

NEMETSCHKE  
GROUP

2024 NEMETSCHKE SE  
REMUNERATION REPORT

# Intelligence beyond AI





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# Nemetschek SE remuneration report

The executive board and supervisory board of Nemetschek SE have prepared a remuneration report for the 2024 financial year in accordance with Section 162 of the German Stock Corporation Act (Aktiengesetz – AktG). The remuneration report for the 2023 financial year was approved by the regular annual general meeting on May 23, 2024, with a majority of 63.40% of the votes cast.

The supervisory board has addressed investors’ suggestions in relation to the remuneration report and has taken these into account in the remuneration report for the 2024 financial year:

- » In particular, performance criteria from the area of ESG have been included in the STIP for the 2024 financial year.
- » The existing clawback provisions have been explained and defined in greater detail.

In addition to providing an overview of the remuneration system for members of the executive board and of the supervisory board, which is relevant for the reporting year, the remuneration report transparently and clearly sets out and explains the remuneration individually granted and owed to current and former members of the executive board and supervisory board of Nemetschek SE.

## Remuneration of members of the executive board

### 1 Current 2022 remuneration system

With the resolution of March 18, 2022, the supervisory board of Nemetschek SE resolved to adopt the current 2022 remuneration system << [ir.Nemetschek.com/remuneration](https://ir.Nemetschek.com/remuneration) >>.

The annual general meeting approved the 2022 remuneration system with 68.81% of the votes cast on May 12, 2022. The 2022 remuneration system is based on the remuneration system approved by the 2021 annual general meeting, and implements the requirements of the German Stock Corporation Act (Aktiengesetz) as amended by the German Act Implementing the Second Shareholder Rights Directive (Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie – ARUG II) (for further information, please refer to the 2021 remuneration report << [ir.Nemetschek.com/remuneration](https://ir.Nemetschek.com/remuneration) >>). The 2022 remuneration system corresponds to the recommendations of the German Corporate Governance Code (Deutscher Corporate Governance Kodex – DCGK), inasmuch as no deviations are declared in the Declaration of Conformity of Nemetschek SE.

In the 2024 financial year, the 2022 remuneration system applied to active members of the executive board Yves Padrines and Louise Öfverström. The remuneration of former member of the executive board Viktor Várkonyi in the financial year 2024 also corresponded to the 2022 remuneration system.

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#### Fixed, non-performance-related remuneration

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	Fixed remuneration	Additional components	Pension commitments
<b>Provision in the remuneration system</b>	Every member of the executive board receives a fixed remuneration, which is paid out at the end of each calendar month, in twelve equal monthly installments. The amount of the fixed remuneration reflects the role on the executive board, experience, area of responsibility and market conditions.	Every member of the executive board receives the usual additional components, such as a company car that can also be used for private use as well as subsidies for health insurance and long-term care insurance in particular. The company has a D&O insurance policy for the members of the executive board.  The Supervisory Board may grant new members of the executive board further additional components for a limited period of time in order to offset the costs of the move (e.g. relocation costs, temporary assumption of costs for suitable hotel accommodations and regular flights home).	In general, members of the executive board are not provided with pension commitments.  In individual cases, Nemetschek SE may continue any existing, prior pension commitments.
<b>Contribution to the long-term development of the company</b>	The fixed, non-performance-related remuneration considers global economic framework conditions as well as the market position and success of the company, in addition to general future business prospects. The fixed remuneration is intended to ensure an adequate base salary over the course of a business cycle.		



Variable, performance-related remuneration	
Provision in the remuneration system	Multi-year variable remuneration
	One-year variable remuneration; short-term incentive plan (STIP)      Long-term incentive plan (LTIP)      Stock appreciation rights plan (SAR plan)      Malus and clawback provisions
<p>Every member of the executive board receives short-term, performance-related (variable) remuneration, which depends primarily on the achievement of company targets of the Nemetschek Group, the division of the respective member of the executive board and/ or subsidiary within the area of responsibility of the respective member of the executive board (revenue, adjusted EBITDA, EBITA and/or EBT, and earnings per share (EPS) on the basis of the consolidated financial statements) as well as on the achievement of individual special targets (e.g. the implementation of certain strategic initiatives or plans or sustainability goals relating to environmental, social or governance aspects (ESG goals), which are ideally mutually agreed upon by the supervisory board and the executive board at the beginning of each financial year, and which are weighted to varying degrees according to the tasks and areas of responsibility of the members of the executive board.</p> <p>At beginning of each financial year, the supervisory board defines a threshold for each financial target as well as a target achievement corridor for achievement in excess of the threshold. In the case of financial targets, the member of the executive board is entitled to a fixed amount (bonus) per EUR million by which the threshold is exceeded. A bonus is also granted for the achievement of nonfinancial special targets. No bonus is granted if a threshold or nonfinancial special target is not achieved. The minimum payment amount is EUR 0; the payment amount is limited to 150% of the contractually agreed upon target amount (cap); the STIP is paid out in cash.</p> <p>If a new member of the executive board is appointed, the supervisory board may guarantee a certain percentage of the contractually agreed upon target amount of the STIP and pay this amount in monthly installments for a limited period of time along with the fixed remuneration. In this case, the minimum payment corresponds to the guarantee.</p>	<p>The LTIP depends primarily on the achievement of defined company targets for the development of the adjusted EBITDA, EBITA and EBT of the Nemetschek Group or the earnings per share (EPS) on the basis of the consolidated financial statements.</p> <p>The performance period is three financial years (LTIP period).</p> <p>The LTIP consists of two LTIP pools: a fixed one and a dynamic one. The first step is to calculate the scope of the fixed and dynamic pools using the relevant financial criterion. For this, the actual capitalized earnings value of the reference year (last year prior to commencement of the LTIP period) is deducted from the actual value of the last year of the LTIP period. The difference is multiplied by the corresponding pool percentage defined by the supervisory board at the commencement of the LTIP period. As a rule, this lies between 1% and 3%.</p> <p>At the start of the LTIP period, the supervisory board generally allocates the fixed pool share in equal portions to every member of the executive board based on the number of members of the executive board expected during the LTIP period. The dynamic pool share is individually calculated and, in the case of members of the executive board with responsibility for (operative) divisions, is allocated using the proportion of their division in total revenue in the last year of the LTIP period. In the case of other members of the executive board, the dynamic share depends on the development of the EPS development or the development of Group revenue.</p> <p>The minimum payment is EUR 0; payment is limited to a gross amount of EUR 2.0 million for regular members of the executive board and a gross amount of EUR 3.0 million for the Executive Board Chairperson. At its own equitable discretion, the supervisory board can resolve to settle the amount to be paid out in Nemetschek shares instead of a cash payout; in such a case, the supervisory board can require that the member of the executive board retain possession of the Nemetschek shares for the duration of one year.</p> <p>If a new member of the executive board is appointed, the supervisory board may, at its own equitable discretion, guarantee a certain percentage of the contractually agreed upon target amount of the LTIP and pay this amount in monthly installments for a limited period of time along with the fixed remuneration. In this case, the minimum payment corresponds to the guarantee.</p>
<p><b>Contribution to the long-term and sustainable development of the company</b></p>	<p>The supervisory board can decide that members of the executive board participate in a virtual SAR plan of the Nemetschek Group. The number of SARs is defined in an individual SAR agreement. SARs may only be allocated if the relative growth of the Nemetschek Group's revenue in the past financial year was equal to or higher than the arithmetic mean of the growth of the revenue of the international peer group of Nemetschek SE, as it was defined prior to the allocation of the corresponding SAR.</p> <p>SARs are virtual rights of subscription that can be granted as performance-based "performance SARs" or in the course of a new appointment of a member to the executive board as "new hire SARs".</p> <p>A term of four years is usually defined in the individual SAR agreements for the allocated SARs. Generally, it is possible to exercise 25% of each of the allocated SARs every year during this four-year period (vesting period). All SARs must generally be exercised within five years of the allocation date, otherwise they expire without compensation. At its own equitable discretion, the supervisory board has the right to adjust the vesting period and the exercise period for SARs which are to be allocated in the future.</p> <p>The amount of the payment is determined by multiplying the allocated SARs by the difference between the issue price and the exercise price. The issue price for a performance SAR generally corresponds to the average (arithmetic mean) of the closing prices of the Nemetschek share in Xetra trading on the Frankfurter Wertpapierbörse (Frankfurt securities exchange) in the last ten days of trading prior to the day of the resolution of the supervisory board concerning the allocation of performance SARs. The exercise price corresponds to the average price of the Nemetschek share in Xetra trading on the Frankfurter Wertpapierbörse (Frankfurt securities exchange) in the last ten days of trading prior to the day on which the notice of exercise is received. The payment amount is generally paid out in cash. Alternatively, the supervisory board can decide to settle the payment amount in Nemetschek shares instead.</p> <p>The minimum payment is EUR 0; the payment amount per SAR is limited to 100% of the issue price. Moreover, the payment resulting from the SAR plan is limited to a gross amount of EUR 3.0 million for regular members of the executive board and to a gross amount of EUR 6.5 million for the Executive Board Chairperson.</p>
<p><b>Maximum remuneration</b></p>	<p>Short- and long-term goals are aligned with the business strategy. The variable remuneration therefore sets incentives for the executive board to achieve operational goals in both the short and long term. In this manner, the supervisory board strategically incentivizes profitable growth of the individual segments, rewards individual nonfinancial services provided by the members of the executive board, especially in the area of sustainability, and generates value for the shareholders. The LTIP in this case incentivizes the growth of the individual divisions as well as the increase of profitability throughout the entire Group. The members of the executive board are required to act in the interest of both the shareholders and the broader stakeholders. Accordingly, appropriate incentives are set for the executive board.</p> <p>In accordance with Section 87a (1) Sentence 2 No. 1 AktG and the recommendations of the DCGK, the total remuneration is limited in terms of amount ("maximum remuneration") to a gross amount of EUR 9.5 million for the Executive Board Chairperson and to a gross amount of EUR 5.0 million for regular members of the executive board.</p> <p>The maximum remuneration comprises any remuneration of the members of the executive board, including any remuneration for management activities performed at the company's subsidiaries. The remuneration for external mandates is not included, unless such is directly linked to the services for the company.</p> <p>All remuneration items which are earned as a result of executive board activities in the financial year in question are included in the maximum remuneration, even if they are not to be paid out until a later point in time. The SARs are respectively allocated to the maximum remuneration in the financial year in which it is possible to exercise them for the first time.</p>
<p><b>Remuneration for internal and external mandates</b></p>	<p>Inasmuch as members of the executive board hold supervisory board mandates or comparable functions within the Group, the remuneration for such mandates is included in the remuneration structure in accordance with this remuneration system.</p> <p>Upon agreeing to external supervisory board mandates or comparable functions performed by a member of the executive board, the supervisory board also decides whether and to what extent this remuneration is to be allowed for.</p>

## 2 Members of the executive board in the 2024 financial year

In the 2024 financial year, the executive board of Nemetschek SE comprised the following members:

- » Yves Padrines, member and Chairperson of the Executive Board since March 1, 2022
- » Louise Öfverström, member of the executive board since January 1, 2023

In addition to their role on the executive board, members of the executive board can undertake further Group-internal management tasks and supervisory mandates, see notes to the consolidated financial statements [« Item 33 – Bodies of the company »](#), for which they may in part also receive remuneration. The remuneration that members of the executive board receive from Group companies is netted against the remuneration received as a member of the executive board of Nemetschek SE.

## 3 Remuneration granted and owed to active and former members of the executive board in the 2024 financial year

In accordance with Section 162 (1) AktG, the remuneration report must report the remuneration granted and owed to each individual member of the executive board in the past financial year. The terms are understood to mean the following:

- » The term “granted” means the de facto inflow of the remuneration component.
- » The term “owed” means all legally established liabilities relating to remuneration components that are due but have not yet been fulfilled.

The following remuneration tables show the remuneration granted and owed to active members of the executive board in the 2024 financial year. Moreover, for the purpose of comparison, the remuneration granted and owed for the 2023 financial year is also shown. The tables thus contain all amounts that individual members of the executive board received de facto during the respective reporting period (remuneration granted) as well as all remuneration legally due but not yet received (remuneration owed). Generally speaking, the remuneration component is received de facto if the assessment period for the remuneration component was fully concluded within the reporting year. The point in time that the actual payment was made is therefore not relevant.

Accordingly, for the 2024 financial year, the following is classed as remuneration granted and owed:

- » The fixed remuneration and the additional components paid out in the 2024 financial year
- » The STIP for the 2024 financial year, which is paid out at the beginning of the 2025 financial year
- » The payment amount resulting from the 2022 – 2024 LTIP tranche, which is paid out at the beginning of the 2025 financial year.

In addition, the remuneration tables show the relative share of all fixed and variable remuneration components in the total remuneration. The relative shares specified here refer to the remuneration components granted and owed in the respective financial year in accordance with Section 162 (1) AktG.

## Remuneration of active members of the executive board

### Tabular overview: Remuneration granted and owed in the 2024 financial year

The numbers are rounded mathematically. As a result, slight deviations may occur during calculation.

		<b>Yves Padrines</b> (since March 1, 2022)			
		2024		2023	
		in EUR thousand	as % of TR	in EUR thousand	as % of TR
	Basic remuneration	735	43	735	35
	Fringe Benefits <sup>1)</sup>	38	2	32	1
Fixed remuneration	<b>Total fixed remuneration</b>	<b>773</b>	<b>45</b>	<b>767</b>	<b>36</b>
	2023 STIP	–	–	537	25
	2024 STIP	942	55	–	–
	2023 – 2025 LTIP guarantee	–	–	840 <sup>3)</sup>	39
	2022 – 2024 LTIP	0 <sup>2)</sup>	0	–	–
Variable remuneration	<b>Total variable remuneration</b>	<b>942</b>	<b>55</b>	<b>1,377</b>	<b>64</b>
<b>Total remuneration granted and owed</b>		<b>1,715</b>	<b>100</b>	<b>2,144</b>	<b>100</b>

1) The additional components include a company car as well as subsidies for health and long-term care insurance.

2) The advance payment of EUR 700,000 made in the 2022 financial year was deducted.

3) In the 2023 remuneration report, the guarantees agreed with Yves Padrines on the LTIP were already presented as remuneration granted for the 2023 allocation year.

		<b>Louise Öfverström</b> (seit 1. Januar 2023)			
		2024		2023	
		in EUR thousand	as % of TR	in EUR thousand	as % of TR
	Basic remuneration	500	42	500	41
	Fringe Benefits <sup>1)</sup>	32	3	40 <sup>2)</sup>	3
Fixed remuneration	<b>Total fixed remuneration</b>	<b>532</b>	<b>45</b>	<b>540</b>	<b>45</b>
	2023 STIP advance payment	–	–	250	21
	2023 STIP	–	–	116	10
	2023 – 2025 LTIP guarantee	–	–	300	25
	2024 STIP	650	55	–	–
Variable remuneration	<b>Total variable remuneration</b>	<b>650</b>	<b>55</b>	<b>666</b>	<b>55</b>
<b>Total remuneration granted and owed</b>		<b>1,182</b>	<b>100</b>	<b>1,206</b>	<b>100</b>

1) The additional components include a company car as well as subsidies for health and long-term care insurance.

2) The additional components include a subsidy for moving expenses in the amount of EUR 8,937.38.

### Performance criteria for variable remuneration

#### STIP

The supervisory board of Nemetschek SE agreed upon STIP targets with each member of the executive board for the 2024 financial year. The targets are tailored to the corresponding responsibilities of the members of the executive board and contribute to the higher-level target of delivering strong annual financial and non-financial performance to support the long-term corporate strategy

and long-term value creation. The target figures are defined by the supervisory board based on the budget planning and are set out in the following table. Up to two threshold values are generally specified for the financial targets. Up to the lower threshold value, the payment entitlement for the respective performance criterion is zero. Between the lower threshold value and the upper threshold value, which generally corresponds to 100% target achievement, the corresponding bonus amount defined by the supervisory

board for the financial year is paid out per unit achieved. A unit is defined in cents per share for the EPS target and in EUR million in the case of other financial targets. If the upper threshold value is exceeded, an accelerator is activated; a higher, predefined amount is paid out per unit achieved. An additional modifier reflects the significance of the strategic transformation toward a business model based on subscriptions and SaaS (software as a service). The modifier sets the achievement of the overall target for revenue and EBITDA development in relation to the achievement of the proportional subscription and SaaS transformation goals, which are defined for the Nemetschek Group on the basis of sales figures. Nonfinancial targets are defined on the basis of the strategic targets of the Nemetschek Group, whereby performance criteria arising from ESG (environment, social, governance) areas are also taken into consideration. Percentual target achievement is not limited; albeit there is a maximum amount set for the actual payment

amount in accordance with the contractually agreed upon remuneration system. For the 2024 STIP, the following nonfinancial targets were defined: the setup and implementation of an end-to-end system for net revenue retention (NRR), employee retention support, succession planning and the setup of a structure and tools to enable effective sustainability reporting/CSRD readiness and the Transformation Group IT/ERP Roadmap.

The following tables show the performance criteria, including the corresponding threshold and target values, target achievement and respective payment amounts for Yves Padrines and Louise Öfverström as well as the corresponding STIP caps. The financial and nonfinancial performance criteria as well as the bonus amount linked to the respective target achievement were defined as of the start of the 2024 financial year. Target achievement was determined after the end of the financial year.

		<b>Yves Padrines 2024 STIP</b>			
		Threshold/Target		Target achievement	
Performance Criteria		Threshold	Target	2024 actual value	Partial payment amount
	Nemetschek Group Revenues	EUR 850.0m	EUR 965.0m	EUR 995.6m	–
	Nemetschek Group EBITDA	EUR 255.0m	EUR 300.0m	EUR 301.0m	–
	Modifier Nemetschek Group Subscription & SaaS	–	EUR 566.7m	EUR 567.8m	–
	Partial payment amount Nemetschek Group financial performance targets after modifier	–	–	–	EUR 812.159
Financial targets	Special Revenue focus target Media & Entertainment Division	EUR 110.0m	EUR 130.0m	EUR 120.1m	EUR 20,174
	Development and implementation of a consistent system for net revenue retention (NRR )	–	100%	EUR 25,000	EUR 25,000
	Promotion of employee retention	–	<10%	<10%	EUR 50,000
	Succession planning at top management level	–	100%	EUR 20,000	EUR 20,000
Non-financial targets (ESG)	Development of structure and tools to enable effective sustainability reporting / CSRD readiness	–	100%	EUR 15,000	EUR 15,000
<b>Total target amount at 100% target achievement</b>					<b>EUR 765,000</b>
<b>Total target achievement</b>					<b>EUR 942,333</b>
<b>STIP minimum</b>					<b>EUR 0</b>
<b>STIP cap</b>					<b>EUR 1,147,500</b>
<b>2024 STIP payment amount</b>					<b>EUR 942,333</b>



		<b>Louise Öfverström</b> 2024 STIP			
		Threshold/Target		Target achievement	
Performance Criteria		Threshold	Target	2024 actual value	Partial payment amount
	Nemetschek Group Revenues	EUR 850.0m	EUR 965.0m	EUR 995.6m	–
	Nemetschek Group EBITDA	EUR 255.0m	EUR 300.0m	EUR 301.0m	–
	Modifier Nemetschek Group Subscription & SaaS	–	EUR 566.7m	EUR 567.8m	–
	Partial payment amount Nemetschek Group financial performance targets after modifier	–	–	–	EUR 329,654
Financial targets	EPS in cent per share	EUR 1.50	EUR 1.60	EUR 1,64	EUR 200,000
	Setup of a net sales retention system	–	100%	EUR 25,000	EUR 25,000
	Promotion of employee retention	–	< 10 %	< 10 %	EUR 50,000
	Transformation Group IT/ERP Roadmap	–	100%	EUR 30,000	EUR 30,000
Non-financial targets (ESG)	Development of structure and tools to enable effective sustainability reporting / CSRD readiness	–	100%	EUR 15,000	EUR 15,000
<b>Total target amount at 100% target achievement</b>					<b>EUR 500,000</b>
<b>Total target achievement</b>					<b>EUR 649,654</b>
<b>STIP minimum</b>					<b>EUR 0</b>
<b>STIP cap</b>					<b>EUR 750,000</b>
<b>2024 STIP payment amount</b>					<b>EUR 649,654</b>

## LTIP

### 2022 – 2024 LTIP

The 2022 – 2024 LTIP had a term of three years and was paid out at the beginning of the 2025 financial year. The 2022 – 2024 LTIP consists of two LTIP pools, a fixed one and a dynamic one. The first step is to calculate the volume of the fixed and dynamic LTIP pools using the adjusted EBITA as a relevant financial criterion. For this, the actual value of the reference year (last year prior to commencement of the LTIP term (2021)) is deducted from the actual value of the last year of the LTIP period (2024). The difference is multiplied by the respective pool percentage rate defined by the supervisory board at the commencement of the LTIP period. The pool percentage rate for the 2022 – 2024 LTIP was specified by the supervisory board as 1% for the fixed LTIP pool and 2% for the dynamic LTIP pool. The fixed LTIP pool and the dynamic LTIP pool were subsequently allocated to the respective members of the executive board. At the start of the LTIP period, the supervisory board generally allocates the fixed pool share in equal portions to every member of the executive board based on the number of members of the executive board expected during the LTIP period of the active members of the executive board, only Yves Padrines participated in the 2022 – 2024 LTIP. A fixed pool share of 25% was defined for Yves Padrines. The dynamic pool share is individually calculated and, in the case of members of the executive board with responsibility for (operative) divisions, is allocated using the proportion of their division in total revenue in the last year of the LTIP period. For Yves Padrines as Chairper-

son of the Executive Board, a dynamic pool share of 30% was defined. The LTIP payment amount for the 2022 – 2024 LTIP was limited to EUR 1,300,590 for Yves Padrines. Louise Öfverström did not participate in the 2022 – 2024 LTIP.

Short- and long-term goals are aligned with the business strategy of the enterprise. The long-term variable remuneration promotes sustainable dedication and commitment on the part of the members of the executive board and provides incentives for sustainable value creation in alignment with the interests of the shareholders, as well as providing incentives for the achievement of strategic and financial goals.

For the 2022 – 2024 LTIP, the total fixed LTIP pool amounts to EUR 1,250,000 and the total dynamic LTIP pool amounts to EUR 2,500,000. In the case of 100% EBITA target achievement, in accordance with the above percentual shares, Yves Padrines is allocated EUR 313,000 from the fixed LTIP pool and EUR 750,000 from the dynamic LTIP pool. As per the provision created in the 2022 remuneration system for new members of the executive board, Yves Padrines is guaranteed 80% of the target amount of the 2022 – 2024 LTIP, i.e. a figure in the amount of EUR 700,000, as a minimum amount. This guaranteed minimum amount was already paid out together with the monthly fixed remuneration in ten equal monthly installments in the 2022 financial year. The adjusted EBITA of the Nemetschek Group amounted to EUR 275,419,041 in the 2024 financial year. Consequently, a total payment amount of EUR 700,00 resulted from the 2022 – 2024 LTIP for Yves Padrines. Given the advance payment of a minimum

amount of EUR 700,000, a remaining payment amount of EUR 0 results for the 2022 – 2024 LTIP for Yves Padrines.

#### Currently allocated LTIP programs

Yves Padrines and Louise Öfverström are participating in the 2023 – 2025 LTIP as well as in the 2024 – 2026 LTIP. Target definitions, target achievements and payment amounts are respectively reported in the remuneration report for the financial year in which the respective LTIP period ends and thus the performance for the respective LTIP tranche was delivered in full.

#### SAR plan

In the 2024 financial year, the allocation of SARs did not result in any remuneration granted or owed.

The amount of the payment resulting from the SARs is determined by multiplying the number of allocated SARs by the difference between the issue price and the exercise price.

The issue price for a performance SAR generally corresponds to the average (arithmetic mean) of the closing prices of the Nemetschek share in Xetra trading on the Frankfurter Wertpapierbörse (Frankfurt securities exchange) in the last ten days of trading prior to the day of the resolution of the supervisory board concerning the allocation of performance SARs. In the case of new hire SARs, the issue price corresponds to the average (arithmetic mean) of the closing prices of the Nemetschek share in Xetra trading on the Frankfurter Wertpapierbörse (Frankfurt securities exchange) in the last 200 days of trading prior to the day of the allocation of the SARs.

The exercise price for an SAR corresponds to the average price of the Nemetschek share in Xetra trading on the Frankfurter Wertpapierbörse (Frankfurt securities exchange) in the last ten days of trading prior to the day on which the notice of exercise is received. The payment amount is generally paid out in cash. Alternatively, the supervisory board can decide to settle the payment amount in Nemetschek shares instead. The payment amount per SAR is limited to 100% of the issue price; as a result, the issue price and the maximum payment amount are respectively identical in the following tables.

In the year 2022, the supervisory board allocated Yves Padrines 200,000 new hire SARs and 200,000 performance SARs with the following framework conditions, which are reported as remuneration granted or remuneration owed as soon as Yves Padrines has exercised exercisable new hire SARs or performance SARs and a corresponding payment is made by the company or is due, or the payment amount is settled using Nemetschek shares.

#### TABULAR OVERVIEW: ALLOCATED SARs IN THE 2022 FINANCIAL YEAR

	Issue Price	Vesting Period	Maximum Payment Amount
New Hire SARs	EUR 75.00 per SAR	25% each as of July 1, 2023, July 1, 2024, July 1, 2025, July 1, 2026	EUR 75.00, gross, per SAR
Performance SARs	EUR 57.81 per SAR	25% each as of July 1, 2023, July 1, 2024, July 1, 2025, July 1, 2026	EUR 57.81, gross, per SAR

Yves Padrines did not exercise any SARs in the 2024 financial year which were or became exercisable in the 2024 financial year. The supervisory board adjusted the expiration period for the SARs of Yves Padrines granted in 2022 in accordance with the remuneration system as follows: all SARs must generally be exercised within five years after vesting instead of within five years after the date on which the allocation was applied. Otherwise, they expire without compensation in accordance with the provisions of the remuneration system.

In the 2023 financial year, the supervisory board allocated Yves Padrines 100,000 performance SARs and allocated Louise Öfverström 40,000 new hire SARs and 40,000 performance SARs, which are reported as remuneration granted or remuneration owed as soon as the members of the executive board have exercised exercisable new hire SARs or performance SARs and a corresponding payment is made by the company or is due, or the payment amount is settled using Nemetschek shares.

#### TABULAR OVERVIEW: ALLOCATED SARs IN THE 2023 FINANCIAL YEAR

	Issue Price	Vesting Period	Maximum Payment Amount
New Hire SARs	EUR 53.71 per SAR	25% each as of April 1, 2024, April 1, 2025, April 1, 2026, April 1, 2027	EUR 53.71, gross, per SAR
Performance SARs	EUR 55.10 per SAR	25% each as of April 1, 2024, April 1, 2025, April 1, 2026, April 1, 2027	EUR 55.10, gross, per SAR

Neither Yves Padrines nor Louise Öfverström exercised any SARs in the 2024 financial year which were or became exercisable in the 2024 financial year.

The supervisory board did not allocate any performance SARs to Yves Padrines or Louise Öfverström in the 2024 financial year.

### Remuneration of former members of the executive board

In accordance with Section 162 (1) AktG, remuneration granted and owed to former members of the executive board must also be reported.

### Benefit commitments to members of the executive board whose appointment ended in the 2023 financial year

Viktor Várkonyi's office as a member of the executive board was prematurely terminated with effect as of the end of June 30, 2023. Nemetschek SE and Viktor Várkonyi concluded a settlement agreement for this reason. In accordance with this settlement agreement, Viktor Várkonyi's service contract continued until June 30, 2024. During this period, Nemetschek SE continued to pay the previous monthly fixed salary. No further remuneration was granted or owed to Viktor Várkonyi in the 2024 financial year. More detailed information on the settlement agreement with Viktor Várkonyi is provided in the remuneration report for the 2023 financial year.

### Tabular overview: Remuneration granted and owed in the 2024 financial year

The numbers are rounded mathematically. As a result, slight deviations may occur during calculation.

		Viktor Várkonyi (until June 30, 2023)			
		2024		2023	
		in EUR thousand	as % of TR	in EUR thousand	as % of TR
Fixed remuneration	Basic Remuneration	200 <sup>1)</sup>	38	400	61
	Fringe benefits	46 <sup>2)</sup>	9	42	6
	<b>Total fixed remuneration</b>	<b>246</b>	<b>46</b>	<b>442</b>	<b>67</b>
	STIP 2023	–	–	107	16
Variable remuneration	Additional payment in accordance with the settlement agreement	285 <sup>3)</sup>	54	107	16
	STIP 2024	–	–	–	–
	<b>Total variable remuneration</b>	<b>285</b>	<b>–</b>	<b>214</b>	<b>33</b>
	<b>Total remuneration granted and owed</b>	<b>531</b>	<b>100</b>	<b>656</b>	<b>100</b>

1) Viktor Várkonyi had a contractual claim in 2024 a contractual claim in the amount of EUR 200,000. He received a pro rata salary of EUR 140,000 from Graphisoft SE and, in accordance with the settlement agreement, EUR 60,000 pro rata until June 30, 2024 from Nemetschek SE.

2) In 2024, Viktor Várkonyi received fringe benefits for a company car and subsidies for health and long-term care insurance amounting to HUF 17,984,277 from Graphisoft SE. The amount was converted into EUR at the monthly closing rate on July 1, 2024 in accordance with the European Central Bank. He did not receive any fringe benefits from Nemetschek SE.

3) Viktor Várkonyi received a severance payment of EUR 285,500 from Graphisoft SE in 2024.

### Compliance with the 2022 remuneration system

The relative proportions of the individual remuneration components within the total remuneration targeted, based on 100% achievement of targets by Louise Öfverström, deviates by a few percentage points from the relative proportions specified in the 2022 remuneration system. The deviations were accepted by the supervisory board since it was in the company's interest in recruiting the CFO profile needed for the company's strategic direction. There were no further deviations within the scope of Section 162 (1) Sentence 2 No. 5 AktG within the meaning of Section 87a (2) Sentence 2 AktG.

### Maximum remuneration

The 2022 remuneration system, which applies to Yves Padrines and Louise Öfverström for the 2024 financial year, provides for a maximum remuneration in the gross amount of EUR 9.5 million for the Executive Board Chairperson and in the gross amount of EUR 5.0 million for regular members of the executive board. On the basis of the individual service contracts of the active members of the executive board, the following maximum remunerations result accordingly for the 2024 financial year: in the case of Yves Padrines, a gross amount of EUR 9.5 million\* and, in the case of Louise Öfverström, a gross amount of EUR 5.0 million. The individual service contract of former member of the executive board Viktor Várkonyi provides for a gross amount of EUR 2.8 million as the maximum remuneration. As the 2024 –2026 LTIP and the SAR plan for Yves Padrines and Louise Öfverström are also part of the maximum remuneration for the 2024 financial year, the company will report on how the maximum remuneration for the 2024 financial year was applied, specifically in the remuneration report of the financial year in which these remuneration components are granted and/or owed. The SARs are retroactively assigned to the maximum remuneration for the 2024 financial year if and to the extent that they can be exercised for the first time in the 2024 financial year. Since there will be no further payments to Viktor Várkonyi based on the 2022 –2024 LTIP or SAR plans, today Nemetschek already reports that the maximum remuneration defined for Viktor Várkonyi for the 2024 financial year was adhered to.

### Observance of the maximum remuneration for the 2022 financial year

As of the end of the LTIP period of the 2022 – 2024 LTIP, it was also possible to determine observance of the maximum remuneration for the 2022 financial year. It is to be concluded that no amount applicable to a member of the executive board exceeded the maximum remuneration for the 2022 financial year.

From the following table, it can be inferred that, for every member of the executive board in office in the 2022 financial year, the remuneration for the 2022 financial year is below the respectively applicable maximum remuneration.

### TABULAR OVERVIEW: OBSERVANCE OF MAXIMUM REMUNERATION FOR THE 2022 FINANCIAL YEAR

Members of the Executive Board in office as at December 31, 2024	Remuneration granted and owed	Maximum remuneration within the meaning of Section 87a (1) sentence 2 no. 1 AktG
Yves Padrines	EUR 1.988m	EUR 9.5m
Louise Öfverström <sup>1)</sup>	-	EUR 5m
Viktor Várkonyi <sup>2)</sup>	EUR 1.489m	EUR 2.8m

1) In the 2022 financial year, Louise Öfverström was not yet a member of the executive board.

2) Viktor Várkonyi's employment ended as of June 30, 2023.

For former members of the executive board Viktor Várkonyi and Jon Elliott, it was already reported in the remuneration report for the 2023 financial year that the maximum remuneration for the 2022 and 2023 financial years respectively was adhered to.

### Benefits and benefit commitments to members of the executive board in case of premature termination

In the case of the revocation of the appointment for good cause, where this does not simultaneously justify extraordinary termination of the employment contract, as well as in the case of resignation of office, the employment contracts of members of the executive board end upon expiration of a notice period of twelve months from the end of the month or – if this point in time arises earlier – upon expiration of the regular term of the employment contract.

In such cases, the company is entitled to release the member of the executive board from their duties while continuing to pay the pro-rata fixed remuneration. In deviation of this, the supervisory board can resolve to additionally allow the STIP and LTIP to continue in case of an assumed target achievement of 100%, as well as allow the SARs to continue. Severance payments must not exceed the value of one year's remuneration or the total remuneration for the remaining term of the service contract. For the calculation of the severance cap, the total of the fixed salary and the payment amount of the STIP in case of 100% target achievement is used as a basis. In deviation of this, the supervisory board can also resolve to include the LTIP in case of 100% target achievement. Claims arising from the exercising of SARs are not taken into consideration for the calculation of any possible severance pay. There is, however, no general entitlement to severance pay.

### Benefit commitments to members of the executive board in case of regular termination of activities

A post-contractual non-compete clause of twelve months, which, however, can be waived by Nemetschek SE, was agreed upon with Viktor Várkonyi, Louise Öfverström and Yves Padrines. In the case of Viktor Várkonyi, it was mutually agreed to waive the

\*In the remuneration reports for the 2022 and 2023 financial years, due to an editorial error, a gross amount of EUR 5.0 million instead of EUR 9.5 million was specified as the applicable maximum remuneration for Yves Padrines.

post-contractual non-compete clause. If the post-contractual non-compete clause is retained after the contract ends, Yves Padrines will receive as compensation 50% of his last fixed basic salary and 50% each of the STIP and LTIP payment amount based on 100% target achievement. Louise Öfverström will receive as compensation in such a case 50% of her last fixed basic salary and 50% of the STIP payment amount based on 100% target achievement.

### No clawbacks in the 2024 financial year

In accordance with the 2022 remuneration system, the supervisory board is entitled to demand that members of the executive board return payments received as a result of the STIP and LTIP if it later becomes apparent that the payment, in whole or in part, was made erroneously because targets were not actually met, or not met in the scope assumed, as this assumption was made on the basis of incorrect information when the payment amount was determined ("performance clawback"). Moreover, the supervisory board is entitled to demand that the members of the executive board return payments received as a result of the STIP and LTIP if, within the assessment period, the member of the executive board provides an important reason within the context of § 84 Section 3 AktG for the member's withdrawal or if the actions of the member of the executive board are not approved by the annual general meeting. Also in the case of a grave breach of duty or breach of compliance with company-internal codes of behavior committed by a member of the executive board within the assessment period, repayment may be demanded ("compliance clawback").

In the service contracts of Yves Padrines, Louise Öfverström and Viktor Várkonyi, there are provisions for corresponding performance and compliance clawbacks in connection with payments arising from the STIP and LTIP. In the 2024 financial year, no circumstances became known that would have entitled Nemetschek SE to make use of the clawback provisions.

## Remuneration of the members of the supervisory board

### 1 Current remuneration system

Section 113 (3) AktG stipulates that, in the case of listed companies, the annual general meeting is to resolve no less than every four years on the remuneration for the members of the supervisory board. On May 12, 2022, the supervisory board and executive board presented the remuneration system for the supervisory board to the annual general meeting for resolution. This annual general meeting confirmed the remuneration with 99.86% of the votes cast and approved the remuneration system.

The remuneration of members of the supervisory board is governed in Section 15 of the Articles of Incorporation of Nemetschek

SE. On May 12, 2022, the annual general meeting approved an amendment to the supervisory board remuneration. The amendments include an attendance fee and became effective on May 25, 2022, upon registration of the amended Articles of Incorporation with the commercial register. The Articles of Incorporation are publicly available online at <https://ir.Nemetschek.com/articles>.

According to the Articles of Incorporation, 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 chairperson of the supervisory board receives a fixed remuneration in the amount of EUR 200,000. For membership in a supervisory board committee, every member receives an additional remuneration of EUR 15,000 and the chairperson EUR 30,000 for every full financial year of their belonging to such a committee. No additional remuneration is granted for serving as a member or chairperson of a nomination committee. 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 proportionally rounded to full months. Proportional remuneration by time for committee activities requires that the committee in question holds one session in the corresponding time period for the fulfillment of its duties.

The company pays every member of the supervisory board an attendance fee of EUR 4,000 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.

Nemetschek SE reimburses every member of the supervisory board for any value-added tax on their earnings. The limitation to fixed remuneration takes into account the supervisory board's duties and provides an incentive for the supervisory board to appropriately scrutinize the management activities of the executive board while undertaking its monitoring and advisory duties without focusing primarily on the development of operational key figures. Moreover, the limitation to fixed remuneration corresponds to Recommendation G18 Sentence 1 DCGK.

Furthermore, all members of the supervisory board are reimbursed for any expenses that they incur in connection with supervisory board duties, and, in addition, all member of the supervisory board are included in the pecuniary damage liability insurance for members of the governing bodies and certain Nemetschek Group employees. The premiums for this are paid by Nemetschek SE.

In accordance with Section 15 (5) of the Articles of Incorporation, the remuneration for members of the supervisory board for the 2024 financial year is due on the day after the end of annual general meeting at which approval of the actions of the supervisory board is resolved upon.



## 2 Remuneration granted and owed in the 2024 financial year

The following table shows the remuneration individually granted and owed to every member of the supervisory board for the 2024 financial year. The term remuneration “granted and owed” is understood to mean the same as in the context of the remuneration of the executive board. The remuneration reported in the table for the 2024 financial year comprises the amounts payable

for the supervisory board activities undertaken in the 2024 financial year, which will be paid after the 2025 regular annual general meeting that resolves upon approving the actions of the supervisory board during the 2024 financial year.

The amount of remuneration granted and owed to the supervisory board totaled EUR 1,108,000 in the 2024 financial year (compared to EUR 1,104,000 in the 2023 financial year).

	2024				2023	
	Fix		Attendance fee		Total	Total
	in EUR thousand	as % of Total	in EUR thousand	as % of Total	in EUR thousand	in EUR thousand
Kurt Dobitsch Chairman of the Supervisory Board	215	87	32	13	247	247
Dr. Gernot Strube Deputy Chairman of the Supervisory Board	155	83	32	17	187	187
Iris Helke (since July 1, 2023) Chairperson of the Audit Committee	170	84	32	16	202	109
Patricia Geibel-Conrad (until June 30, 2023)	–	–	–	–	–	93
Bill Krouch	140	90	16	10	156	156
Christine Schöneweis	140	90	16	10	156	156
Prof. Dr. Andreas Söffing	140	88	20	13	160 <sup>1)</sup>	156

1) Prof. Andreas Söffing participated in an audit committee meeting as a guest in the 2024 financial year.

## Comparative representation

The following table shows a comparison of the percentage change in the remuneration of members of the executive board and supervisory board alongside the earnings development and the average remuneration of Nemetschek Group employees (including managing directors of brands, employees with limited contracts, trainees and employees on paid leave) on a full-time equivalent (FTE) basis compared to the previous year. The earnings development is presented based on the financial performance indicators of revenue

and operating result (EBITDA), as well as the net loss/net income for the year. For the comparison with the development of the average remuneration of employees, the development of the remuneration of employees worldwide is used as a basis. The figure is calculated by taking the global wage and salary payments, see notes to the consolidated financial statements [« Item 4 Personnel expenses »](#), adjusted by the remuneration for governing bodies, and dividing them by the average number of employees over the year (FTEs).

### ANNUAL CHANGE IN % <sup>1)</sup>

	Change 2021 vs. 2020	Change 2022 vs. 2021	Change 2023 vs. 2022	Change 2024 vs. 2023
<b>Executive Board Remuneration <sup>2)</sup></b>				
Yves Padrines <sup>3)</sup>	–	–	+7,8%	-20%
Louise Öfverström <sup>3)</sup>	–	–	–	-2,0%
Jon Elliott <sup>4)</sup>	+79,0%	+6,3%	-61,7%	–
Viktor Várkonyi <sup>4)</sup>	+82,4%	-24,9%	-55,9%	-19,1%
Dr. Axel Kaufmann	+30,0%	-6,1%	+40,6%	–
<b>Supervisory Board Remuneration <sup>2)</sup></b>				
Kurt Dobitsch	0%	+3,5%	-4,5%	0.0%
Dr. Gernot Strube <sup>3)</sup>	–	–	+42,4%	0.0%
Iris Helke <sup>3)</sup>	–	–	–	0.0%
Patricia Geibel-Conrad <sup>3) 4)</sup>	–	–	-34,2%	–
Bill Krouch	0%	-10,0%	-13,3%	0.0%
Christine Schöneweis <sup>3)</sup>	–	–	+48,1%	0.0%
Prof. Dr. Andres Söffing <sup>3)</sup>	–	–	+48,1%	+2,5%
<b>Earnings performance</b>				
Nemetschek Group revenues	+14,2%	+17,7%	+6,2%	+16,9%
Nemetschek Group operating result (EBITDA)	+28,8%	+15,8%	+0,3%	+16,8%
Nemetschek SE net income/loss for the year	+9,5%	-63,2%	+414,7%	+141,8%
Nemetschek Group net income/loss for the year	+40,2%	+20,6%	-0,7%	+9,0%
<b>Staff</b>				
Personnel expenses per FTE	+4,7%	+7,9%	+4,8%	+4,6%

1) Four-year comparison period in accordance with the transitional provision of Section 26 (2) Sentence 2 of the Introductory Act to the Stock Corporation Act (Einführungsgesetz zum Aktiengesetz – EGAktG).

2) Remuneration "granted" and "owed" within the meaning of Section 162 (1) AktG.

3) A comparison to the previous year is not always possible due to new entry during the year.

4) Termination of office in the 2023 financial year.

Munich, March 14, 2025

Executive board and supervisory board

Translation – the German text is authoritative

## **Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG**

To Nemetschek SE, Munich

### **Opinion**

We have formally audited the remuneration report of the Nemetschek SE, Munich, for the financial year from January 1 to December 31, 2024 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

### **Basis for the opinion**

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870 (09.2023)). Our responsibility under that provision and that standard is further described in the “Auditor’s Responsibilities” section of our auditor’s report. As an audit firm, we have complied with the requirements of the IDW Quality Management Standard: Requirements to quality management for audit firms [IDW Qualitätsmanagementstandard - IDW QMS 1 (09.2022)]. We have complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer - BS WP/vBP], including the requirements for independence.

### **Responsibility of the Management Board and the Supervisory Board**

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material mis-statement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

### **Auditor’s Responsibilities**

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor’s report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report. In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Munich, March 14, 2025

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

sgd. Katharina Deni Wirtschaftsprüfer (German Public Auditor)	sgd. Sebastian Stroner Wirtschaftsprüfer (German Public Auditor)
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