

Information on the rights and options of shareholders pursuant to § 122 Para. 1, § 126 Para. 1, §127 and §131 Para. 1 of the German Stock Corporation Act (AktG)

Annual General Meeting of Nemetschek SE on May 23, 2023

The notice for calling the annual general meeting already contains information on the rights and options of shareholders pursuant to Art. 56 Sentences 2 and 3 of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the German SE Regulation (hereinafter "SE-VO"), Section 50 Para. 2 of the German SE Implementation Act (hereinafter "SEAG"), §§ 122 Para. 2, 126 Para. 1, 127 of the Stock Corporation Act (hereinafter "AktG"), in particular on the deadlines for exercising these rights. The following explanations are provided for further information.

Addition to the agenda at the request of a minority pursuant to § 56 Sentences 2 and 3 SE-VO, § 50 Para. 2 SEAG, Section 122 Para. 2 AktG

Shareholders whose shares amount to the pro rata amount of EUR 500,000.00 of the capital stock (this corresponds to 500,000 bearer shares) may request that items be placed on the agenda and published. This quorum is required in accordance with § 56 Sentences 2 and 3 SE-VO in conjunction with § 50 Para. 2 SEAG for requests for supplements by the shareholders of a European Stock Corporation (SE). In terms of content, § 50 Para. 2 SEAG corresponds to the provision in § 122 Para. 2 AktG. Moreover, pursuant to § 87 Para. 4 AktG, on request in accordance to §122 Para. 2 Sentence 1 AktG, the annual general meeting can reduce the maximum remuneration for the executive board set out in § 87a Para. 1 Sentence 2 no. 1 AktG.

Each new item must be accompanied by the grounds or a draft resolution. The request must be received by the executive board of the company by the end of April 22, 2023 24:00 CEST (corresponds to 22:00 UTC), in writing or in electronic form in accordance with §§ 126 Para. 3, 126a of the German Civil Code (BGB) (e.g., by e-mail, along with the name of the applicant with a qualified electronic signature) at the following address:

NEMETSCHEK SE

Vorstand (Executive Board)

Konrad-Zuse-Platz 1

81829 Munich

or

E-mail: hauptversammlung@nemetschek.com

Additions to the agenda requiring publication are to be published in the Federal Gazette without delay after receiving the request and, in accordance with § 121 Para. 4a AktG, forwarded for publication to such media that can be expected to distribute the information across the European Union. They are also accessible from the company website at

<https://ir.nemetschek.com/hv>

and communicated to the shareholders in accordance with §125 Para. 1 Sentence 3 AktG.

The applicants must prove they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the executive board has decided on the request (pursuant to § 122 Para. 2 in conjunction with Para. 1 Sentence 3 AktG). As regards the calculation of the shareholding period: The day of receipt of the motion shall not be taken into account. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. §§ 187 to 193 of the German Civil Code (BGB) are not to be applied accordingly.

The provisions of the SE-VO and the AktG, on which these shareholder rights are based, are as follows:

Art. 56 SE-VO – Notification of and addition to the agenda

The addition of one or more items to the agenda for an annual general meeting may be requested by one or more shareholders, provided that their share of the subscribed capital is at least 10%. The procedures and deadlines for such a request are determined in accordance with the national law of the Member State in which the registered office of the SE is located or, in the absence of such provisions, in accordance with the statutes of the SE. The articles of association or the law of the State in which the registered office is located may provide for a lower percentage under the same conditions as those applicable to public limited liability companies (AGs).

§ 50 SEAG – Calling of a meeting and addition to the agenda at the request of a minority (excerpt)

- (2) The addition of one or more items to the agenda for an annual general meeting may be requested by one or more shareholders if their share reaches 5 percent of the capital stock or the pro rata amount of EUR 500,000.

§ 122 AktG – Calling of a meeting at the request of a minority (excerpt)

- (1) The annual general meeting is called if shareholders, whose shares together amount to one-twentieth of the capital stock, request calling of such a meeting in writing, stating the purpose and the reasons; such a request must be addressed to the executive board. The articles of association may make the right to request calling the annual general meeting subject to a different form and to the holding a lower proportion of the capital stock. The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the executive board has decided on the request. § 121 Para. 7 is to be applied accordingly.

- (2) Likewise, shareholders whose shares together amount to one-twentieth of the capital stock or the pro rata amount of EUR 500,000 may request that items be placed on the agenda and published. Each new item must be accompanied by the grounds or a draft resolution. The request within the meaning of sentence (1) must be received by the company at least 24 days, in the case of listed companies at least 30 days, prior to the meeting; the day of receipt of the request shall not be taken into account.

§ 121 General provisions (excerpt)

In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. §§ 187 to 193 of the German Civil Code are not to be applied accordingly. In case of unlisted companies, the articles may provide for a different calculation of the deadline.

§ 70 Computation of the period of shareholding

If the exercise of rights arising from a share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institute, or an enterprise operating under § 53 Para. Sentence 1 or § 53b Para. 1 Sentence 1 or Para. 7 of the German Banking Act (KWG) shall be deemed equivalent to ownership. The period during which the share was owned by a predecessor shall be attributed to the shareholder, provided that they have acquired the share without consideration from their fiduciary, as a successor in legal interest by operation of law, in connection with the liquidation of a community of interest, or as a result of a transfer of assets pursuant to § 13 of the German Insurance Supervision Act (VAG) or § 14 of the German Building Loan Associations Act (BauSparkG).

§ 124 AktG – Publication of requests for supplements; proposals for resolutions (excerpt)

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

Countermotions and nominations by shareholders in accordance with §§ 126 Para. 1, 127 AktG

Shareholders may submit countermotions at the annual general meeting to proposals by the executive board and/or supervisory board on specific agenda items and, where appropriate, make nominations for the election of

supervisory board members or auditors without the need for an announcement, publication or other action relating to the countermotion or nomination prior to the annual general meeting. Countermotions and election proposals by shareholders may only be voted on if they are submitted during the annual general meeting; this also applies in the event of publication of the relevant countermotion or election proposal prior to the annual general meeting in accordance with §§ 126, 127 AktG.

Every shareholder is entitled to submit countermotions to the proposed resolutions on the agenda items (pursuant to § 126 Para. 1 AktG). If the countermotions are to be made available by the company, they must be submitted at least 14 days before the annual general meeting, i.e., no later than May 8, 2023, 24:00 CEST (corresponds to 22:00 UTC)

- at the address
NEMETSCHEK SE
Investor Relations
Konrad-Zuse-Platz 1
81829 Munich or
- via e-mail:
hauptversammlung@nemetschek.com or
- under the conditions of § 67c AktG by way of transmission through intermediaries.

Countermotions addressed elsewhere do not have to be made available. In all cases of sending a countermotion, receipt of the countermotion by the company is decisive.

Countermotions within the meaning of § 126 AktG and election proposals within the meaning of § 127 AktG, which are to be made accessible, will be made accessible to the shareholders, including the name of the shareholder and, if applicable, grounds, on the company website at

<https://ir.nemetschek.com/hv>

. Any statements from the administration will also be published there.

The company may refrain from making a countermotion and any grounds under the conditions set out in § 126 Para. 2 AktG.

For example, any grounds for a countermotion need not be made accessible if they exceed 5,000 characters in total.

Pursuant to § 121 Para. 4a, these provisions apply accordingly to the proposal of a shareholder for the election of supervisory board members or auditors. In addition to the reasons stated in § 126 Para. 2 AktG, the executive board is also not required to make a nomination for election accessible if, among other things, the nomination does not contain the name, profession and place of residence of the candidate. Proposals for the election of supervisory board members need not be made accessible, even if they are not accompanied by information on the proposed supervisory board candidate's membership of

other statutory supervisory boards within the meaning of § 125 Para. 1 Sentence 5 AktG.

The provisions of the German Stock Corporation Act, on which these shareholder rights are based, in excerpt form are as follows:

§ 126 AktG – Motions by shareholders

- (1) Motions by shareholders together with the shareholder's name, the grounds and any statements from the Administration shall be made available to the persons entitled pursuant to § 125 Para. 1 to 3 under the conditions stated therein, if at least 14 days before the meeting, the shareholder sends to the address indicated in the notice calling the meeting a motion counter to a proposal of the executive board and supervisory board as to an agenda item. The day of receipt shall not be taken into account. In the case of listed companies, access shall be provided via the company's Internet page. § 125 Para. 3 shall apply accordingly.

- (2) A countermotion and the statement of grounds for this need not be made available, if:
 1. the executive board would by reason of such communication become criminally liable
 2. the countermotion would result in a resolution of the annual general meeting which would be illegal or would violate the articles of association
 3. the grounds contain statements which are manifestly false or misleading in material respects or which are libelous
 4. a countermotion from this shareholder based on the same facts has already been communicated with respect to an annual general meeting of the company pursuant to § 125
 5. the same countermotion from this shareholder on 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 has voted in favor of this countermotion
 6. this shareholder indicates that they 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 has failed to present or have presented a countermotion which they have announced

The statement of the grounds need not be communicated if it exceeds 5,000 characters in total.

- (3) If several shareholders make countermotions for resolution in respect to the same subject matter, the executive board may combine such countermotions and the respective statements of the grounds.

§ 127 AktG – Nomination of shareholders (excerpt)

§ 126 shall apply accordingly to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. Such nomination need not be supported by a statement of the grounds for this. The executive board also need not communicate such nomination if it fails to contain the particulars required by § 124 Para. 3 Sentence 4 and § 125 Para. 1 Sentence 5.

§ 124 AktG – Publication of requests for supplements; proposals for resolutions (excerpt)

- (3) [...] The proposal for the election of members of the supervisory board or auditors shall state their name, profession and place of residence.

§ 125 AktG – Communications to shareholders and members of the supervisory board (excerpt)

- (1) The executive board of a company that has not issued exclusively registered shares shall give notice of calling the shareholders' meeting at least 21 days in advance, as follows:

1. the intermediaries that hold shares in the company
2. the shareholders and intermediaries who have requested the notification
3. the associations of shareholders who requested the notification or who exercised voting rights at the last annual general meeting

The day of communication shall not be taken into account. If the agenda is to be amended pursuant to § 122 Para. 2, this amended agenda shall be communicated in the case of listed companies. Such communication shall point out that voting rights may be exercised by a proxy holder or a shareholders' association. In case of listed companies, details on the membership in other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of supervisory board members; details on their membership in comparable domestic and foreign controlling bodies of enterprises should be added.

Right of shareholders to information pursuant to § 131 Para. 1 AktG

Pursuant to § 131 Para. 1 AktG, each shareholder shall upon request be provided with information at the annual general meeting by the executive board regarding the company's affairs, including the company's legal and business relations with an affiliated company, the situation of the Group and the companies included in the consolidated financial statements, to the extent that such information is necessary to permit a proper evaluation of the relevant agenda item.

The rights to refuse to provide information are listed in § 131 Para. 3 AktG. The provisions of the German Stock Corporation Act on which the right to information is based, which also specify the conditions under which the provision of information may be waived, are printed below (in excerpt form).

Moreover, the chair of the meeting is authorized to take various managerial and regulatory measures at the annual general meeting. The underlying provision in § 18 Para. 2 of the company's articles of association, which is based on the regulation option of § 131 Para. 2 Sentence 2 AktG given below to this effect, reads as follows:

- (2) The chair leads the meetings, determines the order in which the items on the agenda are dealt with, and decides on the form of voting. They may impose reasonable time limits on the shareholders' right to speak and ask questions. They may, especially at the beginning or during the meeting, determine the appropriate timeframe for the course of the meeting, discussion of the individual agenda items as well as the individual speaking and question time.

The provisions of the German Stock Corporation Act, on which these shareholder rights are based, in excerpt form are as follows:

§ 131 AktG – Right of shareholders to information (excerpt)

- (1) Each shareholder shall, upon request, be provided with information at the shareholders' meeting by the executive board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant agenda item. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to § 266 Para. 1 Sentence 3, § 276 or § 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to them at the annual general meeting on such annual financial statements in the form which would have been used if such simplifications were not applied. The duty of the executive board of a parent enterprise (§ 290 Para. 1, 2 German Commercial Code, HGB) to inform in the shareholders' meeting that considers the consolidated financial statement and consolidated management

report, shall extend to the situation of the group and the enterprises included in the consolidated financial statement.

[...]

(2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles or the rules of procedure pursuant to § 129 may authorize the chair of the meeting to limit the number of questions and speaking time of shareholders as appropriate and to lay down general rules.

(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 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 the higher market value of such 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 meaning of § 264 Para. 2 of the German Commercial Code (HGB); the foregoing shall not apply if the annual general meeting is to approve the annual financial statements
5. if provision thereof would render the executive board criminally liable
6. if, in the case of a credit institution or financial services institution information about the applied balance sheet and valuation methods or calculations made in the annual financial statements, the management report, the consolidated annual financial statement or the group's management report need not be given
7. if the information is continuously available on the company's internet page seven or more days prior to the shareholders' meeting as well as during the meeting

The provision of information may not be denied for other reasons.

- (4) If information has been provided outside the annual general meeting to a shareholder by reason of their status as a shareholder, such information shall upon request be provided to any other shareholder at the annual general meeting, even if such information is not necessary to permit a proper evaluation of an agenda item. [...]. The executive board may not refuse to provide such information on the grounds of Para. 3 Sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (§ 290 Para. 1, 2 of the Commercial Code), a cooperative enterprise (§ 310 Para. 1 of the Commercial Code) or an affiliate (§ 311 Para. 1 of the Commercial Code) provides the information to a parent company (§ 290 Para. 1, 2 of the Commercial Code) for the purpose of inclusion in the consolidated annual financial statement of the parent company and the information is required for this purpose.
- (5) A shareholder who has been denied information may request that their question and the reason for which the information was denied be recorded in the minutes of the meeting.

Munich, April 2023

Nemetschek SE

The Executive Board