **Tech Company, Inc., United States**

» Performance of services by Group companies amounting to a total of EUR 0k (previous year: EUR 1k).

» As of December 31, 2024 trade payables amounted to EUR 0k (previous year: EUR 0k).

Compensation of members of the Executive Board

Total remuneration attributable to the Executive Board amounted to EUR 5,112k (previous year: EUR 5,390k). Thereof EUR 2,897k (previous year: EUR 3,983k) relate to short-term employee benefits, EUR 473k (previous year: EUR −929k) relate to other long-term benefits and EUR 1,742k (previous year: 1,239k) relate to share-based payments.

Executive Board members of Nemetschek SE participate in one-year Short Term Incentive Plans (STIP) and Long Term Incentive Plans (LTIP), that are part of the variable, performance-related remuneration system of the Group and provide an incentive to the Executive Board to achieve financial (mainly revenue and EBITDA) and individual non-financial targets. For STIPs, outstanding balances in the amount of EUR 1,592k (previous year: EUR 1,171k) are recognized as at December 31, 2024. Further, Executive Board members of Nemetschek SE participate in share-based payments in the form of Stock Appreciation Rights (“SAR”). Relating to the valuation of the SAR issued to the Executive Board in the years 2022 and 2023, a parameter in the determination of the fair value is to be interpreted differently from the state of knowledge in the previous years. This results in an increase of the expense recorded in the years 2022 to 2024 totaling EUR 2,327k, which will be recorded in the current account in the 2025 financial year due to materiality considerations. Reference is made to [25] for LTIPs and SARs. For LTIPs, outstanding balances in the amount of EUR 0k are recognized as at December 31, 2024 (previous year: EUR 840k). Customary market benefits in kind complete the remuneration of the Executive Board members.

Termination benefits in the previous year of EUR 1,096k included severance payments and compensated absences for the two executive board members that terminated their agreements in 2023. Outstanding balances of the termination benefits as at December 31, 2024 amount to EUR 0k (previous year: EUR 686k).

Compensation of members of the Supervisory Board

Remuneration of the supervisory board is short-term and breaks down as follows:

REMUNERATION OF THE SUPERVISORY BOARD

	2024			2023	
Thousands of €	Fix	Attendance fee	Total	Total*	Change 2024 vs. 2023
Kurt Dobitsch	215	32	247	247	0%
Dr. Gernot Strube	155	32	187	187	0%
Iris Helke (since July 1. 2023)	170	32	202	109	85%
Patricia Geibel-Conrad (until June 30, 2023)	–	–	–	93	−100%
Bill Krouch	140	16	156	156	0%
Christine Schöneweis	140	16	156	156	0%
Prof. Dr. Andreas Söffing	140	20	160	156	3%
	960	**148**	**1,108**	**1,104**	**0%**

A member of the Supervisory Board furthermore provided services amouting to EUR 290k (previous year: EUR 126k).

Other related party transactions

In the fiscal year 2024 dividends amounting to EUR 28,245k (previous year: EUR 26,547k) were paid out to direct and indirect shareholdings of the Nemetschek family.

Total remuneration of the Supervisory Board and the Executive Board in accordance with §314 in conjunction with §315e of the German Commercial Code (HGB)

The total remuneration of the active members of the Executive Board granted in 2024 amounts to EUR 7,062k (previous year: EUR 7,166k), which includes SARs with a fair value of EUR 2,759k.

The total remuneration of the members of the Supervisory Board granted in 2024 amounts to EUR 1.108k (previous year: EUR 1,104k).

Former members of the Executive Board were awarded total remuneration of EUR 35k (previous year: EUR 1,096k).

[29] Other information

Headcount

The average headcount breaks down as follows:

HEADCOUNT

Number of employees	2024	2023
Sales / Marketing / Customer Support	1,870	1,656
Development	1,389	1,329
Administration	412	430
Average headcount for the year	**3,671**	**3,415**
Headcount as of December 31	**3,894**	**3,429**

Auditor’s fees

The following fees of the auditor of the consolidated financial statements were expensed in the fiscal year 2024:

AUDITOR'S FEES

in EUR million	2024	2023
Financial statements audit services	0.85	0.75
Other audit services	0.14	0.02
	0.99	**0.78**

The fees for audit services relate to the audit the consolidated financial statements and the annual financial statements of Nemetschek SE, including the ESEF documents, and the formal audit of the remuneration report as well as the the audit of the dependency report and the audit of the annual financial statements of Maxon Computer GmbH, Bad Homburg. The other audit services relate to the audit of the non-financial statement for financial year 2024.

[30] Information on the “German Corporate Governance Code”

The Declaration of Conformity was submitted on March 5, 2025. The relevant current version is available to the shareholders on the website of Nemetschek SE.

(ir.nemetschek.com/declaration-of-conformity)

[31] Events after the balance sheet date

Subsequent events

Effective as of January 1, 2025, the Supervisory Board of Nemetschek SE has unanimously appointed Usman Shuja, CDO of the Build & Construct Division and CEO of Bluebeam, as Executive Board member. The new Executive Board structure consists of Usman Shuja and the two existing members Yves Padrines (CEO) and Louise Öfverström (CFO).

On February 5, 2025, the Executive Board resolved, with the approval of the Supervisory Board, to launch a share buyback program with a maximum volume of 92,600 shares at a maximum pecuniary amount of EUR 11.1 million to be implemented between February 2025 and December 2025 to serve stock appreciation rights of members of the Executive Board and employees in senior leadership positions of the Nemetschek Group. The share buyback program is based on the authorization from May 23, 2024.

After the end of the 2024 financial year, the Executive Board Members Yves Padrines and Louise Ofverström have exercised a total of 145,000 SARs. After deduction of wage and other taxes, a total of 37,121 shares will be transferred to the Executive Board Members.

Date of preparation

The Executive Board prepared and approved the consolidated financial statements on March 14, 2025, to be passed on to the Supervisory Board. It is the supervisory board’s task to examine the consolidated financial statements and give its approval and authorization for issue.

[32] For a detailed overview of Nemetschek Group's shareholdings, please refer to the following chart:

AFFILIATED ENTITIES

Name, registered office of the entity	Shareholding in %
Design segment	
Allplan Česko s.r.o., Prague, Czech Republic	100.00
Allplan Deutschland GmbH, Munich, Germany*	100.00
Allplan France S.A.R.L., Puteaux, France	100.00
Allplan GmbH, Munich, Germany*'**	100.00
Allplan Italia S.r.l., Trento, Italy	100.00
Allplan Österreich GmbH, Puch bei Hallein, Austria	100.00
Allplan Schweiz AG, Wallisellen, Switzerland	93.33
Allplan Software Engineering GmbH, Puch bei Hallein, Austria	100.00
Allplan Slovensko s.r.o., Bratislava, Slovakia	100.00
Allplan Systems España S.A., Madrid, Spain	100.00
Allplan UK Ltd., Salford, Great Britain	100.00
Design Data Corporation, Lincoln, Nebraska, United States	100.00
dRofus AB, Stockholm, Sweden	100.00
dRofus AS, Oslo, Norway	100.00
dRofus Inc., Lincoln, Nebraska, United States	100.00
dRofus Pty Ltd, North Sydney, Australia	100.00
Graphisoft Asia Ltd., Hong Kong, China	100.00
Graphisoft Brasil Serviços de Tecnologia da Informação Ltda, São Paulo, Brazil	100.00
Graphisoft Deutschland GmbH, Munich, Germany*'**	100.00
Graphisoft France SAS, Paris, France	100.00
Graphisoft Italia S.r.l., Spinea, Italy	100.00
Graphisoft Japan Co., Tokyo, Japan	100.00
Graphisoft North America, Inc., Waltham, Massachusetts, United States	100.00
Graphisoft Scandinavia AS, Klepp Stasjon, Norway	100.00
Graphisoft SE, Budapest, Hungary	100.00
Graphisoft Switzerland SA, Estavayer-le-Lac, Switzerland	100.00
Graphisoft UK Ltd., Uxbridge, Great Britain	100.00
Nemetschek APAC Pte.Ltd., Singapore***	100.00
Nemetschek Austria Beteiligungen GmbH, Mondsee, Austria	100.00
RISA Tech, Inc., Foothill Ranch, California, United States	100.00
Scia CZ s.r.o., Prague, Czech Republic	100.00
Scia France S.A.R.L., Lille, France	100.00
Scia Nederland B.V., Utrecht, Netherlands	100.00
Scia NV, Hasselt, Belgium**	100.00
Scia SK s.r.o., Zilina, Slovakia	100.00
Solibri Benelux B.V., Hoofddorp, Netherlands	100.00
Solibri DACH GmbH, Hamburg, Germany	100.00
Solibri Oy, Helsinki, Finland	100.00
Solibri UK Ltd., Leeds, Great Britain	100.00
Vectorworks Australia Pty Ltd, Rosebery, New South Wales, Australia	100.00
Vectorworks Canada, Inc., Vancouver, British-Columbia, Canada	100.00
Vectorworks, Inc., Columbia, Maryland, United States	100.00
Vectorworks Japan Co. Ltd, Tokyo, Japan	100.00

Name, registered office of the entity	Shareholding in %
Vectorworks UK, Ltd., Newbury, Great Britain	100.00
Xinaps B.V., Delft, Netherlands	100.00
Build segment	
123erfasst.de GmbH, Lohne, Germany	100.00
Bluebeam AB, Kista, Sweden	100.00
Bluebeam Australia Pty Ltd, Sydney, Australia	100.00
Bluebeam GmbH, Munich, Germany*	100.00
Bluebeam, Inc., Pasadena, California, United States**	100.00
Bluebeam Limited UK, Ltd., London, Great Britain	100.00
Canvas Solutions Inc., Reston, Virginia, United States	100.00
Canvas Solutions Australia Pty Ltd., Sydney, Australia	100.00
Device Magic Inc., Reston, Virginia, United States	100.00
Device Magic Pty Ltd., Bryanston, South Africa	100.00
GoCanvas Blocker Inc., Reston, Virginia, United States	100.00
GoCanvas Holdings Inc., Reston, Virginia, United States	100.00
NEVARIS Bausoftware GmbH, Bremen, Germany*	100.00
NEVARIS Bausoftware GmbH, Elixhausen, Austria	100.00
SiteDocs Safety ULC, Abbotsford, British Columbia, Canada	100.00
Manage segment	
Crem Solutions GmbH & Co. KG, Ratingen, Germany*	100.00
Crem Solutions Verwaltungs GmbH, Munich, Germany	100.00
MCS NV, Antwerp, Belgium	100.00
myMCS AB, Knivsta, Sweden	100.00
Nemetschek India Private Limited, Hyderabad, India	100.00
Spacewell International NV, Antwerp, Belgium**	100.00
Spacewell Netherlands B.V., Arnhem, Netherlands**	100.00
Spacewell Spain S.L., Barcelona, Spain	100.00
Media segment	
Maxon Computer Canada, Inc., Montreal, Québec, Canada	83.55
Maxon Computer GmbH, Bad Homburg v.d. Höhe, Germany	83.55
Maxon Computer, Inc., Thousand Oaks, California, United States	83.55
Maxon Computer Ltd., Cranfield, Bedfordshire, Great Britain	83.55
Maxon Computer Japan KK, Tokyo, Japan	83.55
Other	
Nemetschek, Inc., Foothill Ranch, California, United States	100.00
Tech Company 1 Holding LLC, United States****	100.00
Tech Company 2 Holding GmbH & Co. KG, Germany****	100.00
Tech Company 3 Holding GmbH & Co. KG, Germany****	100.00

* In the fiscal year 2024, the entities exercised the exemptions of Sec. 264 (3) HGB as follows:
- Option not to prepare notes to the financial statements (Bluebeam GmbH, Allplan Deutschland GmbH, Graphisoft Deutschland GmbH and NEVARIS Bausoftware GmbH);
- Option not to prepare a management report (Allplan GmbH, Allplan Deutschland GmbH, Bluebeam GmbH, Crem Solutions GmbH & Co. KG, Graphisoft Deutschland GmbH and NEVARIS Bausoftware GmbH);
- Option not to publish the annual financial statements;
- Option not to audit the annual financial statements (Allplan GmbH, Allplan Deutschland GmbH, Crem Solutions GmbH & Co. KG and NEVARIS Bausoftware GmbH).

** In the fiscal year 2024 the following mergers were made:
- DC Software Doster & Christmann GmbH was merged with FRILO Software GmbH,
- FRILO Software GmbH was merged with Allplan GmbH,
- FASEAS NV was merged with Spacewell International NV,
- Spacewell Netherlands Holding B.V. was merged with Spacewell Netherlands B.V.,
- Scia Group International NV was merged with Scia nv,
- Solibri LLC was merged with Bluebeam, Inc.,
- MCS Americas Single Member LLC was merged with Bluebeam, Inc.,
- Graphisoft Building Systems GmbH was merged with Graphisoft Deutschland GmbH;

*** In the fiscal year 2024 the following company name changes were made:
- Allplan Software Singapore Pte. Ltd was renamed into Nemetschek APAC Pte.Ltd,
- A&A Co., Ltd. was renamed into Vectorworks Japan Co. Ltd,
- Dexma Sensors S.L. was renamed into Spacewell Spain S.L.

**** A contractual nondisclosure obligation prevents the Group to publish the name of the subsidiaries.

[33] Bodies of the Company

Supervisory Board

Kurt Dobitsch, Businessman
Chairman
Year of birth 1954, Nationality: Austrian
First appointed 1998, Term expires 2027

Member of the following Supervisory Boards:
» Nemetschek SE (publicly listed), Munich, Germany, Chairman
» Bechtle AG (publicly listed), Gaildorf, Germany
» Singhammer IT Consulting AG (not listed), Munich, Germany
» 1 & 1 AG (publicly listed), Maintal, Germany, Chairman
Mandates affiliated to the Group:
  – 1 & 1 Mail & Media Applications SE, Montabaur, Germany, Chairman
  – IONOS Holding SE (publicly listed), Montabaur, Germany

Dr. Gernot Strube, Businessman
Founder and Managing Director of VynciTech GmbH
Deputy Chairman
Year of birth 1965, Nationality: German
First appointed 2022, Term expires 2027

Member of the following Supervisory Boards:
» Nemetschek SE (publicly listed), Munich, Germany

Iris M. Helke, Auditor in own practice
Year of birth 1970, Nationality: German
First appointed 2024, Term expires 2029

Member of the following Supervisory Boards:
» Nemetschek SE (publicly listed), Munich, Germany, Chairperson of the Audit Committee
» MEWA Textil-Service SE (not publicly listed), Wiesbaden, Germany (as of April 1, 2024)
» KfW IPEX-Bank (not publicly listed), Frankfurt am Main, Germany (as of October 1, 2024)

Bill Krouch, Consultant
Year of birth 1959, Nationality: US American
First appointed 2018, Term expires 2027

Member of the following Supervisory Boards:
» Nemetschek SE (publicly listed), Munich, Germany
» INVESTCORP (not listed), New York, USA

Christine Schöneweis, Senior Vice President and COO Intelligent Enterprise Solutions, SAP SE
Year of birth 1976, Nationality: German
First appointed 2022, Term expires 2027

Member of the following Supervisory Boards:
» Nemetschek SE (publicly listed), Munich, Germany
» 1 & 1 AG (publicly listed), Maintal, Germany (as of May 16, 2023)

Prof. Dr. Andreas Söffing, Tax Consultant and Partner Flick, Gocke, Schaumburg
Year of birth 1962, Nationality: German
First appointed 2022, Term expires 2027

Member of the following Supervisory Boards:
» Nemetschek SE (publicly listed), Munich, Germany
» United Internet AG (publicly listed), Montabaur, Germany (until June 1, 2024)
» MEWA Textil-Service SE (not publicly listed), Wiesbaden, Germany, Chairman (as of April 1, 2024)

Membership of comparable domestic and foreign supervisory bodies of commercial enterprises:
» Advisory board of Deutsche Oppenheim Family Office AG, Cologne, Germany, Deputy Chairman (until December 31,2024)
» Advisory board of Capella Family Office GmbH, Hamburg

Prof. Georg Nemetschek, Businessman
Honorary Chairman of the Supervisory Board
Year of birth 1934, Nationality: German
First appointed 2001

Committees of the Supervisory Board

Audit Committee
Iris M. Helke, Chairwoman
Kurt Dobitsch
Dr. Gernot Strube

Executive Board

Yves Padrines
(Master of Business Administration, MBA)
Chief Executive Officer
Born in 1976, Nationality: French

Member of Supervisory Boards of affiliated companies:
» Graphisoft SE, Hungary

Member of Advisory Boards of affiliated companies:
» Maxon Computer GmbH, Germany

Louise Öfverström
(Master of Science in Business Administration)
Chief Financial Officer
Born in 1975, Nationality: Swedish

Further group-internal mandate:
» Managing Director Nemetschek Austria Beteiligungen GmbH

Member of Supervisory Boards of affiliated companies:
» Bluebeam Inc., USA
» Graphisoft SE, Hungary
» Nemetschek Inc., USA

Further external mandate:
» Rheinmetall AG (publicly listed), Germany

Usman Shuja
(Master of Public Administration, MPA and Business Administration, MBA)
Chief Division Officer Build & Construct
Born in 1978, Nationality: US American

Further group-internal mandates:
» CEO Bluebeam, Inc., USA
» CEO Bluebeam Ltd., UK
» CEO Nemetschek Inc., USA

Member of Supervisory Boards of affiliated companies:
» Nemetschek Inc., USA
» Bluebeam Australia Pty. Ltd., Australia
» Bluebeam AB, Sweden
» Go Canvas Holdings, USA
» Canvas Solutions, Inc., USA
» GoCanvas Blocker, USA
» Device Magic, Inc., USA
» Canvas Solutions Australia Pty, Ltd, Australia
» Device Magic Pty Ltd, South Africa
» SiteDocs Safety ULC, Canada

Munich, March 14, 2025

Nemetschek SE

Yves Padrines

Louise Öfverström

Usman Shuja

Further information

Declaration Confirmation of the members of the authorized body

“I hereby confirm that, to the best of my knowledge, in accordance with the applicable financial reporting framework, the consolidated financial statements give a true and fair view of the net assets, financial position and results of operations of the Group and the Group management report gives a true and fair view of business performance, including the results of operations and the situation of the Group, and describes the main opportunities and risks and anticipated development of the Group.”

Munich, March 14, 2025

Yves Padrines

Louise Öfverström

Usman Shuja

Translation – the German text is authoritative

INDEPENDENT AUDITOR'S REPORT

To Nemetschek SE, München

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND OF THE GROUP MANAGEMENT REPORT

Audit Opinions

We have audited the consolidated financial statements of Nemetschek SE, München, and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the financial year from 1 January to 31 December 2024, and notes to the consolidated financial statements , including material accounting policy information. In addition, we have audited the group management report of Nemetschek SE, which is combined with the Company's management report, for the financial year from 1 January to 31 December 2024. In accordance with the German legal requirements, we have not audited the content of those parts of the group management report listed in the "Other Information" section of our auditor's report.

In our opinion, on the basis of the knowledge obtained in the audit,

» • the accompanying consolidated financial statements comply, in all material respects, with the IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) (the IFRS Accounting Standards) as adopted by the EU and the additional requirements of German commercial law pursuant to § [Article] 315e Abs. [paragraph] 1 HGB [Handelsgesetzbuch: German Commercial Code] and, in compliance with these requirements, give a true and fair view of the assets, liabilities, and financial position of the Group as at 31 December 2024, and of its financial performance for the financial year from 1 January to 31 December 2024, and

» • the accompanying group management report as a whole provides an appropriate view of the Group's position. In all material respects, this group management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the group management report does not cover the content of those parts of the group management report listed in the "Other Information" section of our auditor's report.

Pursuant to § 322 Abs. 3 Satz [sentence] 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the group management report.

Basis for the Audit Opinions

We conducted our audit of the consolidated financial statements and of the group management report in accordance with § 317 HGB and the EU Audit Regulation (No. 537/2014, referred to subsequently as "EU Audit Regulation") in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Group Management Report" section of our auditor's report. We are independent of the group entities in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the consolidated financial statements and on the group management report.

Key Audit Matters in the Audit of the Consolidated Financial Statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year from 1 January to 31 December 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

In our view, the matters of most significance in our audit were as follows:

I. Recoverability of goodwill

II. Recognition and accrual/deferral of revenue from software service agreements and software rental models

III. Accounting treatment of the business combination "GoCanvas"

Our presentation of these key audit matters has been structured in each case as follows:

1. Matter and issue
2. Audit approach and findings
3. Reference to further information

Hereinafter we present the key audit matters:

I. Recoverability of goodwill

1. In the Company's consolidated financial statements goodwill amounting in total to EUR 1.135,2 million (53.1 % of total assets or 120.2 % of equity) is reported under the "Goodwill" balance sheet item. Goodwill is tested for impairment by the Company once a year or when there are indications of impairment to determine any possible need for write-downs. The impairment test is carried out at the level of the cash-generating units to which the relevant goodwill is allocated. The carrying amount of the relevant cash-generating units, including goodwill, is compared with the corresponding recoverable amount in the context of the impairment test. The recoverable amount is generally determined using the value in use. The present value of the future cash flows from the respective cash-generating units normally serves as the basis of valuation. Present values are calculated using discounted cash flow models. For this purpose, the adopted medium-term business plan of the Group forms the starting point which is extrapolated based on assumptions about long-term rates of growth. Expectations relating to future market developments and assumptions about the development of macroeconomic factors are also taken into account. The discount rate used is the weighted average cost of capital for the respective cash-generating units. The impairment test determined that no write-downs were necessary.

   The outcome of this valuation is dependent to a large extent on the estimates made by the executive directors with respect to the future cash inflows from the respective cash-generating units, the discount rate used, the rate of growth and other assumptions, and is therefore subject to considerable uncertainty. Against this background and due to the complex nature of the valuation, this matter was of particular significance in the context of our audit

2. As part of our audit, we assessed the methodology used for the purposes of performing the impairment test, among other things. After matching the future cash inflows used for the calculation against the adopted medium-term business plan of the Group, we assessed the appropriateness of the calculation, in particular by reconciling it with general and sector-specific market expectations. In addition, we assessed the appropriate consideration of the costs of Group functions. In the knowledge that even relatively small changes in the discount rate applied can have a material impact on the value of the entity calculated in this way, we focused our testing in particular on the parameters used to determine the discount rate applied, and assessed the calculation model. In order to reflect the uncertainty inherent in the projections, we evaluated the sensitivity analyses performed by the Company. Taking into account the information available, we determined that the carrying amounts of the cash-generating units, including the allocated goodwill, were adequately covered by the discounted future cash flows.

   Overall, the valuation parameters and assumptions used by the executive directors are in line with our expectations and are also within the ranges considered by us to be reasonable.

3. The Company's disclosures on goodwill are contained in sections "Summary of significant accounting policies: Impairment of non-financial assets, Goodwill and intangible assets not yet ready for use" and "Notes to the consolidated financial statements: [16] Intangible assets and goodwill" of the notes to the consolidated financial statements.

II. Recognition and accrual/deferral of revenue from software service agreements and software rental models

1. In the consolidated financial statements of Nemetschek SE revenue totaling EUR 995.6 million from various service offerings is reported for financial year 2024. This includes, among other things, income from software service agreements and revenue from software rental models ("subscriptions"). In accordance with IFRS 15, revenue recognition depends on the fulfillment of the individual performance obligations. On the basis of the underlying customer agreements, the performance obligations must be first determined and the transaction price must be allocated to the identified performance obligations. For each performance obligation, it must then be determined when the customer obtains control of the promised performance. In doing so, a distinction must be made as to whether the performance obligation is fulfilled on a point-in-time basis or an over-time basis. Against this background, the correct recognition and accrual or deferral of revenue is considered to be complex and is based in some respects on estimates, assumptions and judgments by the executive directors, therefore this matter was of particular significance in the context of our audit.

2. As part of our audit, we first obtained an overview of the material contract types and an understanding of the accounting policies applied in respect of revenue recognition and accrual/deferral by inspecting customer agreements. On that basis, we evaluated, among other things, the appropriateness and effectiveness of the internal control system established within the group with regard to the identification of the performance obligations as well as the accurate recognition of revenue. In this context, we also examined the consistency of the methods used to recognize revenue. Based on this, we audited the revenue among other things by selecting individual transactions with customers on a sample basis and inspecting the underlying documents (such as purchase orders, delivery documentation, invoices and payment records), and assessing them with respect to identification of the performance obligations, allocation of the transaction price, and revenue recognition. Our audit procedures also included inspecting material contracts and obtaining balance confirmations for

trade receivables and other documentation supporting the respective fulfillment of performance obligations identified in the underlying customer agreements. As part of this process, we assessed whether revenue had been recognized in full, among other things, through analytical audit procedures. In this context we also evaluated the appropriateness of individual assumptions made by the executive directors regarding the identification and fulfillment of performance obligations as well as the allocation of the transaction price based on the various performance offerings.

Based on our audit procedures, we were able to satisfy ourselves that the estimates and assumptions made by the executive directors regarding the revenue recognition and accrual/deferral are substantiated and sufficiently documented.

3. The Company's disclosures relating to revenue are contained in the notes to the consolidated financial statements under "Summary of significant accounting policies: Revenues" as well as under "Notes to the consolidated statement of comprehensive income: [1] Revenue".

III. Accounting treatment of the business combination "GoCanvas"

1. In financial year 2024, the subsidiary Bluebeam, Inc., located in Pasadena, USA, acquired GoCanvas Holdings, Inc., located in Reston, USA, as part of a share deal. The preliminary fair value of the consideration totaled EUR 665.3 million. For the consolidated financial statements as at 31 December 2024, the preliminary purchase price allocation resulted in acquired goodwill of EUR 534.7 million and identified net assets measured at fair value of EUR 130.6 million as at the acquisition date. The acquired assets and liabilities as part of the business combination are generally recognized at their fair values on the acquisition date, taking into consideration the various measurement assumptions made by the executive directors. Due to the estimation uncertainties involved in measuring the assets and liabilities as part of the preliminary purchase price allocation and the material impact in terms of amount on the assets, liabilities, financial position and financial performance of the Group, this matter was of particular significance in the context of our audit.

2. As part of our audit, we assessed the accounting treatment of the business combination with the support of our internal valuation specialists. For this purpose, we first inspected and examined the underlying contractual agreement. In doing so, we examined, among other things, the determination of the fair-value of the consideration and reconciled the purchase price paid with the supporting payment documentation provided to us. We also examined the preliminary purchase price allocation. This also involved evaluating the appropriateness of, among other things, the models underlying the valuations as well as the valuation parameters and assumptions applied. The determination of the respective fair values of the identified assets and liabilities, for example of customer relationships, which were determined for the preliminary purchase price allocation by an external valuation specialist engaged by Nemetschek SE, was examined by us by reconciling the numerical data with the financial accounts of Nemetschek SE as well as the parameters used, in particular the churn rate and EBITDA margin. Furthermore we used checklists to evaluate the completeness and accuracy of the disclosures in the notes to the financial statements required by IFRS 3.

We were able to satisfy ourselves that the accounting treatment of the business combination "GoCanvas" was appropiate and that the estimates and assumptions made by the executive directors are comprehensible and adequately substantiated overall.

3. The Company's disclosures relating to this business combination are contained in the section entitled "Business combinations of the notes to the consolidated financial statements.

Other Information

The executive directors are responsible for the other information. The other information comprises the following non-audited parts of the group management report:

» the statement on corporate governance pursuant to § 289f HGB and § 315d HGB included in subsection "Corporate Governance Declaration" in section "8 Other Disclosures" of the group management report

» the non-financial group statement" to comply with §§ 315b to 315c HGB included in section "2 Non-Financial Group Statement" of the group management report

» the subsection "General risk management and internal control system" in section "5 Main Characteristics of the Internal Control and Risk and Opportunity Management System" of the group management report

The other information comprises further all remaining parts of the annual report – excluding cross-references to external information – with the exception of the audited consolidated financial statements, the audited group management report and our auditor's report.

Our audit opinions on the consolidated financial statements and on the group management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information mentioned above and, in so doing, to consider whether the other information

» is materially inconsistent with the consolidated financial statements, with the group management report disclosures audited in terms of content or with our knowledge obtained in the audit, or

» otherwise appears to be materially misstated.

Responsibilities of the Executive Directors and the Supervisory Board for the Consolidated Financial Statements and the Group Management Report

The executive directors are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to § 315e Abs. 1 HGB and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position, and financial performance of the Group. In addition, the executive directors are responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the consolidated financial statements, the executive directors are responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

Furthermore, the executive directors are responsible for the preparation of the group management report that, as a whole, provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a group management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the group management report.

The supervisory board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the group management report.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Group Management Report

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the group management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the consolidated financial statements and on the group management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and this group management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

» Identify and assess the risks of material misstatement of the consolidated financial statements and of the group management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

» Obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures (systems) relevant to the audit of the group management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of the internal control and these arrangements and measures (systems), respectively.

- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the group management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to § 315e Abs. 1 HGB.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming audit opinions on the consolidated financial statements and on the group management report. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinions.
- Evaluate the consistency of the group management report with the consolidated financial statements, its conformity with German law, and the view of the Group's position it provides.
- Perform audit procedures on the prospective information presented by the executive directors in the group management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

Report on the Assurance on the Electronic Rendering of the Consolidated Financial Statements and the Group Management Report Prepared for Publication Purposes in Accordance with § 317 Abs. 3a HGB

Assurance Opinion

We have performed assurance work in accordance with § 317 Abs. 3a HGB to obtain reasonable assurance as to whether the rendering of the consolidated financial statements and the group management report (hereinafter the "ESEF documents") contained in the electronic fileNemetschek_KA+KLB_ESEF-2024-12-31.zip and prepared for publication purposes complies in all material respects with the requirements of § 328 Abs. 1 HGB for the electronic reporting format ("ESEF format"). In accordance with German legal requirements, this assurance work extends only to the conversion of the information contained in the consolidated financial statements and the group management report into the ESEF format and therefore relates neither to the information contained within these renderings nor to any other information contained in the electronic file identified above.

In our opinion, the rendering of the consolidated financial statements and the group management report contained in the electronic file identified above and prepared for publication purposes complies in all material respects with the requirements of § 328 Abs. 1 HGB for the electronic reporting format. Beyond this assurance opinion and our audit opinion on the accompanying consolidated financial statements and the accompanying group management report for the financial year from 1 January to 31 December 2024 contained in the "Report on the Audit of the Consolidated Financial Statements and on the Group Management Report" above, we do not express any assurance opinion on the information contained within these renderings or on the other information contained in the electronic file identified above.

Basis for the Assurance Opinion

We conducted our assurance work on the rendering of the consolidated financial statements and the group management report contained in the electronic file identified above in accordance with § 317 Abs. 3a HGB and the IDW Assurance Standard: Assurance Work on the Electronic Rendering of Financial Statements and Management Reports, Prepared for Publication Purposes in Accordance with § 317 Abs. 3a HGB (IDW AsS 410 (06.2022)) and the International Standard on Assurance Engagements 3000 (Revised). Our responsibility in accordance therewith is further described in the "Group Auditor's Responsibilities for the Assurance Work on the ESEF Documents" section. Our audit firm applies the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QMS 1 (09.2022)).

Responsibilities of the Executive Directors and the Supervisory Board for the ESEF Documents

The executive directors of the Company are responsible for the preparation of the ESEF documents including the electronic rendering of the consolidated financial statements and the group management report in accordance with § 328 Abs. 1 Satz 4 Nr. [number] 1 HGB and for the tagging of the consolidated financial statements in accordance with § 328 Abs. 1 Satz 4 Nr. 2 HGB.

In addition, the executive directors of the Company are responsible for such internal control as they have considered necessary to enable the preparation of ESEF documents that are free from material non-compliance with the requirements of § 328 Abs. 1 HGB for the electronic reporting format, whether due to fraud or error.

The supervisory board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

Group Auditor's Responsibilities for the Assurance Work on the ESEF Documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material non-compliance with the requirements of § 328 Abs. 1 HGB, whether due to fraud or error. We exercise professional judgment and maintain professional skepticism throughout the assurance work. We also:

» Identify and assess the risks of material non-compliance with the requirements of § 328 Abs. 1 HGB, whether due to fraud or error, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.

» Obtain an understanding of internal control relevant to the assurance work on the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.

» Evaluate the technical validity of the ESEF documents, i.e., whether the electronic file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815 in the version in force at the date of the consolidated financial statements on the technical specification for this electronic file.

» Evaluate whether the ESEF documents provide an XHTML rendering with content equivalent to the audited consolidated financial statements and to the audited group management report.

» Evaluate whether the tagging of the ESEF documents with Inline XBRL technology (iXBRL) in accordance with the requirements of Articles 4 and 6 of the Delegated Regulation (EU) 2019/815, in the version in force at the date of the consolidated financial statements, enables an appropriate and complete machine-readable XBRL copy of the XHTML rendering.

Further Information pursuant to Article 10 of the EU Audit Regulation

We were elected as group auditor by the annual general meeting on 23 May 2024. We were engaged by the supervisory board on 24 October 2024. We have been the group auditor of the Nemetschek SE, München, without interruption since the financial year 2022.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

REFERENCE TO AN OTHER MATTER– USE OF THE AUDITOR'S REPORT

Our auditor's report must always be read together with the audited consolidated financial statements and the audited group management report as well as the assured ESEF documents. The consolidated financial statements and the group management report converted to the ESEF format – including the versions to be filed in the company register – are merely electronic renderings of the audited consolidated financial statements and the audited group management report and do not take their place. In particular, the "Report on the Assurance on the Electronic Rendering of the Consolidated Financial Statements and the Group Management Report Prepared for Publication Purposes in Accordance with § 317 Abs. 3a HGB" and our assurance opinion contained therein are to be used solely together with the assured ESEF documents made available in electronic form.

GERMAN PUBLIC AUDITOR RESPONSIBLE FOR THE ENGAGEMENT

The German Public Auditor responsible for the engagement is Sebastian Stroner.

Munich, 14 March 2025

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

sgd. Katharina Deni	sgd. Sebastian Stroner
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)

Translation – the German text is authoritative

ASSURANCE REPORT OF THE INDEPENDENT GERMAN PUBLIC AUDITOR ON A LIMITED ASSURANCE ENGAGEMENT IN RELATION TO THE GROUP NON-FINANCIAL STATEMENT INCLUDED IN THE GROUP MANAGEMENT REPORT

To Nemetschek SE, Munich

Assurance Conclusion

We have conducted a limited assurance engagement on the group non-financial statement of Nemetschek SE, Munich, (hereinafter the „Company“) included in section “Non-financial group statement” of the group management report, which is combined with the Company’s management report, to comply with §§ [Articles] 315b to 315c HGB [Handelsgesetzbuch: German Commercial Code] including the disclosures contained in this group non-financial statement to fulfil the requirements of Article 8 of Regulation (EU) 2020/852 (hereinafter the „Non-Financial Group Reporting”) for the financial year from 1 January to 31 December 2024.

Not subject to our assurance engagement were the external sources of documentation or expert opinions mentioned in the Non-Financial Group Reporting, which are marked as unassured.

Based on the procedures performed and the evidence obtained, nothing has come to our attention that causes us to believe that the accompanying Non-Financial Group Reporting for the financial year from 1 January to 31 December 2024 is not prepared, in all material respects, in accordance with § 315c in conjunction with §§ 289c to 289e HGB and the requirements of Article 8 of Regulation (EU) 2020/852 as well as with the supplementary criteria presented by the executive directors of the Company.

We do not express an assurance conclusion on the external sources of documentation or expert opinions mentioned in the Non-Financial Group Reporting, which are marked as unassured.

Basis for the Assurance Conclusion

We conducted our limited assurance engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised): Assurance Engagements Other Than Audits or Reviews of Historical Financial Information, issued by the International Auditing and Assurance Standards Board (IAASB).

The procedures in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Our responsibilities under ISAE 3000 (Revised) are further described in the “German Public Auditor’s Responsibilities for the Assurance Engagement on the Non-Financial Group Reporting” section.

We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. Our audit firm has complied with the quality management system requirements of the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QMS 1 (09.2022)) issued by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany; IDW). We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our assurance conclusion.

Responsibility of the Executive Directors and the Supervisory Board for the Non-Financial Group Reporting

The executive directors are responsible for the preparation of the Non-Financial Group Reporting in accordance with the relevant German legal and European regulations as well as with the supplementary criteria presented by the executive directors of the Company. They are also responsible for the design, implementation and maintenance of such internal controls that they have considered necessary to enable the preparation of a Non-Financial Group Reporting in accordance with these regulations that is free from material misstatement, whether due to fraud (i.e., manipulation of the Non-Financial Group Reporting) or error.

This responsibility of the executive directors includes selecting and applying appropriate reporting policies for preparing the Non-Financial Group Reporting, as well as making assumptions and estimates and ascertaining forward-looking information for individual sustainability-related disclosures.

The supervisory board is responsible for overseeing the process for the preparation of the Non-Financial Group Reporting.

Inherent Limitations in the Preparation of the Non-Financial Group Reporting

The relevant German statutory legal and European regulations contain wording and terms that are still subject to considerable interpretation uncertainties and for which no authoritative, comprehensive interpretations have yet been published. As such wording and terms may be interpreted differently by regulators or courts, the legal conformity of measurements or evaluations of sustainability matters based on these interpretations is uncertain.

These inherent limitations also affect the assurance engagement on the Non-Financial Group Reporting.

German Public Auditor's Responsibilities for the Assurance Engagement on the Non-Financial Group Reporting

Our objective is to express a limited assurance conclusion, based on the assurance engagement we have conducted, on whether any matters have come to our attention that cause us to believe that the Non-Financial Group Reporting has not been prepared, in all material respects, in accordance with the relevant German legal and European regulations as well as with the supplementary criteria presented by the executive directors of the Company, and to issue an assurance report that includes our assurance conclusion on the Non-Financial Group Reporting.

As part of a limited assurance engagement in accordance with ISAE 3000 (Revised), we exercise professional judgment and maintain professional skepticism. We also:

» obtain an understanding of the process to prepare the Non-Financial Group Reporting.

» identify disclosures where a material misstatement due to fraud or error is likely to arise, design and perform procedures to address these disclosures and obtain limited assurance to support the assurance conclusion. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misleading representations, or the override of internal controls.

» consider the forward-looking information, including the appropriateness of the underlying assumptions. There is a substantial unavoidable risk that future events will differ materially from the forward-looking information.

Summary of the Procedures Performed by the German Public Auditor

A limited assurance engagement involves the performance of procedures to obtain evidence about the sustainability information. The nature, timing and extent of the selected procedures are subject to our professional judgement.

In conducting our limited assurance engagement, we have, amongst other things:

» evaluated the suitability of the criteria as a whole presented by the executive directors in the Non-Financial Group Reporting.

» inquired of the executive directors and relevant employees involved in the preparation of the Non-Financial Group Reporting about the preparation process, and about the internal controls relating to this process.

» evaluated the reporting policies used by the executive directors to prepare the Non-Financial Group Reporting.

» evaluated the reasonableness of the estimates and the related disclosures provided by the executive directors.

» performed analytical procedures and made inquiries in relation to selected information in the Non-Financial Group Reporting.

» considered the presentation of the information in the Non-Financial Group Reporting.

» considered the process for identifying taxonomy-eligible and taxonomy-aligned economic activities and the corresponding disclosures in the Non-Financial Group Reporting.

Restriction of Use

We draw attention to the fact that the assurance engagement was conducted for the Company's purposes and that the report is intended solely to inform the Company about the result of the assurance engagement. Accordingly, the report is not intended to be used by third parties for making (financial) decisions based on it. Our responsibility is solely towards the Company. We do not accept any responsibility, duty of care or liability towards third parties.

Munich, 14 March 2025

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

(sgd.) Katharina Deni	sgd. Sebastian Stroner
Wirtschaftsprüfer	Wirtschaftsprüfer
[German public auditor]	[German public auditor]

Extract from the Financial Statements

(HGB)

Financial Statements
of Nemetschek SE (German Commercial Code)

Balance Sheet

as of December 31, 2024

ASSETS	Thousands of €	December 31, 2024	December 31, 2023
A. Fixed Assets			
I. Intangible assets			
1. Purchased franchises, industrial rights and similar rights and assets and licenses in such rights and assets		533	647
2. Prepayments made on intangible assets		211	0
		745	**647**
II. Property, plant and equipment			
1. Fixtures, fittings and equipment		301	233
		301	**233**
III. Financial assets			
1. Shares in affiliated companies		1,249,204	576,868
2. Loans due from affiliated companies		0	1,800
3. Investments		1,962	1,962
4. Other financial assets		11,855	6,458
		1,263,020	**587,089**
TOTAL FIXED ASSETS		**1,264,066**	**587,970**
B. CURRENT ASSETS			
I. Accounts receivable and other assets			
1. Trade receivables		0	0
2. Accounts due from affiliated companies – thereof Accounts receivable from trading: EUR 4,006k (previous year: EUR 1,391k)		178,606	167,628
3. Other assets		19,012	14,980
		197,618	**182,608**
II. Cash and cash equivalents		**13,201**	**6,693**
TOTAL CURRENT ASSETS		**210,820**	**189,301**
C. DEFERRED AND PREPAID EXPENSES		**5,604**	**5,205**
D. DEFERRED TAX ASSETS		**6,188**	**1,553**
		1,486,678	**784,029**

EQUITY AND LIABILITIES Thousands of €	December 31, 2024	December 31, 2023
A. EQUITY		
I. Subscribed capital	**115,500**	**115,500**
II. Capital reserve	**20,530**	**20,530**
III. Retained earnings	**20,919**	**23,378**
IV. Unappropriated profit	**488,668**	**368,959**
TOTAL EQUITY	**645,617**	**528,367**
B. PROVISIONS AND ACCRUED LIABILITIES		
1. Accrued tax liabilities	1,297	2,417
2. Other provisions and accrued liabilities	18,434	12,431
TOTAL PROVISIONS AND ACCRUED LIABILITIES	**19,731**	**14,848**
C. LIABILITIES		
1. Liabilities due to banks	503,986	6,600
2. Trade accounts payable	4,675	2,086
3. Accounts due to affiliated companies	304,169	225,745
4. Accounts due to associated companies	97	103
5. Other liabilities – thereof taxes: EUR 4,246k (previous year: EUR 2,064k) – thereof social security: EUR 4k (previous year: EUR 0k)	4,272	2,200
TOTAL LIABILITIES	**817,199**	**236,733**
D. Deferred revenue	3,986	3,949
E. Deferred tax liability	**145**	**133**
	1,486,678	**784,029**

Profit and loss account of Nemetschek SE

for the period January 1 to December 31, 2024 (German Commercial Code)

Thousands of €	2024	2023
1. Revenues	12,771	9,493
2. Other operating income – thereof for inccome from currency revaluation: EUR 7,113k (previous year: EUR 4,109k)	32,820	15,498
3. Personnel expenses		
a) Wages and salaries	–18,107	–12,510
b) Social security, pension and other benefit costs: – thereof for pension: EUR 66k (previous year: EUR 119k)	–1,361	–1,190
4. Depreciation and amortization of intangible assets, property, plants and equipment	–241	–215
5. Other operating expense – thereof for expensefrom currency revaluation: EUR 6,905k (previous year: EUR 4,196k)	–50,334	–30,425
6. Income from investments – thereof from affiliated companies: EUR 192,879k (previous year: EUR 123,982k)	193,086	124,150
7. Income from profit and loss transfer agreements: – thereof from affiliated companies: EUR 26,616k (previous year: EUR 27,703k)	26,616	27,703
Income from loans due to affiliated companies – thereof from affiliates companies: EUR 125k (previous year: EUR 988k)	124	988
9. Other interest and similar income – thereof from affiliates companies: EUR 11,322k (previous year: EUR 11,165k)	11,852	11,203
10. Expenses from loss absorption – thereof from affiliates companies: EUR 1,500k (previous year: EUR 2,096k)	–1,500	–2,096
11. Depreciation of financial assets	–828	0
12. Interest and similar expenses – thereof from affiliated companies: EUR 14,396k (previous year: EUR 12,147k)	–31,887	–13,732
13. Taxes on income – thereof income from changes in deferred taxes recognized in the balance sheet: EUR 4.623k (previous year: EUR 432k)	2,139	–5,334
14. Earnings after tax	**175,150**	**123,535**
15. Other Taxes	–1	–2
16. Net Income	**175,149**	**123,533**
17. Profit carried forward from previous year	313,519	245,426
18. Unappropriated profit	**488,668**	**368,959**

Financial calendar 2025

March 20, 2025

Publication
Annual Report 2024

April 30, 2025

Publication
1st Quarter 2025

July 30, 2025

Publication
Half-Year Report 2025

November 05, 2025

Publication
3rd Quarter 2025

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NEMETSCHEK
GROUP

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