

**Annual General Meeting of Nemetschek SE, Munich,
on Tuesday, May 20, 2025, 10:00 a.m. (CEST)**

Explanations on the rights of shareholders according to Art. 56 sentence 2 and sentence 3 of Regulation (EC) No. 2157/2001, § 50 para. 2 SE Implementation Act, § 122 para. 2, § 126 para. 1, § 127, § 131 para. 1 and § 293g para. 3 German Stock Corporation Act (AktG)¹

The notice convening the Annual General Meeting already contains information on the rights of shareholders pursuant to Article 56 sentence 2 and sentence 3 of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (hereinafter "**SE Regulation**"), § 50 para. 2 of the German SE Implementation Act (hereinafter "**SEAG**"), § 122 para. 2, 126 para. 1, 127, 131 para. 1 and § 293g para. 3 of the German Stock Corporation Act (hereinafter "**AktG**"), in particular on the deadlines for exercising these rights. The following explanations provide further details.

1. Additions to the agenda at the request of a minority in accordance with Article 56 sentence 2 and sentence 3 of the SE Regulation, § 50 para. 2 SEAG, § 122 para. 2 AktG

Shareholders whose shares together amount to one-twentieth of the share capital or the proportionate amount of EUR 500,000.00 (corresponding to 500,000 shares) may request that items be placed on the agenda and in accordance with Article 56 of the SE Regulation and § 50 (2) SEAG. This quorum is required pursuant to Art. 56 sentence 3 SE Regulation in conjunction with § 50 para. 2 SEAG for requests for additions to the agenda by shareholders of a European Company (SE). The content of § 50 para. 2 SEAG corresponds to the provision of § 122 para. 2 AktG. In addition, the Annual General Meeting can reduce the maximum remuneration for the Executive Board stipulated in § 87a para. 1 sentence 2 no. 1 AktG in accordance with § 87 para. 4 AktG upon application pursuant to § 122 para. 2 sentence 1 AktG.

Each new item must be accompanied by a statement of reasons or a draft resolution. In accordance with § 124a sentence 2 AktG, a request received by the company after the Annual General Meeting has been convened must be made available on the company's website immediately after receipt by the company.

¹ The provisions of the German Stock Corporation Act apply to the Company pursuant to Art. 9 para. 1 lit. c) (ii) of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SE Regulation), unless otherwise stipulated in the specific provisions of the SE Regulation.

The request must be received by the Executive Board of the company by the end of **April 19, 2025, 24:00 (CEST)**. We ask that such a request be sent

– in writing to

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

– or electronically as per §§ 126 (3), 126a BGB (e.g. by e-mail with the specification of the name of the requester with a qualified electronic signature) to

E-mail: hauptversammlung@nemetschek.com

Additions to the agenda that are to be announced - unless they have already been announced with the convening notice - will be published in the Federal Gazette immediately after receipt of the request and forwarded for publication to media that can be expected to disseminate the information throughout the European Union. They will also be published on the company's website at

ir.nemetschek.com/agm

and notified to the shareholders in accordance with § 125 (1) sentence 3 AktG.

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

Art. 56 SE Regulation - Announcement and additions 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 this request shall be determined in accordance with the national law of the state in which the SE has its registered office or, in the absence of such provisions, in accordance with the SE's Articles of Association. The statutes or the law of the state in which the registered office is situated may provide for a lower percentage under the same conditions as for public limited companies.

§ 50 SEAG - Convening and supplementing 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 his or her share reaches 5 percent of the share capital or the proportionate amount of EUR 500,000.*

§ 122 AktG - Convening a meeting at the request of a minority (excerpt)

- (1) *The Annual General Meeting must be convened if shareholders whose shares together amount to one-twentieth of the share capital request such a meeting in writing, stating the purpose and reasons; the request must be addressed to the Executive Board. The Articles of Incorporation may link the right to request the convening of the Annual General Meeting to another form and to the holding of a lower proportion of the share capital. [...]*
- (2) *In the same way, shareholders whose shares together account for one-twentieth of the share capital or a proportionate amount of EUR 500,000 may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons 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, before the meeting; the day of receipt is not counted.*

§ 121 AktG - General (excerpt)

- (7) *In the case of deadlines and dates that are calculated back from the meeting, the day of the meeting shall not be included. A postponement from a Sunday, a Saturday or a public holiday to a preceding or subsequent working day shall not be considered. §§ 187 to 193 of the German Civil Code shall not apply accordingly. In the case of non-listed companies, the articles of association may stipulate a different calculation of the deadline.*

§ 87 AktG - Principles for the remuneration of Executive Board members (excerpt)

- (4) *The Annual General Meeting may reduce the maximum remuneration determined in accordance with § 87a (1) sentence 2 number 1 upon application in accordance with § 122 (2) sentence 1.*

§ 87a - Remuneration system of listed companies (excerpt)

- (1) *[...] ²This remuneration system shall contain at least the following information, but with regard to remuneration components only insofar as these are actually provided for:*

1. *The determination of a maximum remuneration for the members of the Executive Board;*

[...]

§ 124 AktG - Announcement of requests for supplements; proposals for resolutions (excerpt)

- (1) *If the minority has requested that items be placed on the agenda in accordance with § 122 para. 2, these must be announced either when the meeting is convened or otherwise immediately after receipt of the request. § 121 para. 4 applies accordingly; in addition, § 121 para. 4a applies accordingly to listed*

companies. Announcement and forwarding must be carried out in the same way as for the convocation.

2. Countermotions and election proposals from shareholders in accordance with §§ 126 (1) and 127 AktG

Every shareholder has the right to submit a countermotion to the resolutions proposed by the Executive Board and/or Supervisory Board on a specific agenda item at the Annual General Meeting in accordance with § 126 (1) AktG and/or to make a nomination in accordance with § 127 AktG.

Countermotions pursuant to § 126 (1) AktG and election proposals pursuant to § 127 AktG must be addressed exclusively to:

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

or by e-mail to: hauptversammlung@nemetschek.com

or, subject to the requirements of § 67c AktG, by way of transmission through intermediaries.

Countermotions and election proposals, including the name of the shareholder and any reasons, will be made available to shareholders on the company's website at

ir.nemetschek.com/agm

The statements will be made accessible if they are received by the company at one of the aforementioned contact options by **May 5, 2025, 24:00 hours (CEST)** at the latest and if the other requirements for the company's obligation to make them accessible pursuant to § 126 or § 127 AktG are met. Any statements by the management will also be published on the aforementioned website.

The company may refrain from publishing a countermotion and any grounds for it or an election proposal (in conjunction with § 127 (1) AktG) under the conditions specified in § 126 (2) AktG.

For example, the grounds for a countermotion do not need to be made accessible if they exceed a total of 5,000 characters. According to § 127 sentence 1 AktG, the Executive Board does not need to make an election proposal accessible if the proposal does not contain the information pursuant to § 124 para. 3 sentence 4 AktG and § 125 para. 1 sentence 5 AktG.

Countermotions and election proposals, even if they have been submitted to the company in advance, will only be considered at the Annual General Meeting if they are made or submitted during the Annual General Meeting. The right of a shareholder entitled to participate to submit countermotions or election proposals on various agenda items during the Annual General Meeting, even without prior submission of countermotions or election proposals in due form and time, remains unaffected.

The provisions of the AktG on which these shareholder rights are based are excerpted as follows:

§ 126 AktG - Motions by shareholders

- (1) *Shareholder motions, including the name of the shareholder, the reasons and any statement by the management, must be made available to the authorized persons specified in § 125 (1) to (3) under the conditions specified therein if the shareholder has sent a counter-motion against a proposal by the Executive Board and Supervisory Board on a specific item on the agenda, together with the reasons, to the address specified for this purpose in the notice convening the meeting at least 14 days before the meeting. The day of receipt shall not be counted. In the case of listed companies, access must be provided via the company's website. § 125 para. 3 applies accordingly.*
- (2) *A countermotion and its grounds need not be made accessible,*
 1. *insofar as the Executive Board would make itself liable to prosecution by making it accessible,*
 2. *if the countermotion would lead to a resolution of the Annual General Meeting that is illegal or contrary to the Articles of Association,*
 3. *if the statement of grounds contains obviously false or misleading information in essential points or if it contains insults,*
 4. *if a countermotion of the shareholder based on the same facts has already been made available to an Annual General Meeting of the company in accordance with § 125,*
 5. *if the same countermotion of the shareholder with essentially the same justification has already been made accessible to at least two Annual General Meetings of the company in the last five years in accordance with § 125 and less than one-twentieth of the share capital represented voted in favor of it at the Annual General Meeting,*

6. *if the shareholder indicates that he/she will not attend the Annual General Meeting and will not be represented, or*
7. *if the shareholder has not submitted a countermotion communicated by him or has not had one submitted at two Annual General Meetings in the last two years.*

The reasons need not be made accessible if they exceed 5,000 characters in total.

- (3) *If several shareholders submit countermotions on the same subject of the resolution, the Executive Board may summarize the countermotions and their reasons.*

§ 127 AktG - Nominations by shareholders (excerpt)

§ 126 applies mutatis mutandis to the proposal of a shareholder for the election of Supervisory Board members or auditors. The nomination does not need to be substantiated. The Executive Board does not need to make the election proposal accessible even if the proposal does not contain the information pursuant to § 124 para. 3 sentence 4 and § 125 para. 1 sentence 5.

§ 124 AktG - Announcement of requests for supplements; proposals for resolutions (excerpt)

- (3) *[...]. The proposal for the election of Supervisory Board members or auditors must state their name, profession and place of residence.*

§ 125 AktG - Notifications for shareholders and Supervisory Board members (excerpt)

- (1) *The Executive Board of a company that has not issued exclusively registered shares must give notice of the convening of the Annual General Meeting at least 21 days before the meeting as follows:*
 1. *the intermediaries who hold the company's shares in custody,*
 2. *the shareholders and intermediaries who requested the notification, and*
 3. *the associations of shareholders who requested the notification or who exercised voting rights at the last Annual General Meeting.*

The day of the notification shall not be counted. If the agenda is to be amended pursuant to § 122 para. 2, the amended agenda of listed companies must be notified to. In the notification, reference must be made to the possibility of exercising voting rights by proxy, including by an association of shareholders. In the case of listed companies, a proposal for the election of Supervisory Board members shall be accompanied by information on their membership of other statutory supervisory boards; information on their membership of comparable

domestic and foreign supervisory bodies of commercial enterprises shall be included

3. Right to information pursuant to § 131 (1) AktG and § 293g (3) AktG

Upon request at the Annual General Meeting, the Executive Board must provide each shareholder with information on company matters, including legal and business relationships with affiliated companies and the situation of the Group and the companies included in the consolidated financial statements, insofar as the information is necessary for the proper assessment of an item on the agenda and there is no right to withhold information pursuant to § 131 (3) AktG. The exercise of the statutory right to information pursuant to § 131 para. 1 AktG requires attendance at the Annual General Meeting.

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

Furthermore, in accordance with § 293g (3) of the German Stock Corporation Act (AktG), each shareholder may request information from the Executive Board regarding the resolution on the approval of the profit and loss transfer agreement between the company and Graphisoft Deutschland GmbH under agenda item 10 of the invitation to the Annual General Meeting, including information on all matters of the other party to the agreement that are material to the conclusion of the agreement.

The right to information can be exercised at the Annual General Meeting without the need for prior announcement or other notification. In accordance with § 131 para. 2 sentence 2 AktG in conjunction with § 18 para. 2 of the company's Articles of Incorporation, the chairman of the meeting may impose a reasonable time limit on the shareholders' right to speak and ask questions.

The provisions of the AktG and the articles of incorporation of Nemetschek SE on which these shareholder rights are based are excerpted as follows:

§ 131 AktG - Shareholder's right to information (excerpt)

- (1) *Upon request, each shareholder must be provided with information on company matters by the Executive Board at the Annual General Meeting, insofar as this is necessary for a proper assessment of the agenda item. The duty to provide information also extends to the company's legal and business relationships with an affiliated company. If a company makes use of the exemptions pursuant to § 266 para. 1 sentence 3, § 276 or § 288 of the German Commercial Code, any shareholder may request that the annual financial statements be presented to them at the Annual General Meeting on the annual financial statements in the form that they would have without these exemptions. The duty of the Executive Board of a parent company to provide information (§ 290 (1), (2) of the German Commercial Code) at the Annual General Meeting to which the consolidated financial statements and the Group management*

report are presented also extends to the situation of the Group and the companies included in the consolidated financial statements.

[...]

- (2) *The information must comply with the principles of conscientious and faithful accountability. The articles of incorporation or the rules of procedure pursuant to § 129 may authorize the chairman of the meeting to reasonably limit the shareholder's right to ask questions and speak and to determine further details.*
- (3) *The Executive Board may refuse to provide information,*
1. *insofar as the provision of the information is likely, according to sound business judgment, to cause the company or an affiliated company a not insignificant disadvantage;*
 2. *insofar as it relates to tax valuations or the amount of individual taxes;*
 3. *on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of these items, unless the Annual General Meeting approves the annual financial statements;*
 4. *on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to give a true and fair view of the net assets, financial position and results of operations of the company within the meaning of § 264 (2) of the German Commercial Code; this does not apply if the Annual General Meeting approves the annual financial statements;*
 5. *insofar as the Executive Board would make itself liable to prosecution by providing the information;*
 6. *insofar as a credit institution, financial services institution or securities institution is not required to disclose information on the accounting policies applied and offsetting in the annual financial statements, management report, consolidated financial statements or group management report;*
 7. *insofar as the information is continuously available on the company's website for at least seven days before the start of and during the Annual General Meeting.*

Information may not be refused for other reasons.

- (4) *If a shareholder has been provided with information outside the Annual General Meeting in his capacity as a shareholder, this information must be provided to any other shareholder at his request at the Annual General Meeting,*

even if it is not necessary for a proper assessment of the item on the agenda. [...]. The Executive Board may not refuse to provide information in accordance with para. 3 sentence 1 nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary (§ 290 (1), (2) of the German Commercial Code), a joint venture (§ 310 (1) of the German Commercial Code) or an associated company (§ 311 (1) of the German Commercial Code) provides the information to a parent company (§ 290 (1), (2) of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

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

§ 18 (2) of the articles of association of Nemetschek SE (excerpt)

- (2) *The Chairman chairs the meetings, determines the order in which the items on the agenda are dealt with and decides on the form of voting. He may impose reasonable time limits on the shareholders' right to speak and ask questions. In particular, he may, at the beginning or during the meeting, set an appropriate time frame for the course of the meeting, the discussion of the individual agenda items and the individual speeches and questions.*

§ 293g AktG - Conduct of the Annual General Meeting (excerpt)

- (3) *Upon request, each shareholder shall also be provided with information at the Annual General Meeting on all matters of the other party to the agreement that are material to the conclusion of the agreement.*

Munich, April 2025

Nemetschek SE

The Executive Board