

## Further information on the rights of shareholders

### 1. Notes on the amendments proposed as per Art. 56 SE-VO, § 50 Para. 2 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 29, 2018 (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:

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

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

Amendments to the agenda which are to be announced – unless 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 [www.nemetschek.com/en/investor-relations/annual-general-meeting](http://www.nemetschek.com/en/investor-relations/annual-general-meeting).

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

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

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

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

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

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

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

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

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

**2. Countermotions pursuant to § 126 Para. 1 AktG and election nominations pursuant to § 127 AktG**

At the annual general meeting, 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 a nomination as per § 127 of the German Stock Corporation Act (AktG) (see Item 5 of the agenda: Selection of the auditor, and Item 6 of the agenda: Election of the supervisory board). Countermotions must include a justification.

Countermotions and election nominations are to be submitted exclusively to:

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

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

We will immediately publish countermotions and election nominations received at this address no later than May 15, 2018 (midnight) as well as any statements of the administration. Applications or nominations addressed otherwise will not be considered.

Furthermore, in the event of any of the cases specified in § 126 Para. 2 of the German Stock Corporation Act (AktG), the company is not obligated to make countermotions and their justifications or election nominations available. Neither is the company required to make any justification of a countermotion exceeding a length of 5,000 characters available.

In addition to the grounds specified in § 126 Para. 2 of the German Stock Corporation Act (AktG), neither is it required to make an election nomination as per § 127 AktG available if it does not include the name, current profession and place of residence of the nominated person.

Even without prior submission of the countermotion and/or election nomination to the company, shareholders are able to make countermotions regarding the various agenda items as well as election nominations at the annual general meeting. Please note that countermotions and election nominations which have been submitted to the company in good time will only be considered at the annual general meeting if they are proposed there orally.

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

## **§ 126 Proposals from shareholders**

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

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

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

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

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

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

§ 126 applies analogously to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. A justification is not required for a nomination. Neither is it necessary for the executive board to communicate such nomination if the nomination fails to contain the particulars required by § 124 Para. 3 Sentence 4 and § 125 Para. 1 Sentence 5.

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

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

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

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

### **3. Shareholders' right to be informed pursuant to § 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 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 the item of the agenda.

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

## **§ 131 Shareholders' right to be informed**

(1) At the annual general meeting each shareholder is to be provided upon request with information by the executive board regarding the company's affairs to the extent that such information is necessary to permit a proper evaluation of the agenda item. The obligation to provide information also extends to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedures pursuant to § 266 Para. 1 Sentence 2, § 276 or § 288 of the German Commercial Code (HGB), each shareholder may request that the annual financial statements be presented to him/her at the annual general meeting concerning such annual financial statements in the form which would have been used if such provisions on simplified procedures were not applied. A parent enterprise's executive board's obligation to provide information (§ 290 Para. 1 and 2 of the German Commercial Code (HGB)) to the annual general meeting at which the consolidated financial statements and Group management report are to be submitted also extends to the position of the Group and the enterprises included in the consolidated financial statements.

(2) The information provided is to comply with the principles of conscientious and accurate accounting. The statutes or rules of procedure pursuant to § 129 may authorize the chairperson of the meeting to reasonably limit the number of questions and speaking time of shareholders and lay down rules concerning this.

(3) The executive board may refuse to provide information,

1. to the extent that providing such information is, according to sound business judgment, likely to cause not insignificant material damage to the company or an affiliated enterprise;
2. to the extent that such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and a higher market value of these items, unless the annual general meeting is to approve the annual financial statements;
4. with regard to the methods of classification and valuation if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the context of § 264 Para. 2 of the German Commercial Code; this does not apply if the annual general meeting is to approve the annual financial statements;
5. if provision of the information would render the executive board criminally liable;
6. if in the case of a credit institution or financial services institution, information about the applied classification and valuation methods as well as offsets made in the annual financial

statements, the management report, the consolidated annual financial statements or the Group management report need not be given;

7. if the information is continuously available on the company's website seven or more days prior to and during the annual general meeting.

It is not permitted to refuse to provide information for other reasons.

(4) If information has been provided to a shareholder outside an annual general meeting by reason of his status as a shareholder, such information is to be provided to any other shareholder at the annual general meeting upon request, even if such information is not necessary for proper evaluation of an item on the agenda. The executive board may not refuse to provide this information on the grounds of Para. 3 Sentence 1 No 1 to 4. Sentence 1 and 2 do not apply if a subsidiary (§ 290 Para. 1, 2 of the German Commercial Code (HGB)), a cooperative enterprise (§ 310 Para. 1 HGB) or an affiliate (§ 311 Para. 1 HGB) provides the information to a parent company (§ 290 Para. 1, 2 HGB) for the purpose of inclusion of the company in the consolidated annual financial statements of the parent company and the information is required for this purpose.

(5) If a shareholder is denied information, he/she may request that his/her question and the reason for which the information was denied be recorded in the minutes of the meeting.

Furthermore, the chairperson of the meeting is authorized to undertake various tasks with regard to leading and ensuring order at the annual general meeting. This also includes reasonably limiting the rights to speak and ask questions. This is based on the following provisions of the statutes:

#### **§ 18 Chairing of meetings (excerpt)**

(2) The Chair leads the meetings, determines the order in which the agenda items are addressed and decides upon the form of voting. He/She can impose appropriate time restrictions on the rights of the shareholders to speak and ask questions. In particular, he/she can specify at the beginning of the meeting or during the meeting the timeframe of the meeting, the timeframe of the discussion of individual agenda items and the timeframe of the individual contributions and questions.

Munich, April 2018

Nemetschek SE

The Executive Board