

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.

(7) Powers of the Executive Board to issue or redeem shares

The Executive Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital by up to a total of EUR 11,550,000 through the issue of up to 11,550,000 new no-par bearer shares against cash and/or non-cash contributions on one or more occasions until May 11, 2026 (inclusive) (Authorized Capital 2021). Shareholders are to be granted their statutory subscription right to the new shares. However, the Executive Board is authorized, with the approval of the Supervisory Board, to disapply, in full or in part, on one or more occasions, the shareholders' subscription right in accordance with the details of the resolution on agenda item 8 by the Annual General Meeting on May 12, 2021.

The company's share capital is contingently increased by up to EUR 11,550,000.00 through the issue of up to 11,550,000 new no-par bearer shares (Contingent Capital 2021). The Contingent Capital 2021 serves the purpose of issuing shares to the creditors of convertible bonds and/or bonds with warrants with conversion or option rights and/or conversion or option obligations (or a combination of these instruments) that are issued in accordance with the authorization of the Annual General Meeting of the company on May 12, 2021 under agenda item 9 by Nemetschek SE or domestic or foreign companies in which Nemetschek SE holds a direct or indirect interest with the majority of voting rights and capital, until May 11, 2026. In each case, the new shares will be issued at the conversion or option price to be determined in accordance with the authorization of the Annual General Meeting of the company on May 12, 2021, under agenda item 9. The contingent capital increase may only be carried out to the extent that the holders of conversion or option rights under the specified bonds exercise their conversion or option rights or conversion or option obligations under such bonds are fulfilled and provided that such conversion or option rights or conversion or option obligations are not served through treasury shares, through shares from authorized capital or through other benefits. The new shares will confer a share in profits from the beginning of the financial year in which they are created through the exercising of conversion/option rights or fulfillment of conversion/option obligations. As far as legally permissible, the Executive Board may, with the approval of the Supervisory Board, also specify that new shares will also confer a share in profits for a past financial year in derogation of Section 60 (2) of the German Stock Corporation Act (AktG). The Executive Board is authorized to stipulate further details regarding the implementation of the contingent capital increase.

In accordance with Section 71 (1) No. 8 of the AktG, the company requires a special authorization from the Annual General Meeting to acquire and use its treasury shares, unless expressly permitted by law. At the Annual General Meeting on May 23, 2024, an authorizing resolution was accordingly proposed and approved by the shareholders.

In accordance with the resolution adopted under agenda item 7 by the Annual General Meeting of May 23, 2024, the authorization is valid as follows:

“a) The Executive Board shall be authorized until the end of May 22, 2029, with the approval of the Supervisory Board, to purchase shares in the company up to a total of 10% of the share capital existing at the time this authorization becomes effective or – if this amount is lower – of the share capital of the company existing at the time this authorization is exercised in each case, for any permissible purpose within the scope of the statutory limitations and under the conditions specified in more detail below. The authorization may not be used for the purpose of trading in treasury shares.

In accordance with Section 71 (2) sentence 1 AktG, the purchased treasury shares, together with other shares that the company has already acquired and still holds or that are attributable to it in accordance with Sections 71d and 71e AktG, may at no time account for more than 10% of the company's share capital. Furthermore, the requirements of Section 71 (2) sentences 2 and 3 AktG must be observed.

At the discretion of the Executive Board, treasury shares may be acquired aa) via the stock exchange or bb) by means of a public purchase offer or cc) by means of a public invitation to shareholders to submit offers to sell.

aa) If the shares are purchased via the stock exchange, the purchase price per share (excluding incidental expenses) may not exceed or fall below the arithmetic mean of the closing auction prices of shares in the company in the Xetra trading system of the Frankfurt Stock Exchange on the last three days of trading prior to the obligation to purchase by more than 10% and more than 20% respectively.

bb) If the acquisition takes place outside the stock exchange on the basis of a public purchase offer, a fixed purchase price or a purchase price range may be determined. The purchase price offered or the limits of the purchase price range offered (excluding incidental expenses) per share may not exceed or fall below the arithmetic mean of the closing auction prices of shares in the company in the Xetra trading system of the Frankfurt Stock Exchange on the 5th, 4th and 3rd day of trading prior to the date of publication of the offer by more than 10% and more than 20% respectively. If significant price movements occur after the publication of a public purchase offer, the offer may be adjusted.

cc) If the acquisition is made by means of a public invitation to all shareholders to submit offers to sell, the company shall set a purchase price range per share within which offers to sell may be submitted. The purchase price per share to be paid by the company (excluding incidental expenses), which the company determines on the basis of the offers to sell received, may not exceed or fall below the arithmetic mean of the closing auction prices of shares in the company in the Xetra trading system of the Frankfurt Stock Exchange on the last three days of trading prior to the day on which the offers to sell are accepted by more than 10% and more than 20% respectively.

dd) If significant price movements occur after the publication of a public purchase offer or a public invitation to submit offers to sell, the public purchase offer or the public invitation to submit offers to sell can be adjusted. In this case, the arithmetic mean of the closing auction prices of shares in the company in the Xetra trading system of the Frankfurt Stock Exchange on the 5th, 4th and 3rd day of trading prior to the public announcement of the adjustment is used to determine the adjusted purchase price or the adjusted purchase price range. The 10% or 20% limit for exceeding or falling below the mean amount shall be applied to the adjusted amount.

The volume of a public purchase offer or a public invitation to submit offers to sell may be limited. If a public purchase offer or a public invitation to submit offers to sell exceeds this volume, the purchase or acceptance may be made in proportion to the shares offered (tender quotas), with the partial exclusion of any pre-emptive tender rights of shareholders in this respect. Furthermore, provision can be made for the

preferential acceptance of smaller quantities of up to 100 shares offered per shareholder as well as for a rounding rule in accordance with prudent commercial practice in order to exclude arithmetic fractional shares. Any further pre-emptive tender rights of shareholders shall be excluded to this extent.

The detailed drafting of the respective acquisition, in particular of a public purchase offer or a public invitation to submit offers to sell, shall be determined by the Executive Board.

The authorization to purchase treasury shares may be exercised once or several times, in whole or in part. The purchase may be carried out in tranches, spread over various acquisition dates, within the authorization period until the permissible acquisition volume is reached. The acquisition may also be carried out by Group entities dependent on the controlling enterprise within the meaning of Section 17 AktG or by third parties for the account of the controlling enterprise. Furthermore, the company may agree with one or more banks or other enterprises that meet the requirements of Section 186 (5) sentence 1 AktG that they will transfer to the controlling enterprise a predetermined number of shares or a predetermined euro equivalent value of shares in the company within a predefined period of time. The price at which the controlling enterprise acquires treasury shares shall represent a discount on the arithmetic mean of the volume-weighted average price in the Xetra trading system on the Frankfurt Stock Exchange, calculated over a predetermined number of trading days. However, the price of the share may not fall below the aforementioned mean by more than 20%. Furthermore, the credit institutions or other enterprises fulfilling the requirements of Section 186 (5) sentence 1 AktG must undertake to purchase the shares to be transferred on the stock exchange at prices that are within the range that would apply if the controlling enterprise itself were to purchase them directly on the stock exchange.

Should the Xetra trading system on the Frankfurt Stock Exchange be replaced by a comparable successor system, this authorization shall also apply to that system in place of Xetra trading.

b) The Executive Board shall be authorized to use shares in the company that are acquired on the basis of the above authorization or in accordance with Section 71d AktG for all legally permissible purposes from May 24, 2024, in particular

aa) to sell the shares to third parties against payment in cash in a manner other than via the stock exchange or by means of an offer to sell addressed to all shareholders. The prerequisite for this is that the price at which the shares are sold (excluding incidental selling expenses) is not substantially below the price of the company's shares determined by the opening auction in the Xetra trading system on the Frankfurt Stock Exchange on the day of the binding agreement;

bb) to offer or sell the shares as consideration in connection with a merger with other companies, the acquisition of companies, business units or equity interests in other entities or the acquisition of other assets. Sell in this context also includes granting conversion or subscription rights and purchase options and transferring shares as part of a securities lending transaction;

cc) to utilize the shares to fulfill or secure conversion or option rights or conversion obligations or acquisition rights to shares in the company, in particular from and in connection with convertible bonds or bonds with warrants attached issued in the future by the company or a Group entity of the company within the meaning of Section 18 AktG;

dd) to use the shares to pay a scrip dividend, which offers all shareholders the option of transferring all or part of their dividend entitlement to the company in return for shares in the company;

ee) to redeem the shares, without such redemption or its implementation requiring a further resolution of the Annual General Meeting. The redemption shall lead to a capital decrease. The Executive Board may determine otherwise, i.e., that the share capital remains unchanged upon redemption and instead that the

proportion of the share capital relating to the remaining shares increases through redemption pursuant to Section 8 (3) AktG. In such a case, the Executive Board is authorized to adjust the statement of the number of shares in the Articles of Incorporation;

ff) to offer the shares for purchase to members of the company's Executive Board, members of the Executive Board and the management of controlled Group entities of the controlling enterprise within the meaning of Section 18 AktG and to employees of the company or of Group entities as part of the agreed remuneration and/or to fulfill the company's obligations under management and employee participation schemes, share matching plans, performance share programs, stock appreciation rights or other virtual share or share option programs, to grant shares or to sell or transfer shares to such persons; the shares offered or granted may also be transferred to the beneficiaries after the end of the board or employment relationship. This also includes the authorization to offer the shares free of charge or for purchase at other special conditions or to grant, sell or transfer them. The shares may also be transferred to a bank or another company meeting the requirements of Section 186 (5) sentence 1 AktG, which, along with the shares, assumes the obligation to use the shares exclusively for the purposes set out in sentence 1 of this lit ff). The Executive Board shall be authorized to acquire the shares to be granted to employees of the company and of controlled Group entities, to members of the company's Executive Board or to members of the management of controlled Group entities via securities loans from a bank or another company meeting the requirements of Section 186 (5) sentence 1 AktG and use the shares acquired on the basis of the above purchase authorization or an earlier authorization to repay these securities loans. If treasury shares are to be offered for sale, granted or transferred to members of the company's Executive Board, the Supervisory Board shall decide on the exercise of this authorization.

Shareholders' subscription rights to acquired treasury shares shall be excluded to the extent that these shares are used in accordance with the above authorizations under b) aa) to cc) and ff). In addition, the Executive Board shall be authorized, with the approval of the Supervisory Board, to exclude subscription rights in order to grant the holders and/or creditors of conversion/option rights to shares in the company or corresponding conversion/option obligations subscription rights in order to make allowance for any dilution effect to the extent to which they would be entitled after exercising these rights or fulfilling these obligations. The Executive Board shall also be authorized, with the approval of the Supervisory Board, to exclude subscription rights if within the meaning of Section 186 (3) sentence 4 AktG an exclusion of subscription rights is required to implement the scrip dividend (authorization lit b) dd)). Furthermore, subscription rights for fractional amounts may be excluded in the event of a sale offer to all shareholders.

The authorizations under b) aa) and cc) are restricted pursuant to Section 186 (3) sentence 4 AktG to the extent that the total number of shares in the company to be sold with the exclusion of subscription rights, together with new shares in the company that have been issued excluding subscription rights since this authorization was granted, must in total not exceed 10% of the company's share capital, either at the time when this authorization takes effect or – if this value is lower – at the time this authorization is exercised. Furthermore, shares issued or required to be issued to meet obligations arising from bonds with warrants attached or convertible bonds must also be included in determining this 10% limit, provided that these bonds were issued with the exclusion of subscription rights during the term of this authorization in corresponding application of Section 186 (3) sentence 4 AktG. In determining this 10% limit, all shares must be included that are issued in direct or indirect application of the above provision during the term of this authorization up to the time when it is exercised.

The authorization to use treasury shares can be exercised once or several times, in whole or in part.

The authorization to acquire and use treasury shares resolved by the Annual General Meeting on May 28, 2019 will be cancelled at the end of May 23, 2024."

(8) Significant agreements of the company subject to a change of control following a takeover offer

There are no significant agreements of the company subject to a change of control following a takeover offer.

(9) Compensation agreements concluded by the company with members of the Executive Board or employees in the event of a takeover offer

There were no compensation agreements concluded by the company with members of the Executive Board or employees in the event of a takeover offer.

Related Entities Report

The Executive Board of Nemetschek SE has prepared a report on the company's relationships with affiliated companies (Related Entities Report) in accordance with Section 312 of the German Stock Corporation Act and has declared the following at the end of the report

Our company, Nemetschek SE, received appropriate consideration for each legal transaction listed in the report on relationships with affiliated companies for the reporting period from January 1, 2024 to December 31, 2024 in light of the circumstances known to us at the time the legal transactions were carried out. Nemetschek SE has not taken or omitted any measures.

Munich, March 14, 2025

Nemetschek SE

The Executive Board

Yves Padrines

Louise Öfverström

Usman Shuja