

Nemetschek SE

Munich

– ISIN: DE 0006452907 –

– WKN: 645290 –

We invite our shareholders to attend the
regular annual general meeting
on Tuesday, May 28, 2019, at 10:00 a.m.,

at the hbw ConferenceCenter
Haus der Bayerischen Wirtschaft
Europasaal
Max-Joseph-Straße 5
80333 Munich

I. Agenda

1. **Submission of the promulgated annual financial statements, the approved consolidated financial statements, the consolidated management reports for Nemetschek SE and the Group, the explanatory report of the executive board on the information in accordance with § 289a Para. 1 and § 315a Para. 1 of the German Commercial Code (HGB) as well as the report of the supervisory board for the 2018 financial year**

The supervisory board approved the annual financial statements and consolidated financial statements prepared by the executive board as per § 172 of the German Stock Corporation Act (AktG) on March 21, 2019, and thus promulgated the annual financial statements. Therefore, a resolution of the annual general meeting on the promulgation is dispensed with. The documents specified under Agenda Item 1 are explained at the annual general meeting by the executive board and – with reference to the report of the supervisory board – by the chairman of the supervisory board.

2. Resolution on the use of the balance sheet profit

The executive board and supervisory board propose to use the balance sheet profit of Nemetschek SE arising from the 2018 financial year past in the amount of EUR 182,183,768.74 as follows:

| | |
|--|-------------------|
| Payment of dividends in the amount of EUR 0.81 per bearer share entitled to a dividend | EUR 31,185,000.00 |
| Placement in revenue reserves | EUR 77,000,000.00 |
| Profit carried forward | EUR 73,998,768.74 |

The entitlement to the dividend is effective on Monday, June 3, 2019.

3. Resolution on approving the action of the executive board for the 2018 financial year

The executive board and supervisory board propose to approve the action of the members of the executive board of Nemetschek SE for the 2018 financial year.

4. Resolution on approving the action of the supervisory board for the 2018 financial year

The executive board and supervisory board propose to approve the action of the members of the supervisory board of Nemetschek SE for the 2018 financial year.

5. Choice of auditor for the 2019 financial year

The supervisory board proposes that the Ernst & Young GmbH auditing firm, Munich, be selected as the auditors and group auditors for the 2019 financial year.

6. Resolution on a capital increase from the company's own resources and corresponding amendments to the Articles of Incorporation

The company's nominal capital is currently set at EUR 38,500,000.00 and is divided into 38,500,000 no-par value bearer shares at a nominal book value of EUR 1.00 per share. The share price of the Nemetschek share has continued to develop extremely positively over the last few years. Compared to other shares on the TecDax and MDAX, the price of the Nemetschek SE share is higher than average. In order to make the share more appealing to wide circles of investors and further increase the trading volume of the Nemetschek share, the executive and supervisory boards propose dividing the company's nominal capital into a greater number of shares (share split). Since the corresponding amount per Nemetschek share amounts to EUR 1.00 of the company's nominal capital and a lower amount is not permissible (§ 8 Para. 3 of the German Stock Corporation Act (AktG)), for the purpose of a (commercial) share split, the company's nominal capital from company funds is to be increased and two new shares are to be issued to the shareholders for each existing no-par share, i.e. after completion of the share split, every shareholder will possess triple the number of shares. Thus, the corresponding amount per Nemetschek share of the nominal capital will also be

EUR 1.00 in the future as well. The involvement of the shareholders in the company's nominal capital will not be affected commercially by the proposed measure.

In the event that the annual general meeting resolves on the proposed increase in share capital, the company's Articles of Incorporation are to be amended accordingly with regard to the provisions pertaining to the company's nominal capital.

The executive board and supervisory board propose the following resolution:

- 6.1 The company's nominal capital will be increased by EUR 77,000,000.00 from EUR 38,500,000.00 to EUR 115,500,000.00 by converting the amount allocated from the balance sheet profit to the company's revenue reserves under Agenda Item 2 of today's annual general meeting in the amount of EUR 77,000,000.00 to nominal capital. The share capital is increased by means of issuing 77,000,000 new no-par bearer shares to the company's shareholders, who are entitled to the new shares in proportion to their shares in the nominal capital to date. Thus, two new no-par shares are issued for every existing no-par share. The new shares are entitled to participate in the profits as of the 2019 financial year.

The resolution on the capital increase from the company's own resources is based on the promulgated annual balance sheet of the company as of December 31, 2018. This audited and promulgated annual balance sheet is approved without qualification by the auditor of the company, the Ernst & Young GmbH auditing firm, Munich.

With the consent of the supervisory board, the executive board is permitted to define more detailed specifications of the capital increase from the company's own resources.

- 6.2 § 5 Para. 1 of the Articles of Incorporation are to be amended as follows:

“§ 5

Amount and division of nominal capital, no-par shares

1. *The nominal capital of the company is EUR 115,500,000.00 (in words: one hundred and fifteen million five hundred thousand). This is divided into 115,500,000 (in words: one hundred and fifteen million five hundred thousand) no-par shares.”*

7. **Resolution on the authorization for the purchase and for the use of treasury shares as well as for the exclusion of the subscription rights**

As per § 71 Para. 1 No. 8 of the German Stock Corporation Act (AktG), the company requires special authorization from the annual general meeting for the purchase and for the use of its treasury shares, to the extent not expressly permitted by law. The authorization resolved on by the annual general meeting of May 20, 2015 is valid until May 20, 2020 and as per applicable provisions is limited to the acquisition of maximum 3,850,000 shares, i.e. to 10% of the company's current nominal capital. Subject to the prerequisite of implementation of the capital increase from the company's own re-

sources proposed under Agenda Item 6, the existing authorization is therefore to be adjusted to 10% of the company's increased nominal capital.

The executive board and supervisory board propose the following resolution:

- 7.1 The company is empowered to purchase up to 11,550,000 treasury shares by May 28, 2024, either once or several times, which is 10% of the company's nominal capital, in full or in part, complying with the following conditions. At no time may the shares acquired on the basis of this authorization together with other shares of the company which the company has already purchased and still holds or which are attributable to it in accordance with §§ 71a et seq. of the German Stock Corporation Act (AktG) constitute more than 10% of its share capital. The authorization may not be used for the purpose of trading treasury shares.

This authorization replaces the authorization adopted by the annual general meeting of Nemetschek Aktiengesellschaft on May 20, 2015 as Agenda Item 7, concerning the acquisition of treasury shares, which is hereby cancelled to the extent it is not exercised.

- 7.2 The shares are purchased, as opted by the executive board, via the stock exchange or by way of a public offer addressed to all the company's shareholders.
- a) If the shares are purchased on the stock exchange, the purchase price of a Nemetschek share (excluding incidental acquisition costs) may not exceed or fall below the average closing price in the last five days of trading prior to the obligation to purchase them on the electronic exchange (Xetra – or a representative, comparably functioning successor system) by more than 10%.
- b) If a public purchase offer is made, the offer price for a Nemetschek share (excluding incidental acquisition costs) may not exceed or fall below the average closing price on the Xetra exchange over the five days of trading prior to publication of the purchase offer by more than 10%. If the total number of shares tendered exceeds the volume of the purchase offer, shares will be subscribed on the basis of the relative quotas. Preferential subscription to small numbers of shares may be allowed, up to a maximum of 100 shares in the company offered for sale per shareholder of the company.

- 7.3 The executive board is empowered to use the treasury shares purchased pursuant to this authorization for any legally permitted purpose, in particular also for the following purposes:
- a) With authorization by the supervisory board the shares may be offered as consideration for the acquisition of entities, investments in entities or parts of entities.
- b) The shares may be redeemed with the approval of the supervisory board, without any further resolution of the annual general meeting being required for the redemption or the execution of the redemption to take effect. Redemption leads to a reduction in capital. The executive board may alternatively decide that the share capital remains unchanged on redemption and is increased in-

stead by the inclusion of the proportion of other shares within share capital in accordance with § 8 Para. 3 of the German Stock Corporation Act (AktG). The executive board is authorized in this case to adjust the number of shares in the Articles of Incorporation.

- 7.4 The subscription rights of the shareholders to these treasury shares is excluded to the extent that these are exercised in accordance with the above-mentioned authorization under Item 7.3 (a) of the agenda.
- 7.5 This resolution is subject to the precedent condition of the entry of performance of the capital increase as per Agenda Item 6 in the commercial registry of the company.
- 8. Resolution on the consent to a domination and profit transfer agreement with NEVARIS Bausoftware GmbH, Bremen**

The executive board and supervisory board propose the following:

The conclusion of the domination and profit transfer agreement between Nemetschek SE and its 100%-owned subsidiary, NEVARIS Bausoftware GmbH, of March 28, 2019 is consented to.

The domination and profit transfer agreement contains the following main points:

- As a dependent company, NEVARIS Bausoftware GmbH places the management of its company under Nemetschek SE as the dominating enterprise.
- Nemetschek SE is entitled to issue instructions to the general management of NEVARIS Bausoftware GmbH with regard to the management of the company; the general management of NEVARIS Bausoftware GmbH is required to follow these instructions.
- Nemetschek SE has a comprehensive right of access.

NEVARIS Bausoftware GmbH undertakes to transfer its profit to Nemetschek SE in accordance with the provisions of the currently valid version of § 301 of the German Stock Corporation Act (AktG).

- In accordance with the provisions of the currently valid version of § 302 of the German Stock Corporation Act (AktG), Nemetschek SE is required to offset any net loss for the year incurred by NEVARIS Bausoftware GmbH for the duration of the term of this agreement.
- This agreement is concluded for an unlimited period of time and can be terminated at any time with a notice period of six months before the end of a financial

year of NEVARIS Bausoftware GmbH; however no earlier than as of the end of that financial year of NEVARIS Bausoftware GmbH ending at least five years after the start of the financial year of NEVARIS Bausoftware GmbH in which this agreement went into effect. Termination of this agreement for good cause remains unaffected.

This domination and profit transfer agreement does not go into effect until consent of the annual general meeting of Nemetschek SE as per this Agenda Item 8, consent of the partners' meeting of NEVARIS Bausoftware GmbH and entry in the commercial registry of NEVARIS Bausoftware GmbH.

The executive board of Nemetschek SE and the general management of NEVARIS Bausoftware GmbH submitted a joint report as per § 293a of the German Stock Corporation Act (AktG), in which the domination and profit transfer agreement was explained and justified. The joint report, together with the domination and profit transfer agreement and further documents for publication, is available for online viewing under <https://ir.nemetschek.com/agm> starting on the day the annual general meeting is called. All of the documents for publication are also available for viewing at the annual general meeting.

It is possible to forgo auditing by a contract auditor as per § 293b Paragraph 1, 2nd half of sentence of the German Stock Corporation Act (AktG) with reference to the domination and profit transfer agreement since all of the shares of NEVARIS Bausoftware GmbH are held by Nemetschek SE. For the same reason, neither are any compensation payments or financial settlements to be made for external partners as per §§ 304, 305 of the German Stock Corporation Act (AktG).

9. Resolution on the consent to a domination and profit transfer agreement with MAXON Computer GmbH, Friedrichsdorf

The executive board and supervisory board propose the following:

The conclusion of the domination and profit transfer agreement between Nemetschek SE and its 100%-owned subsidiary, MAXON Computer GmbH, of March 28, 2019 is consented to.

The domination and profit transfer agreement contains the following main points:

- As a dependent company, MAXON Computer GmbH places the management of its company under Nemetschek SE as the dominating enterprise.
- Nemetschek SE is entitled to issue instructions to the general management of

MAXON Computer GmbH with regard to the management of the company; the general management of MAXON Computer GmbH is required to follow these instructions.

- Nemetschek SE has a comprehensive right of access. MAXON Computer GmbH undertakes to transfer its profit to Nemetschek SE in accordance with the provisions of the currently valid version of § 301 of the German Stock Corporation Act (AktG).
- In accordance with the provisions of the currently valid version of § 302 of the German Stock Corporation Act (AktG), Nemetschek SE is required to offset any net loss for the year incurred by MAXON Computer GmbH for the duration of the term of this agreement.
- This agreement is concluded for an unlimited period of time and can be terminated at any time with a notice period of six months before the end of a financial year of MAXON Computer GmbH; however no earlier than as of the end of that financial year of MAXON Computer GmbH ending at least five years after the start of the financial year of MAXON Computer GmbH in which this agreement went into effect. Termination of this agreement for good cause remains unaffected.

This domination and profit transfer agreement does not go into effect until consent of the annual general meeting of Nemetschek SE as per this Agenda Item 9, consent of the partners' meeting of MAXON Computer GmbH and entry in the commercial registry of MAXON Computer GmbH.

The executive board of Nemetschek SE and the general managers of MAXON Computer GmbH submitted a joint report as per § 293a of the German Stock Corporation Act (AktG), in which the domination and profit transfer agreement was explained and justified. The joint report, together with the domination and profit transfer agreement and further documents for publication, is available for online viewing under <https://ir.nemetschek.com/agm> starting on the day the annual general meeting is called. All of the documents for publication are also available for viewing at the annual general meeting.

It is possible to forgo auditing by a contract auditor as per § 293b Paragraph 1, 2nd half of sentence of the German Stock Corporation Act (AktG) with reference to the domination and profit transfer agreement since all of the shares of MAXON Computer GmbH are held by Nemetschek SE. For the same reason, neither are any compensation payments or financial settlements to be made for external partners as per §§ 304, 305 of the German Stock Corporation Act (AktG).

10. Resolution on amendments to the Articles of Incorporation affecting the executive board

The executive board and supervisory board propose resolving on the following amendments to the Articles of Incorporation:

10.1 § 8 Para. 1 and 2 of the Articles of Incorporation of Nemetschek SE are amended as follows:

“§ 8

Composition and company management

- 1. The Executive Board consists of one or more persons belonging to Category A and/or Category B.*
- 2. The members of the Executive Board are appointed by the Supervisory Board for a term of no more than five years. The Supervisory Board determines which member of the Executive Board belongs to Category A and/or Category B. Reappointments are permissible.”*

10.2 § 9 Para. 1 of the Articles of Incorporation of Nemetschek SE is to be amended as follows:

“§ 9

Representation

- 1. If only one Executive Board member is appointed, then this person is the sole representation of the company. If several Executive Board members are appointed, then the company is legally represented by two Executive Board members belonging to Category A or by one Executive Board member belonging to Category A together with an Executive Board member belonging to Category B or by an Executive Board member belonging to Category A in collaboration with a General Manager. The Supervisory Board can determine that individual Executive Board members are authorized for representation.”*

II. Report of the executive board

Report of the executive board regarding Item 7 of the agenda on the authorization for the purchase and for the use of treasury shares as well as for the exclusion of the subscription rights

The executive board and the supervisory board propose to the annual general meeting that the executive board be authorized to purchase and use treasury shares. It is to be possible to exclude the subscription rights of the shareholders for the use of treasury

shares as consideration for the acquisition of entities, investments in entities or parts of entities.

The executive board submits the following report on this subject as per § 186 Para. 4 Sentence 2 of the German Stock Corporation Act (AktG):

An exclusion of subscription rights, which the executive board can resolve upon with the approval of the supervisory board, may be necessary if treasury shares are to be used as consideration for the acquisition of entities, investments in entities or parts of entities.

The executive board analyzes opportunities to acquire other entities, parts of entities or investments in entities at that point in time. For this it may be wise to use treasury shares as the acquisition currency instead of or in addition to cash. This is occasionally required by the sellers. In order to be able to act in the case of acquisition opportunities, it may be necessary for the company to have treasury shares. Such acquisition decisions must typically be made at very short notice, which means that it is not possible to involve the annual general meeting in advance.

Since the shares are only granted to the seller of the entity, investment in the entity or part of the entity respectively, it must be possible to exclude the subscription rights of the shareholders.

The executive board will carefully analyze whether to use treasury shares with the exclusion of subscription rights in each individual case when an acquisition opportunity arises. This will only be the case if the acquisition against shares of the company is in the acknowledged interest of the company.

Moreover, the executive board is to be authorized to redeem treasury shares of the company with the approval of the supervisory board without the redemption or the execution of the redemption requiring a further resolution of the annual general meeting. Redemption may either be effected in such a manner that the capital stock of the company is reduced or, without reducing the capital stock, by reallocating to the remaining shares that part of the capital stock which is attributable to the redeemed shares. The rights of the shareholders will in no way be impaired in either of the two above-mentioned cases.

If the executive board makes use of the authorizations described, it will report on the details of its action at the next annual general meeting.

III. Further information on calling the annual general meeting

1. Total number of shares and voting rights

Of the total of 38,500,000 bearer shares of the company issued, each of which grants one voting right, 38,500,000 bearer shares entitle the holders to participate and vote at the time this annual general meeting is called. The company holds no treasury shares at the time the annual general meeting is called.

2. Participation in the annual general meeting and exercising voting rights

Shareholders who present proof of their holding shares upon registering with the company are authorized to participate in the annual general meeting and exercise their voting rights. The proof of share ownership must be in reference to the start (midnight) of May 7, 2019 (proof date). The proof of share ownership must be in writing (§ 126b of the German Civil Code (BGB)) and must be composed in German or English. The registration and the proof of ownership of shares must be submitted to the company no later than the end of May 21, 2019 (midnight) at the following address authorized for their receipt:

Nemetschek SE
c/o UniCredit Bank AG
CBS51CA/GM
80311 Munich
Fax: +49 89 5400-2519
E-mail: hauptversammlungen@unicredit.de

Shareholders wishing to take part in the annual general meeting are requested to notify their custodian bank in good time so that the bank can send the registration and proof of share ownership to the registration office which issues the admissions for the annual general meeting.

In relation to the company, participation in the annual general meeting and the exercising of voting rights as a shareholder is reserved for those who have submitted proof of entitlement to participate in the annual general meeting and/or exercise voting rights. This means that shareholders who acquired their shares after the proof date are not permitted to participate in the annual general meeting. Shareholders who sell their shares or otherwise transfer them after the proof date are, in relation to the company, entitled to participate in the annual general meeting as well as to exercise their voting rights – provided that registration and submission of proof of share ownership are carried out in good time. The proof date has no effect on the shares' salability and/or transferability (in whole or in part). The proof date is not relevant for the entitlement to a dividend.

3. Voting right representatives

We point out that it is possible for a proxy, or a bank or shareholders' association, to exercise the voting right on the shareholder's behalf. The granting, revocation and proof of power of attorney vis-à-vis the company must be made in writing. § 135 of the German Stock Corporation Act (AktG) remains unaffected. For the authorization of banks, shareholders' associations or other institutions or persons that are equivalent as per § 135 of the German Stock Corporation Act (AktG), special particulars are to be observed which must be asked of the party to be granted power of attorney.

Furthermore, we offer to grant power of attorney to voting representatives for our shareholders. These voting representatives are appointed by the company and bound by instructions. The power of attorney is to be granted in writing. If the voting representatives appointed by the company are granted power of attorney, the shareholder must provide instructions as to how the voting right is to be exercised. The voting representatives appointed by the company are required to vote according to the instructions they are given. Even if granted power of attorney, they are only authorized to ex-

ercise voting rights if there are express instructions concerning the individual agenda items. Shareholders wishing to make use of this option and grant power of attorney to the voting representatives appointed by the company are requested to use the power of attorney form which is sent to the shareholders together with the admission.

Power of attorney granted in writing to the voting representatives appointed by the company prior to the annual general meeting and written instructions must be submitted to the company to the address specified in Section 6 or sent to the e-mail address or fax number also specified in that section. In order to make organization easier, it is requested that, in the case of the granting of power of attorney to the voting representatives appointed by the company, the power of attorney and instructions be submitted by May 24, 2019 if possible.

Forms for granting power of attorney and instructions for our shareholders are also available online under <https://ir.nemetschek.com/agm>; it is also possible to request the forms free of charge from the company using the address specified in Section 6.

4. Available documents

The following documents are published online under <https://ir.nemetschek.com/agm> on the day the annual general meeting is called:

Concerning Item 1 of the agenda

- The annual financial statements of Nemetschek SE, the consolidated financial statements, the consolidated management report for Nemetschek SE and the Group;
- The explanatory report of the executive board on the information in accordance with § 289a Para. 1 and § 315a Para. 1 of the German Commercial Code (HGB);
- The report of the supervisory board.

Concerning Item 2 of the agenda

- The proposal of the executive board for the use of the balance sheet profit of the 2018 financial year.

Concerning Item 7 of the agenda

- The report of the executive board.

Concerning Item 8 of the agenda

- The domination and transfer of profit agreement of March 28, 2019 between Nemetschek SE and NEVARIS Bausoftware GmbH;
- The joint report of the executive board of Nemetschek SE and the general management of NEVARIS Bausoftware GmbH pertaining to the domination and profit transfer agreement of April 4, 2019;

- The annual financial statements and management reports of Nemetschek SE and the annual financial statements of NEVARIS Bausoftware GmbH for the 2018, 2017 and 2016 financial years as well as the management reports of NEVARIS Bausoftware GmbH for the 2018 and 2017 financial years.

Concerning Item 9 of the agenda

- The domination and transfer of profit agreement of March 28, 2019 between Nemetschek SE and MAXON Computer GmbH;
- The joint report of the executive board of Nemetschek SE and the general management of MAXON Computer GmbH pertaining to the domination and profit transfer agreement of April 4, 2019;
- The annual financial statements and management reports of Nemetschek SE as well as the annual financial statements and management reports of MAXON Computer GmbH for the 2018, 2017 and 2016 financial years.

When the annual general meeting is called, the above-mentioned documents will also be available to the shareholders for viewing at the offices of the company at Konrad-Zuse-Platz 1, 81829 Munich. The above-mentioned documents will also be available at the annual general meeting. Upon request, every shareholder will be given a copy of the above-mentioned documents free of charge and without delay.

Once the meeting has been called, the documents concerning Agenda Item 8 are also available for viewing in the offices of NEVARIS Bausoftware GmbH, Hanna-Kunath-Str. 1, 28199 Bremen.

Once the meeting has been called, the documents concerning Agenda Item 9 are available for viewing in the offices of MAXON Computer GmbH, Max-Planck-Straße 20, 61381 Friedrichsdorf.

5. Notes on the amendments proposed as per Section 56 German SE Regulation (SE-VO), § 50 Para. 2 German SE Implementation Act (SEAG), § 122 Para. 2 of the German Stock Corporation Act (AktG)

Shareholders whose shares together amount to a twentieth of the share capital or the proportional amount of EUR 500,000.00 (this corresponds to 500,000 shares) can request that items be placed on the agenda and announced. A justification or resolution must be submitted with every new item.

The request must be received by the executive board of the company by the end of April 27, 2019 (midnight) in writing or electronically as per §§ 126 Para. 3, 126a of the German Civil Code (BGB) (e.g. by e-mail with specification of the name of the requester with a qualified electronic signature) at the following address:

Chairman of the Executive Board of NEMETSCHKE SE
Konrad-Zuse-Platz 1
81829 Munich

E-mail: hauptversammlung@nemetschek.com

Amendments to the agenda which are to be announced – unless they have already been announced when the annual general meeting is called – are announced in the Federal Gazette without delay after receipt of the request and transmitted to such media for publication which can be assumed to distribute the information throughout the entire European Union. They are also published under <https://ir.nemetschek.com/agm>.

6. Instructions, inquiries, applications and election proposals by shareholders

At the annual general meeting, as per § 126 of the German Stock Corporation Act (AktG), every shareholder is entitled to make a countermotion in response to a proposal made by the executive board and/or supervisory board regarding a specific agenda item and/or make an election proposal as per § 127 of the German Stock Corporation Act (AktG) (see Item 5 of the agenda: Selection of the auditor). Countermotions as per § 126 of the German Stock Corporation Act (AktG) must include a justification. A justification is not required for an election proposal as per § 127 of the German Stock Corporation Act (AktG).

Instructions for the voting representatives appointed by the company, inquiries, countermotions as per § 126 of the German Stock Corporation Act (AktG) and election proposals as per § 127 of the German Stock Corporation Act (AktG) are to be submitted solely to:

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

Fax: +49 89 540459-444
E-mail: hauptversammlung@nemetschek.com

We will immediately publish countermotions and election nominations received at this address no later than May 13, 2019 (midnight) as well as any statements of the administration under <https://ir.nemetschek.com/agm>. Applications or nominations addressed otherwise will not be considered.

7. Notes on the shareholder's right to demand information as per § 131 Para. 1 of the German Stock Corporation Act (AktG)

At the annual general meeting, upon request, the executive board is to provide every shareholder with information concerning the affairs of the company including the legal or commercial relationships to associated entities as well as concerning the position of the Group and of the entities included in the consolidated financial statements inasmuch as this information is required for due assessment of an item of the agenda.

8. Publications on the website of the company

The calling of the annual general meeting, documents and shareholders' applications to be made available, more detailed explanations concerning the shareholders' rights according to Section 56 German SE Regulation (SE-VO), § 50 Para. 2 German SE Implementation Act (SEAG), § 122 Para. 2, § 126 Para. 1, § 127, § 131 Para. 1 of the German Stock Corporation Act (AktG), forms for the power of attorney of representatives and other information can be accessed on the company's website: <https://ir.nemetschek.com/agm>.

9. Information on privacy

The company processes the personal data of its shareholders and any shareholder representatives in order to prepare and conduct its annual general meeting. In particular, this data includes the name, place of residence and/or address, e-mail address if available, the corresponding shareholdings, the number of the admission ticket and the granting of any powers of attorney to exercise voting rights. Further personal data may be considered depending on the case.

The company is responsible for processing the data. The purpose of processing the data is to enable the shareholders and shareholder representatives to participate in the annual general meeting and to exercise their rights before and during the annual general meeting. The legal basis for the processing of the data is Article 6 Section 1 (c) GDPR.

The company commissions various service providers and consultants on the occasion of the annual general meeting. The company only provides these persons with access to the personal data which is required for the performance of the corresponding order. The service providers and consultants process this data exclusively in accordance with the instructions of the company. In addition, within the scope of the applicable provisions, personal data is made available to the shareholders and shareholder representatives, namely via the list of participants.

The personal data is stored for as long as is required by law or for as long as the company has a vested interest in its being stored, e.g. in the case of disputes in or out of court arising from the occasion of the annual general meeting. The personal data will then be deleted.

Under certain applicable conditions, every shareholder has rights of access, rectification, restriction, objection and erasure with regard to his/her personal data and/or its processing as well as a right to data portability as per Chapter III GDPR. Moreover, he/she is entitled to lodge a complaint with the data protection supervisory authorities as per Art. 77 GDPR.

The contact details of the company:

NEMETSCHEK SE
Investor Relations
Konrad-Zuse-Platz 1
81829 Munich
E-mail: hauptversammlung@nemetschek.com

You can reach our data protection officer at:

intersoft consulting services AG
Marsstr. 27
80335 Munich
E-mail: datenschutzbeauftragter@nemetschek.com

Munich, April 2019

Nemetschek SE

The Executive Board

The invitation to the annual general meeting was published in the Federal Gazette on April 15, 2019.