

## **Remuneration system for members of the supervisory board**

### **1. Contribution of the remuneration to promoting the business strategy and for the long-term development of Nemetschek SE**

With regard to its structure as well level, the supervisory board remuneration accounts for the requirements of the office of supervisory board member of Nemetschek SE, in particular, the demands in terms of the time involved and in terms of the responsibilities involved. The remuneration is structured in keeping with market conventions and its level is – also compared to the remuneration of the members of supervisory boards of comparable listed companies in Germany – is appropriately commensurate to the responsibilities of the members of the supervisory board and to the position of Nemetschek SE. The remuneration makes it possible to gain suitable and qualified candidates for the office of supervisory board member. As a result, the remuneration of the supervisory board contributes to enabling the supervisory board as a whole to perform its duties of duly and competently monitoring and advising the executive board. The restriction to a fixed remuneration is in keeping with the responsibilities of the supervisory board. In the performance of their monitoring and advisory tasks, the restriction serves as an incentive for supervisory board members to appropriately question the company management of the executive board without primarily concentrating on the development of key operating figures for orientation. Together with the executive board, the supervisory board thus supports the business strategy as well as the long-term development of Nemetschek SE. Moreover, the restriction to a fixed remuneration corresponds to Recommendation G.18 Sentence 1 of the German Corporate Governance Code.

### **2. Remuneration components**

The remuneration of members of the supervisory board comprises a fixed remuneration.

The fixed annual remuneration of the members of the supervisory board is in the amount of EUR 200,000. The chairman of the supervisory board receives a fixed remuneration in the amount of EUR 250,000, the deputy chairman receives a fixed remuneration in the amount of EUR 225,000. Thus, the remuneration of the members of the supervisory board also appropriately reflects Recommendation G.17 of the German Corporate Governance Code, according to which the larger time commitment of the chairman and deputy chairman of the supervisory board are to be appropriately accounted for. Members of the supervisory board who have not been on the supervisory board for a full year receive remuneration proportional to the time they have been on the supervisory board.

In addition, the members of the supervisory board receive reimbursement for all expenses. Moreover, the members of the supervisory board are included in a directors' and officers' pecuniary damage liability insurance, which is in the interest of the company and taken out by Nemetschek SE for institutions and certain employees of the Nemetschek Group ("D&O insurance"). Finally, the members of the supervisory board receive the value-added tax on their earnings.

### **3. Procedure for determining and implementing as well as evaluating the remuneration system**

The annual general meeting determines the supervisory board remuneration at the suggestion of the executive board and supervisory board in the articles of association or by means of adopting a resolution. The current supervisory board remuneration is regulated in § 15 of the articles of association of Nemetschek SE.

The annual general meeting resolves on the remuneration of the supervisory board at least every four years. For this, a resolution is also permissible which confirms the existing remuneration. In preparation for the resolution of the annual general meeting, the executive board and supervisory board respectively check whether the supervisory board remuneration continues to be in the interest of Nemetschek SE and is appropriate, especially in view of its level and structure. If required, the executive board and supervisory board propose a suitable adjustment of the remuneration to the annual general meeting.