

Annex on Agenda Item 11 – Amendment to the articles of incorporation on the remuneration of supervisory board members

Contribution of the remuneration to promoting the business strategy and for the long-term development of Nemetschek SE

With regard to its structure as well level, the supervisory board remuneration accounts for the requirements of the office of supervisory board member of Nemetschek SE, in particular, the demands in terms of the time involved and in terms of the responsibilities involved. The remuneration is structured in keeping with market conventions and its level is – also compared to the remuneration of the members of supervisory boards of comparable listed companies in Germany – is appropriately commensurate to the responsibilities of the members of the supervisory board and to the position of Nemetschek SE. The remuneration makes it possible to gain suitable and qualified candidates for the office of supervisory board member. As a result, the remuneration of the supervisory board contributes to enabling the supervisory board as a whole to perform its duties of duly and competently monitoring and advising the executive board. The restriction to a fixed remuneration is in keeping with the responsibilities of the supervisory board. In the performance of their monitoring and advisory tasks, the restriction serves as an incentive for supervisory board members to appropriately question the company management of the executive board without primarily concentrating on the development of key operating figures for orientation. Together with the executive board, the supervisory board thus supports the business strategy as well as the long-term development of Nemetschek SE. Moreover, the restriction to a fixed remuneration corresponds to Recommendation G.18 Sentence 1 of the German Corporate Governance Code.

Amendment to the provisions of the Articles of Association on the compensation of supervisory board members:

“§ 15 Remuneration of the Supervisory Board

1. The members of the supervisory board receive a fixed remuneration in the amount of EUR 140,000 for every full financial year of their belonging to the supervisory board. The chairman of the supervisory board receives a fixed remuneration in the amount of EUR 200,000.
2. For membership in a committee of the supervisory board, every member receives an additional remuneration of EUR 15,000 and the chairman EUR 30,000 for every full financial year of their belonging to such committee. No additional remuneration is granted for serving as a member or chairman of a nomination committee.
3. Members of the supervisory board or a committee who have not belonged to the supervisory board or a committee for a full financial year or have not served as chairperson for a full financial year receive the remuneration as per Section 1 and Section 2 proportionally rounded to full months. Proportional remuneration by time for committee activities requires that the committee in question held one session in the corresponding time period for the fulfillment of its duties.
4. The company pays every member of the supervisory board an attendance fee of EUR 4,000.00 as a performance-based component for the member's personal participation in a meeting of the supervisory board or of one of its committees (also as a guest of a committee). Participation in a meeting via video or teleconferencing, or the use of other comparable conventional means of telecommunication, is also

deemed to be personal participation. If several meetings are held on one day, the attendance fee shall only be paid once.

5. The remuneration and attendance fee are due on the day after the end of the annual general meeting that resolves on approving the action of the Supervisory Board for the financial year in question.

6. The members of the Supervisory Board receive reimbursement for all expenses. They are included in a directors' and officers' pecuniary damage liability insurance, which is in the interest of the company and taken out by the company in an appropriate amount for institutions and certain employees of the Nemetschek Group. The premiums for this are paid by the company.

7. The company reimburses every member of the Supervisory Board for the value-added tax on his earnings."