

## 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](https://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.