

**NEMETSCHKE  
GROUP**

**INNOVATIVE / ETHICAL / TRUSTWORTHY**  
**AI built by Nemetschek**

**INVITATION TO THE  
REGULAR ANNUAL  
GENERAL MEETING**

**2024**



**Nemetschek SE**  
**Munich**

– ISIN: DE 0006452907 –  
– WKN: 645290 –

We invite our shareholders to attend the  
**ordinary Annual General Meeting,**

**on Thursday, May 23, 2024, at 10:00 a.m. (CEST; 8:00 a.m. UTC)**

at the hbw ConferenceCenter Haus der Bayerischen Wirtschaft, Europasaal, Max-Joseph-Straße 5, 80333 Munich.

I. Agenda

**1. Submission of the adopted annual financial statements, the approved consolidated financial statements, the combined management report for Nemetschek SE and the Group, the explanatory report of the Executive Board on the disclosures pursuant to Section 289a and Section 315a of the German Commercial Code (Handelsgesetzbuch – HGB) as well as the report of the Supervisory Board for the 2023 financial year.**

The aforementioned documents are available on the company website at [ir.nemetschek.com/agm](http://ir.nemetschek.com/agm). They will also be available there during the Annual General Meeting. The aforementioned documents will be explained by the Executive Board at the Annual General Meeting and – in respect of the report of the Supervisory Board – by the chairman of the Supervisory Board.

The corporate governance statement pursuant to Sections 289f, 315d HGB is available on the company website at [ir.nemetschek.com/cgd](http://ir.nemetschek.com/cgd). The non-financial statement in accordance with Section 289b HGB constitutes part of the combined management report.

The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Executive Board. The annual financial statements are thus adopted in accordance with Section 172 sentence 1, 1st half-sentence German Stock Corporation Act (Aktiengesetz – AktG).<sup>\*</sup> In accordance with the statutory provisions, no resolution is therefore required on this item of the agenda.

**2. Resolution on the appropriation of net retained profits for the 2023 financial year**

The Executive Board and Supervisory Board propose that the net retained profits of Nemetschek SE from the past financial year 2023 in the amount of EUR 368,958,906.34 be appropriated as follows:

**USE OF THE BALANCE SHEET PROFIT**

	EUR
Payment of a dividend of EUR 0.48 per no-par value share entitled to a dividend (115,500,000 shares)	55,440,000.00
Retained profits brought forward	313,518,906.34
<b>Net retained profits</b>	<b>368,958,906.34</b>

This proposed resolution takes into account the no-par value shares entitled to a dividend at the time the Annual General Meeting was convened. Should their number change prior to the Annual General Meeting, a correspondingly adjusted resolution proposal will be put to the vote at the Annual General Meeting, which will continue to provide for a dividend of EUR 0.48 per no-par value share entitled to a dividend. In such a case, the amount attributable to non-dividend-bearing shares will be carried forward to new account.

The entitlement to the dividend is due on the third business day following the resolution of the Annual General Meeting pursuant to Section 58 (4) sentence 2 German Stock Corporation Act (AktG).

**3. Resolution on the approval of the actions of the Executive Board for the 2023 financial year**

The Executive Board and Supervisory Board propose that formal approval of the actions of the members of the Executive Board of Nemetschek SE in office in the 2023 financial year be granted for this period.

<sup>\*</sup> The provisions of the German Stock Corporation Act apply to the company in accordance with Article 9 (1) c) (ii) of Council Regulation (EC) no. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SE Regulation).

It is intended that the Annual General Meeting shall vote on the approval of the actions of the members of the Executive Board by way of an individual vote:

- 3.1 Mr. Yves Padrines
- 3.2 Ms. Louise Öfverström
- 3.3 Mr. Viktor Várkonyi (until June 30, 2023)
- 3.4 Mr. Jon Elliott (until September 5, 2023)

#### **4. Resolution on the approval of the actions of the Supervisory Board for the 2023 financial year**

The Executive Board and Supervisory Board propose that formal approval of the actions of the members of the Supervisory Board of Nemetschek SE in office in the 2023 financial year be granted for this period.

It is intended that the Annual General Meeting shall vote on the approval of the actions of the members of the Supervisory Board by way of an individual vote:

- 4.1 Mr. Kurt Dobitsch
- 4.2 Mr. Bill Krouch
- 4.3 Ms. Patricia Geibel-Conrad (until June 30, 2023)
- 4.4 Ms. Christine Schöneweis
- 4.5 Prof. Andreas Söffing
- 4.6 Dr. Gernot Strube
- 4.7 Ms. Iris M. Helke (from July 1, 2023)

#### **5. Resolution on the appointment of the auditor of the annual financial statements and consolidated financial statements for the 2024 financial year**

Based on the recommendation of the audit committee, the Supervisory Board shall propose that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditor of the annual financial statements and the consolidated financial statements of Nemetschek SE for the 2024 financial year, and as auditor for any review of the half-year financial report in accordance with Sections 115, 117 of the German Securities Trading Act (Wertpapierhandelsgesetz – WpHG) for the 2024 financial year.

The audit committee has declared that its recommendation for the appointment of the auditor is free from undue influence by third parties and that no restriction has been imposed on it with regard to the selection of a particular auditor within the meaning of Article 16 (6) of the EU Statutory Audit Regulation (Regulation (EU) no. 537/2014 of the European Parliament and of the Council of April 16, 2014).

#### **6. Election to the Supervisory Board**

In accordance with Article 40 (3) SE Regulation, Section 17 (1) SE Implementation Act (SE-Ausführungsgesetz – SEAG), Section 10 (1) sentence 1 of the Articles of Incorporation, the Supervisory Board of Nemetschek SE is composed of six members elected by the Annual General Meeting. The company is not subject to codetermination.

With effect from June 30, 2023, Ms. Patricia Geibel-Conrad resigned from her office as a member of the Supervisory Board. By resolution of the Munich Local Court, Ms. Iris M. Helke was appointed as a member of the Supervisory Board in accordance with Section 104 (2) sentence 2 AktG with effect from July 1, 2023 until the end of this Annual General Meeting. It is therefore necessary to elect a new member of the Supervisory Board.

The Supervisory Board proposes to resolve as follows:

that Ms. Iris M. Helke, independent auditor, resident in Bad Soden am Taunus,

be elected to the Supervisory Board with effect from the end of the Annual General Meeting on May 23, 2024 for a term of office until the end of the Annual General Meeting that decides on the discharge of the members of the Supervisory Board for the 2028 financial year.

Ms. Iris M. Helke is also a member of the Supervisory Board of MEWA Textil-Service SE. She is not a member of any other comparable domestic or foreign supervisory bodies of commercial enterprises.

In the opinion of the Supervisory Board, there are no personal or business relationships that must be disclosed in accordance with recommendation C.13 of the German Corporate Governance Code. The election nomination also takes into account the statutory requirements and the objectives resolved by the Supervisory Board for its composition and aims to fulfill the competence profile resolved by the Supervisory Board for the entire Board.

The curriculum vitae of Ms. Iris M. Helke and further information on Ms. Iris M. Helke are attached to this invitation following the agenda under "Attachment to agenda item 6 – Further information on the Supervisory Board candidate nominated for election" and are available on the company website at [<< ir.nemetschek.com/supervisoryboard >>](http://ir.nemetschek.com/supervisoryboard).

#### **7. Resolution on the authorization to purchase and use treasury shares pursuant to Section 71 (1) no. 8 AktG and to exclude subscription/pre-emptive tender rights of shareholders**

In accordance with Section 71 (1) no. 8 AktG, the company requires authorization from the Annual General Meeting to purchase and use treasury shares, unless expressly permitted by law. The authorization granted by the Annual General Meeting on May 28, 2019 under agenda item 7 is limited until May 28, 2024. The

company has not yet exercised this authorization. This authorization shall be revoked and replaced by a new authorization to purchase and use treasury shares. The Executive Board shall again be authorized to use the shares in certain cases, with the approval of the Supervisory Board, with the exclusion of the subscription/pre-emptive tender rights of shareholders.

The Executive Board and Supervisory Board therefore propose to resolve as follows:

“Authorisation to purchase and use treasury shares”

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 limitation 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 authorisation 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 for sale or sale 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. Sale 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 Annu-

al 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/warrant 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 an 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.

The report of the Executive Board relating to the authorizations to exclude subscription rights is available on the website at [ir.nemetschek.com/agm](http://ir.nemetschek.com/agm).

## 8. Resolution on the approval of the fiscal year 2023 remuneration report

Section 120a (4) AktG stipulates that the Annual General Meeting of listed companies shall resolve to approve the remuneration report for the previous financial year prepared and audited in accordance with Section 162 AktG. The remuneration report must be audited by the auditor to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) AktG have been made.

The Executive Board and Supervisory Board have prepared a remuneration report for the 2023 financial year. The remuneration report for the 2023 financial year is printed together with the auditor's report as an attachment to this agenda item 8 following the agenda and is available on the website at [ir.nemetschek.com/remuneration](http://ir.nemetschek.com/remuneration) and will also be available there while the Annual General Meeting convenes.

The Executive Board and Supervisory Board propose that the remuneration report for the 2023 financial year, prepared and audited in accordance with Section 162 AktG, be approved.

### Attachment to agenda item 6 – Further information on the Supervisory Board candidate nominated for election of Iris M. Helke

Due to her training and many years of experience as an auditor in large auditing firms, Ms Helke has proven expertise in the areas of national and international accounting (special knowledge and experience in the application of accounting principles and internal control and risk management systems) and auditing (special knowledge and experience in auditing financial statements). Ms Helke also has extensive knowledge in the areas of compliance, regulation, remuneration and employee management as well as corporate governance.

#### Personal data

Year of birth: 1970  
Nationality: German  
Place of residence: Bad Soden am Taunus, Germany

#### Professional career:

Since 2023	Certified Public Accountant in Own Practice
2019 – 2023	Partner, Ernst & Young GmbH Auditing Company EMEIA Financial Services – Assurance
Since 2019	Member of the Examination Board for Auditors
1997 – 2019	KPMG AG Auditing Company – Audit Financial Services Partner since 2008

2009 – 2010	Secondment to KPMG LLP, UK
2003	Certified Accountant
2001	US Certified Public Accountant (State of Delaware)

#### **Education**

- » Studies of Business Administration with the degree of Dipl.-Kauffrau, Goethe-University Frankfurt am Main and Universidad de Granada, Spain
- » Apprenticeship as bank clerk

#### **Member of the Supervisory Board and Chairperson of the Audit Committee of Nemetschek SE**

#### **Membership of other domestic statutory supervisory boards:**

- » Member of the Supervisory Board of MEWA Textil-Services SE

#### **Membership in comparable domestic and foreign supervisory bodies of business enterprises:**

- » None

#### **Other Memberships:**

- » Institut der Wirtschaftsprüfer e.V. (Germany)

#### **Fulfillment of the competence profile**

- » Supervision and Monitoring
- » Finance, Accounting, and Auditing

# Nemetschek SE Remuneration Report

The Executive Board and Supervisory Board of Nemetschek SE have prepared a remuneration report in accordance with Section 162 of the German Stock Corporation Act (AktG) as amended by the German Act Implementing the Second Shareholder Rights Directive (ARUG II) for the 2023 financial year. The 2022 remuneration report has been approved by the Annual General Meeting on May 23, 2023, with 64.61% 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 2023 financial year. In particular, respective minimum amount disclosures have been added to the information on variable remuneration to make the respective minimum and maximum amount of each variable component even more clear and transparent.

In addition to providing an overview of the remuneration systems for members of the Executive Board and of the Supervisory Board relevant for the reporting year, the report clearly and transparently 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 Remuneration System 2022

The Supervisory Board of Nemetschek SE passed a resolution on March 18, 2022, to adopt a new remuneration system, see [ir.nemetschek.com/remuneration](https://ir.nemetschek.com/remuneration).

The Annual General Meeting approved the 2022 remuneration system on May 12, 2022, with 68.81% of the votes cast. The 2022 system is based on the remuneration system approved by the Annual General Meeting 2021 to implement the requirements of the German Stock Corporation Act as amended by ARUG II (for more details see the 2021 remuneration report [ir.nemetschek.com/remuneration](https://ir.nemetschek.com/remuneration)) and adds the possibility of granting virtual Stock Appreciation Rights (SAR) to the members of the Executive Board. The 2022 system considers the recommendations of the German Corporate Governance Code ("DCGK").

In the 2023 financial year, the 2022 system applied to the active members of the Executive Board, Yves Padrines and Louise Öfverström, as well as to former members of the Executive Board. The 2022 system did not apply to the former member of the Executive Board, Dr. Axel Kaufmann, whose office as a member of the Executive Board was terminated as of December 31, 2022.

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

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	Fixed remuneration	Fringe benefits	Pension commitments
<b>Regulation in the remuneration system</b>	Each member of the Executive Board receives a fixed remuneration, which is paid at the end of each calendar month, in twelve equal monthly installments. The fixed remuneration amount reflects the relevant role, experience, area of responsibility, and market conditions.	Each member of the Executive Board receives customary fringe benefits, such as a company car that can also be used for private use as well as subsidies for health and care insurance. The company has a D&O insurance policy for the members of the Executive Board.  The Supervisory Board may grant new Executive Board members additional fringe benefits for a limited period to compensate for the costs of moving (e.g., relocation costs, temporary assumption of costs for suitable hotel accommodation, and regular flights home).  Fringe benefits are sometimes provided by subsidiaries of Nemetschek SE if the Executive Board member also has a role in the respective subsidiary.	Pension commitments are not generally provided to members of the Executive Board.  In individual cases, the company may continue any existing, prior pension commitments.
<b>Contribution to the long-term development of the company</b>	The fixed remuneration considers the global economic environment, the market position, the success of the company, and the 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				
	One-year variable remuneration; Short Term Incentive Plan (STIP)	Multi-year variable remuneration		
		Long Term Incentive Plan (LTIP)	Stock Appreciation Rights Plan (SAR Plan)	
			Malus and Clawback Provisions	
<b>Regulation in the remuneration system</b>	<p>Each member of the Executive Board receives short-term, performance-related (variable) remuneration, which depends primarily on the achievement of corporate targets (revenues, EBITDA, EBITA and/or EBT, and earnings per share) as well as individual 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 agreed between the Supervisory Board and the Executive Board at the beginning of each financial year.</p> <p>The Supervisory Board sets a threshold for each target at beginning of the financial year as well as a target achievement corridor for achievement in excess of the threshold; the minimum payment amount is EUR 0; payment is limited to 150% of the contractually agreed target amount; payment is made in cash.</p> <p>When a new member of the Executive Board is appointed, the Supervisory Board may guarantee a certain percentage of the contractually agreed STIP target amount and pay this portion in monthly installments with the fixed remuneration for a limited period of time. In this case, the minimum payment equals the guarantee.</p>	<p>The LTIP depends primarily on the achievement of defined corporate targets for the development of the adjusted EBITDA, EBITA, or EBT.</p> <p>Performance period is three financial years.</p> <p>The LTIP consists of two LTIP pools: one fixed and one dynamic. The scope of the fixed and dynamic pools is first calculated based on the relevant financial criterion. To do this, the actual figure for the reference year (last year before the start of the LTIP period) is deducted from the actual figure for the last year of the LTIP period. The difference is multiplied by the relevant pool percentage defined by the Supervisory Board at the start of the LTIP period. The fixed pool share for each member of the Executive Board is defined by the Supervisory Board at the start of the LTIP period. For Executive Board members with responsibility for (operating) divisions, the dynamic pool share is distributed based on their division's share of the total revenues in the last year of the LTIP period. For other Executive Board members, the dynamic share depends on the EPS (earnings per share) development or the Group revenue development.</p> <p>The minimum payment is EUR 0; payment is limited to EUR 2.0 million, gross, for regular members and EUR 3.0 million, gross, for the Executive Board chairperson. The Supervisory Board may decide, at its reasonable discretion, to transfer Nemetschek shares instead of cash.</p> <p>When a new member of the Executive Board is appointed, the Supervisory Board may, at its discretion, guarantee a certain percentage of the LTIP target amount and pay this in monthly installments with the fixed remuneration for a limited period of time. In this case, the minimum payment equals the guarantee.</p>	<p>The Supervisory Board may decide that Executive Board members participate in a virtual SAR plan of the Nemetschek Group. The number of SARs is specified in an individual SAR agreement. SARs may only be allocated if the relative growth in the Nemetschek Group's revenues in the past financial year was equal or higher than the arithmetic mean of the percentage growth in the revenues of the international peer group.</p> <p>SARs are virtual subscription rights that can be granted as "Performance SARs" or "New Hire SARs."</p> <p>The individual SAR agreements usually regulate a term of the allocated SARs of four years. Each 25% of the allocated SARs can be exercised every year of this four-year period (vesting period). All SARs must be exercised within five years since the allocation date, otherwise they expire without compensation. The Supervisory Board is authorized to adjust the vesting period and the exercise period for SARs to be allocated in the future at its reasonable discretion.</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 payment amount is generally paid in cash; the Supervisory Board may decide to transfer Nemetschek shares instead.</p> <p>The minimum payment is EUR 0. The payment amount per SAR is limited to 100% of the issue price per SAR. Additionally, the payment is limited to EUR 3.0 million, gross, for regular members of the Executive Board and EUR 6.5 million, gross, for the Executive Board chairperson.</p>	<p>In cases of serious breaches of duty and compliance, unethical behavior, and in cases where variable remuneration components were wrongly paid out on the basis of false data, variable remuneration components may be withheld or their repayment demanded.</p>
<b>Contribution to the long-term development of the company</b>	Short-term 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. For all variable remuneration elements, success orientation and sustainability are the main components in measuring target achievement. The members of the Executive Board are required and incentivized to act in the interest of both the shareholders and the broader stakeholders.			
<b>Maximum remuneration</b>	In accordance with Section 87a para. 1 sentence 2 no. 1 AktG and the recommendations of the DCGK, the total remuneration is limited in amount ("maximum remuneration") to EUR 9.5 million, gross, for the Executive Board chairperson and to EUR 5.0 million, gross, for regular Executive Board members.			
	The maximum remuneration includes any remuneration of the Executive Board members, including any remuneration for management activities performed at subsidiaries of the company. Remuneration paid for external mandates is not included, unless it is directly linked to the service for the company.			
<b>Remuneration for internal and external mandates</b>	To the extent that Executive Board members 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.			
	When agreeing to external Supervisory Board mandates or comparable positions for any Executive Board member, the Supervisory Board also decides whether and to what extent the remuneration is to be credited.			

## 2 Previous Remuneration System ("Old System")

For remuneration granted to the former member of the Executive Board, Dr. Axel Kaufmann, the old system applies. When concluding Dr. Axel Kaufmann's service agreement in 2019, Nemetschek SE did not have a remuneration system according to Section 87a AktG in place. Therefore, the remuneration system consisted of the relevant contractual agreements agreed with the Executive Board members.

The remuneration of Dr. Axel Kaufmann comprised fixed and variable components. The fixed, non-performance-related remuneration consisted of the basic remuneration and fringe benefits, such as a company car that can be used for private use, a contribution to private pension insurance, and contribution to private health and care insurance. The variable remuneration had a short-term and a long-term component. The short-term variable remuneration – also known as the Short Term Incentive Plan (STIP) – depended primarily on the achievement of corporate targets as well as individual targets, which were agreed between

the Supervisory Board and the Executive Board at the beginning of each financial year. The long-term variable component of the remuneration of Executive Board members – also known as the Long Term Incentive Plan (LTIP) – depended on the achievement of defined long-term corporate targets for the development of revenues, the operating result (EBITA), and EPS. In each case, the period to be considered was three financial years. The remuneration of Dr. Axel Kaufmann, granted and owed in the 2023 financial year, is reported below (“Remuneration of former Members of the Executive Board”).

As far as other Executive Board members received remuneration components for their services in financial years before the 2022 financial year, such as the 2021–2023 LTIP, these remuneration components are, in principle, also based on the old system. However, in their respective termination agreements with the company, Viktor Várkonyi and Jon Elliott waived any claims to such remuneration components.

### 3 Members of the Executive Board in the 2023 Financial Year

In the 2023 financial year, the Executive Board of Nemetschek SE comprised of 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
- » Viktor Várkonyi, member of the Executive Board until June 30, 2023
- » Jon Elliott, member of the Executive Board until September 5, 2023

In addition to their Board roles, members of the Executive Board may undertake other management roles and supervisory mandates, see notes to the consolidated financial statements [<< Item 33 – Bodies of the company >>](#) for which they may also receive remuneration. The remuneration that Executive Board members receive from Group companies is netted against the remuneration as an Executive Board member of Nemetschek SE. For Jon Elliott, this comprises the remuneration from Bluebeam, Inc. for his services as CEO of Bluebeam, Inc. until November 1, 2023. For Viktor Várkonyi, this comprises the remuneration for his role as an adviser and business consultant, based on his knowledge and previous experience with and for Graphisoft SE (“Graphisoft”). Viktor Várkonyi’s role as business consultant ended with effect as of June 16, 2023.

### 4 Remuneration granted and owed to active and former Members of the Executive Board in the 2023 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 2023 financial year. The remuneration granted and owed in the 2022 financial year is also listed by way of comparison. The tables thus contain all amounts that individual members of the Executive Board received de facto during the respective reporting period as remuneration granted and all remuneration legally due but not yet received (remuneration owed). In general, the remuneration component is received de facto if the assessment period for the remuneration component was fully concluded in the reporting year. The timing of the actual payment is therefore not the determining factor. Accordingly, for the 2023 financial year, the following is classed as remuneration granted and owed:

- » the fixed remuneration and the fringe benefits paid in the 2023 financial year,
- » the STIP for the 2023 financial year payable at the beginning of the 2024 financial year,
- » any advance payments for the 2023 STIP payable in the 2023 financial year,
- » the payment amount for the 2021 – 2023 LTIP tranche paid at the beginning of the 2024 financial year, and
- » any guarantees confirmed for the 2023 – 2025 LTIP tranche in the 2023 financial year that were granted to newly appointed members of the Executive Board and already determined that the payout amount of the LTIP will be paid out in the guaranteed value.

The remuneration tables also show the relative share of all fixed and variable remuneration components in the total remuneration. The relative shares specified in this regard relate 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 of Remuneration granted and owed in the 2023 Financial Year\*

		<b>Yves Padrines</b> (since March 1, 2022)			
		2023		2022	
		in EUR thousand	as % of TR	in EUR thousand	as % of TR
Fixed remuneration	Basic remuneration	735	34	613	31
	Fringe benefits	32	1	50 <sup>1)</sup>	3
	<b>Total fixed remuneration</b>	<b>767</b>	<b>36</b>	663	33
Variable remuneration	2022 STIP advance payment	-	-	510	26
	2022 STIP	-	-	115	6
	2023 STIP	537	25	-	-
	2022 – 2024 LTIP guarantee	-	-	700	35
	2023 – 2025 LTIP guarantee	840	39	-	-
	<b>Total variable remuneration</b>	<b>1,377</b>	<b>64</b>	1,325	67
<b>Total remuneration granted and owed</b>		<b>2,144</b>	<b>100</b>	1,988	100

1) The relocation subsidy included in the fringe benefits in 2022 was corrected to EUR 37,329.12.

		<b>Louise Öfverström</b> (since January 1, 2023)			
		2023		2022	
		in EUR thousand	as % of TR	in EUR thousand	as % of TR
Fixed remuneration	Basic remuneration	500	41	-	-
	Fringe benefits	40 <sup>1)</sup>	3	-	-
	<b>Total fixed remuneration</b>	<b>540</b>	<b>45</b>	-	-
Variable remuneration	2023 STIP advance payment	250	21	-	-
	2023 STIP	116	10	-	-
	2023 – 2025 LTIP guarantee	300	25	-	-
	<b>Total variable remuneration</b>	<b>666</b>	<b>55</b>	-	-
<b>Total remuneration granted and owed</b>		<b>1,206</b>	<b>100</b>	-	-

1) The fringe benefits include a relocation subsidy of EUR 8,937.38.

### Performance Criteria for Variable Remuneration

#### STIP

The Supervisory Board of Nemetschek SE agreed STIP targets with each member of the Executive Board for the 2023 financial year. The targets are tailored to the relevant responsibilities of the Executive Board members and contribute toward the overarching target of delivering a 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 specified for the financial targets. Below the lower threshold value, the pay-

ment entitlement for the performance criterion concerned is zero. Between the lower threshold value and the upper threshold value, which is generally at 100% target achievement, the corresponding bonus amount defined by the Supervisory Board for the financial year is paid per unit achieved. One unit is defined as cent per share for the EPS target and EUR million in the case of other financial targets. If the upper threshold value is exceeded, an accelerator is activated and a higher predefined amount per unit achieved is applied. In the 2023 financial year, an additional modifier was introduced to reflect the importance of the strategic transformation towards a business model based on subscription and SaaS (Software as a Service). The modifier balances the total achievement of revenue and EBITDA performance in relation to

\* The numbers are rounded mathematically. As a result, small deviations may occur in the calculation.

the relative achievement of the subscription and SaaS transformation goals, based on the sales target value set for the Nemetschek Group. Non-financial targets are set based on strategic targets of the Nemetschek Group. The target achievement is not limited in terms of percentual achievement; however, the maximum payout is limited contractually in accordance with the remuneration system.

Following the assumption of his position as CEO of the Nemetschek Group, Yves Padrines was guaranteed 80% of the 2022 STIP target amount pro rata for ten months in the 2022 financial year. This share was paid in the 2022 financial year in ten equal monthly installments together with the monthly fixed remuneration. For the STIP of the 2023 financial year, no such guarantee applies for Yves Padrines. Following the assumption of her position as the CFO of the Nemetschek Group, Louise Öfverström was guaranteed 50% of the 2023 STIP. The amount guaranteed was paid in the 2023 financial year in twelve equal monthly installments together with the monthly fixed remuneration.

The following tables show the performance criteria, including the corresponding threshold and target, target achievement, and the respective payment amounts, for Yves Padrines and Louise Öfverström as well as the respective STIP caps. Before the start of the 2023 financial year, the performance criteria and the bonus amount related to the respective target achievement was determined for each financial and non-financial performance criteria. The target achievement was determined after the end of the financial year. The payment amount therefore ranges between EUR 0 and the respective STIP cap. Regarding the former members of the Executive Board, the relevant tables are shown under section "Remuneration of former Members of the Executive Board."

		Yves Padrines 2023 STIP			
		Threshold/Target		Target achievement	
		Threshold	Target	2023 actual value	Partial payment amount
Financial targets	Performance Criteria				
	Nemetschek Group Revenues	EUR 802.0m	EUR 882.0m	EUR 851.6m	-
	Nemetschek Group EBITDA	EUR 247.0m	EUR 267.0m	EUR 260.7m	-
	Modifier Nemetschek Group Subscription & SaaS Sales	-	EUR 429.0m	EUR 388.3m	-
	Partial payment amount Nemetschek Group financial performance targets after modifier	-	-	-	EUR 272,496
	Operate & Manage Division Revenues	EUR 55.0m	EUR 66.0m	EUR 59.1m	EUR 16,268
	Special Revenue focus target Media & Entertainment Division	EUR 110.0m	EUR 130.0m	EUR 111.4m	EUR 2,827
Non-financial targets	Digital Twin Business target	-	Target met	Yes	EUR 20,000
	Venture Business target	-	-	163.43%	EUR 65,372
	Transformation target	-	Target met	Yes	EUR 60,000
	Media & Entertainment Business target	-	Target met	Yes	EUR 100,000
<b>Total target amount at 100% target achievement</b>					<b>EUR 765,000</b>
<b>Total target achievement</b>					<b>EUR 536,963</b>
<b>STIP minimum</b>					<b>EUR 0</b>
<b>STIP cap</b>					<b>EUR 1,147,500</b>
<b>2023 STIP payment amount</b>					<b>EUR 536,963</b>

Performance Criteria		Louise Öfverström 2023 STIP			
		Threshold/Target		Target achievement	
		Threshold	Target	2023 actual value	Partial payment amount
Financial targets	Nemetschek Group Revenues	EUR 802.0m	EUR 882.0m	EUR 851.6m	-
	Nemetschek Group EBITDA	EUR 247.0m	EUR 267.0m	EUR 260.7m	-
	Modifier Nemetschek Group Subscription & SaaS Sales	-	EUR 429.0m	EUR 388.3m	-
	Partial payment amount Nemetschek Group financial performance targets after modifier	-	-	-	EUR 179,299
	EPS in cent per share	EUR 1.31	EUR 1.41	EUR 1.40	EUR 117,000
Non-financial targets	IT Excellence target	-	Target met	Yes	EUR 40,000
	G&A Operational Excellence target	-	Target met	Yes	EUR 30,000
<b>Total target amount at 100% target achievement</b>					<b>EUR 500,000</b>
<b>Total target achievement</b>					<b>EUR 366,299</b>
<b>STIP minimum</b>					<b>EUR 250,000</b>
<b>STIP cap</b>					<b>EUR 750,000</b>
<b>Already paid as an advance payment in the 2023 financial year</b>					<b>EUR 250,000</b>
<b>2023 STIP payment amount</b>					<b>EUR 116,299</b>

## LTIP

### 2021 – 2023 LTIP

Neither Yves Padrines nor Louise Öfverström have participated in the 2021 – 2023 LTIP, which is classed as granted remuneration within the meaning of this report. Only former members of the Executive Board have participated in this program. Therefore, the 2021 – 2023 LTIP is described under section “Remuneration of former Members of the Executive Board.”

### Currently allocated LTIP Programs

Yves Padrines is participating in the 2022–2024 LTIP and Yves Padrines and Louise Öfverström are participating in the 2023–2025 LTIP agreement. Targets, target achievement levels, and payout amounts are reported in the remuneration report for the financial year in which the respective LTIP is granted to the members of the Executive Board in accordance with Section 162 AktG. Louise Öfverström is guaranteed 50% of the 2023–2025 LTIP target amount. This guaranteed amount has been paid in the 2023 financial year in twelve equal monthly installments together with the monthly fixed remuneration. Yves Padrines is guaranteed EUR 840,000 as a minimum amount for the 2023 – 2025 LTIP.

## SAR Plan

In the 2023 financial year, the allocation of SARs did not result in any remuneration granted and owed.

The Supervisory Board allocated 200,000 New Hire SARs and 200,000 Performance SARs to Yves Padrines in 2022 with the following conditions, which may lead to remuneration granted or owed in the future.

	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
		25% each as of July 1, 2023, July 1, 2024, July 1, 2025, July 1, 2026	
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 of the SARs that vested in the 2023 financial year. The Supervisory Board adjusted the expiry period for the SARs of Yves Padrines granted in 2022 in accordance with the remuneration system as follows: All SARs must be exercised within five years after vesting and not within five years after the allocation date. If not exercised within this framework, in line with the remuneration system, the SARs expire without compensation.

In the 2023 financial year, the Supervisory Board allocated 100,000 Performance SARs to Yves Padrines, and 40,000 New Hire SARs and 40,000 Performance SARs to Louise Öfverström, which may lead to remuneration granted and owed in the future with the following conditions.

	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

### Remuneration of former Members of the Executive Board

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

### Benefit Obligations toward Members of the Executive Board whose Appointment was terminated in the 2023 Financial Year

Viktor Várkonyi's office as a member of the Executive Board was prematurely terminated with effect to the end of June 30, 2023. Nemetschek SE and Viktor Várkonyi concluded a termination

agreement. As agreed upon in the termination agreement, Viktor Várkonyi's service contract will continue until June 30, 2024, during this period, Nemetschek SE continues to pay the previous monthly fixed salary. The 2023 STIP is paid in accordance with the provisions of the service agreement. Viktor Várkonyi received an additional payment in accordance with the termination agreement in the equivalent amount of the STIP 2023 payout. Viktor Várkonyi shall not receive a 2024 STIP. The parties agreed that all tranches of the 2021 – 2023, 2022 – 2024, and 2023 – 2025 LTIPs will expire without compensation. No further tranches of the 2024 – 2026 LTIP will be allocated. Any remuneration paid by Graphisoft will be netted against the remuneration paid by Nemetschek SE, except for a severance payment of Graphisoft in the amount of EUR 280,000 gross.

Jon Elliott's office as a member of the Executive Board was prematurely terminated with effect to the end of September 5, 2023. Nemetschek SE and Jon Elliott concluded a termination agreement. As agreed upon in the termination agreement, Jon Elliott's service contract continued until October 31, 2023. Nemetschek SE has agreed to continue paying the previous monthly fixed salary until October 31, 2023. The 2023 STIP is paid according to the service agreement's provisions and was reduced pro rata temporis for the period of the service agreement in the 2023 financial year. The parties agreed that all tranches of the 2021 – 2023, 2022 – 2024, and 2023 – 2025 LTIPs will expire without compensation. Remuneration paid by Bluebeam, Inc. will generally be netted against the remuneration paid by Nemetschek SE.

### Tabular Overview of Remuneration granted and owed in the 2023 Financial Year and Performance Criteria for Variable Remuneration\*

		Viktor Várkonyi (until June 30, 2023)			
		2023		2022 <sup>3)</sup>	
		in EUR thousand	as % of TR	in EUR thousand	as % of TR
Fixed remuneration	Basic remuneration	400 <sup>1)</sup>	61	400	27
	Fringe benefits	42 <sup>2)</sup>	6	40	3
	<b>Total fixed remuneration</b>	<b>442</b>	<b>67</b>	<b>440</b>	<b>30</b>
Variable remuneration	2022 STIP	-	-	373	25
	2023 STIP	107	16	-	-
	Additional payment in accordance with termination agreement	107	16	-	-
	2020 – 2022 LTIP	-	-	676	45
	<b>Total variable remuneration</b>	<b>214</b>	<b>33</b>	<b>1,049</b>	<b>70</b>
<b>Total remuneration granted and owed</b>		<b>656</b>	<b>100</b>	<b>1,489</b>	<b>100</b>

1) Viktor Várkonyi had a contractual claim in the amount of EUR 400,000 against Nemetschek SE in 2023. However, he received EUR 280,000 from Graphisoft SE. According to a contractual agreement, the payment from Nemetschek SE was reduced by this amount to EUR 120,000.

2) Viktor Várkonyi received fringe benefits in the amount of HUF 16,185,160 from Graphisoft SE in 2023. The amount was converted to EUR with the monthly closing rate from December 31, 2023, according to the European Central Bank. He didn't receive any fringe benefits from Nemetschek SE.

3) For further details see the 2022 remuneration report.

\* The numbers are rounded mathematically. As a result, small deviations may occur in the calculation.

		<b>Jon Elliott</b> (until September 5, 2023)			
		2023		2022 <sup>3)</sup>	
		in EUR thousand	as % of TR	in EUR thousand	as % of TR
Fixed remuneration	Basic remuneration	376 <sup>1)</sup>	47	450	22
	Fringe benefits	81 <sup>2)</sup>	10	49	2
	<b>Total fixed remuneration</b>	<b>457</b>	<b>57</b>	499	24
Variable remuneration	2022 STIP	-	-	1,050	50
	2023 STIP	342	43	-	-
	2020 – 2022 LTIP	-	-	535	26
	<b>Total variable remuneration</b>	<b>342</b>	<b>43</b>	1,585	76
<b>Total remuneration granted and owed</b>		<b>799</b>	<b>100</b>	2,084	100

1) Jon Elliott had a contractual claim in the amount of EUR 375,000 against Nemetschek SE in 2023. However, he received EUR 262,635 (USD 283,335 converted with the monthly closing rate of the last working day of the month according to the European Central Bank) from Bluebeam, Inc. According to a contractual agreement, the payment from Nemetschek SE was reduced by this amount to EUR 112,365. In addition, he received a basic remuneration of EUR 1,178 (USD 1,288 converted with the monthly closing rate according to the European Central Bank) from Bluebeam, Inc. for November 1, 2023, in compliance with the contractual termination period of his contract with Bluebeam, Inc. This amount is included in the value shown in the table for the basic remuneration and was not offset against the basic remuneration paid by Nemetschek SE due to the termination of the contract with Nemetschek SE with effect from the end of October 31, 2023.

2) Jon Elliott received fringe benefits in the amount of USD 89,273 from Bluebeam, Inc. in 2023, which include a PTO payout of USD 65,382. The amount was converted to euros with the monthly closing rate from December 31, 2023, according to the European Central Bank. He didn't receive any fringe benefits from Nemetschek SE.

3) For further details see the 2022 remuneration report.

The 2023 STIP of Viktor Várkonyi and Jon Elliott is based on the current remuneration system. The terms are described under “Remuneration of active Members of the Executive Board.” The modifier was set for the respective division. The following tables show the performance criteria including the corresponding threshold and target, target achievement, and the respective payment amounts for Viktor Várkonyi and Jon Elliott as well as the respective STIP caps. Before the start of the financial year, the performance criteria and the bonus amount related to the respective target achievement are determined for the financial and non-financial performance criteria. The target achievement is

determined after the end of the financial year. The payment amount therefore ranges between EUR 0 and the respective STIP cap. In connection with their respective termination, the company concluded termination agreements with Viktor Várkonyi and Jon Elliott, respectively (see further Section: “Benefit Obligations toward Members of the Executive Board whose Appointment was terminated in the 2023 Financial Year”). In accordance with these termination agreements, the STIP of Jon Elliott is paid pro rata temporis for the 2023 financial year. Viktor Várkonyi received an additional payment in accordance with the termination agreement and in the equivalent amount of the STIP 2023 payout.

		Viktor Várkonyi 2023 STIP			
		Threshold/Target		Target achievement	
Performance Criteria		Threshold	Target	2023 actual value	Partial payment amount
Financial targets	Nemetschek Group Revenues	EUR 802.0m	EUR 882.0m	EUR 851.6m	EUR 24,782
	Nemetschek Group EBITDA	EUR 247.0m	EUR 267.0m	EUR 260.7m	EUR 20,624
	Planning & Design Division Revenues	EUR 405.0m	EUR 465.0m	EUR 423.3m	-
	Planning & Design Division EBITDA	EUR 126.0m	EUR 160.0m	EUR 132.7m	-
	Modifier Planning & Design Division Subscription & SaaS Sales	-	EUR 106.0m	EUR 81.9m	-
	Partial payment amount Planning & Design Division financial performance targets after modifier	-	-	-	EUR 62,079
	Special Revenue focus target 1	EUR 80.0m	EUR 100.0m	EUR 69.7m	EUR 0
	Special Revenue focus target 2	EUR 45.0m	EUR 65.0m	EUR 41.5m	EUR 0
<b>Total target amount at 100% target achievement</b>					<b>EUR 500,000</b>
<b>Total target achievement</b>					<b>EUR 107,484</b>
<b>STIP minimum</b>					<b>EUR 0</b>
<b>STIP cap</b>					<b>EUR 750,000</b>
<b>2023 STIP payment amount</b>					<b>EUR 107,484</b>

		Jon Elliott 2023 STIP			
		Threshold/Target		Target achievement	
Performance Criteria		Threshold	Target	2023 actual value	Partial payment amount
Financial targets	Nemetschek Group Revenues	EUR 802.0m	EUR 882.0m	EUR 851.6m	EUR 54,519
	Nemetschek Group EBITDA	EUR 247.0m	EUR 267.0m	EUR 260.7m	EUR 27,499
	Build & Construct Division Revenues	EUR 250.0m	EUR 275.0m	EUR 265.4m	-
	Build & Construct Division EBITDA	EUR 83.0m	EUR 103.0m	EUR 101.7m	-
	Modifier Build & Construct Division Subscription & SaaS Sales	-	EUR 167.0m	EUR 172.0m	-
	Partial payment amount Build & Construct Division financial performance targets after modifier	-	-	-	EUR 326,014
	Special Revenue focus target 1	EUR 70.0m	EUR 95.0m	EUR 60.1m	EUR 0
	Special Revenue focus target 2	EUR 15.0m	EUR 25.0m	EUR 15.9m	EUR 2,598
Non-financial targets	Product Enhancement target	-	Target met	No	EUR 0
<b>Total target amount at 100% target achievement p.a.</b>					<b>EUR 700,000</b>
<b>Total target achievement p.a.</b>					<b>EUR 410,630</b>
<b>Total target achievement pro rata for 10 months</b>					<b>EUR 342,191</b>
<b>STIP minimum</b>					<b>EUR 0</b>
<b>STIP cap pro rata for 10 months</b>					<b>EUR 875,000</b>
<b>2023 STIP payment amount</b>					<b>EUR 342,191</b>

Viktor Várkonyi and Jon Elliott have participated in the 2021 – 2023 LTIP, which has a period of three years. The LTIP consists of two LTIP pools: one fixed and one dynamic. The scope of the fixed and dynamic pools is first calculated based on the relevant financial criterion EBITA. The actual figure for the reference year (last year before the start of the LTIP period (2020)) is deducted from the actual figure for the last year of the LTIP period (2023). The difference is multiplied by the relevant pool percentage defined by the Supervisory Board at the start of the LTIP period (1% for the fixed pool share and 2% for the dynamic pool share for the 2021 – 2023 LTIP). The fixed and dynamic pool shares are then distributed to the members of the Executive Board. The fixed pool share for

each member of the Executive Board is defined by the Supervisory Board at the start of the LTIP period. For Viktor Várkonyi and Jon Elliott, the dynamic pool share was distributed based on their respective division's revenue growth. However, Viktor Várkonyi and Jon Elliott waived any claims to the 2021 – 2023 LTIP in their respective termination agreements with the company and therefore no payments are granted for Viktor Várkonyi and Jon Elliott for the 2021 – 2023 LTIP.

The Supervisory Board allocated 80,000 Performance SARs to Jon Elliott in 2023. However, Jon Elliott waived any claims to SARs in the termination agreement.

		Dr. Axel Kaufmann (until December 31, 2022)			
		2023		2022 <sup>3)</sup>	
		in EUR thousand	as % of TR	in EUR thousand	as % of TR
Fixed remuneration	Basic remuneration	306	16	408	30
	Fringe benefits	96 <sup>1)</sup>	5	130	10
	Severance Payment	816	43	-	-
	Payment based on settlement agreement	200	10	-	-
	<b>Total fixed remuneration</b>	<b>1,418</b>	<b>74</b>	538	40
Variable remuneration	2022 STIP advance payment	-	-	286	21
	2022 STIP	-	-	137	10
	2020 – 2022 LTIP	-	-	400	29
	2023 STIP	306	16	-	-
	2021 – 2023 LTIP	190 <sup>2)</sup>	10	-	-
	<b>Total variable remuneration</b>	<b>496</b>	<b>26</b>	823	60
<b>Total remuneration granted and owed</b>		<b>1,914</b>	<b>100</b>	1,361	100

1) Of which EUR 70,587 as pension contributions for the continuing pension plan.

2) Dr. Axel Kaufmann received a guaranteed advance payment of EUR 300,000 on his 2021 – 2023 LTIP in the 2021 financial year, which is not included in this amount.

3) For further details see the 2022 remuneration report.

Dr. Axel Kaufmann's service contract continued until September 30, 2023. Therefore, Nemetschek SE paid the previous monthly fixed salary and fringe benefits until this date. Further, Dr. Axel Kaufmann received a guaranteed 2023 STIP (pro rata target amount), 2021 – 2023 LTIP (EUR 490,000 gross), and a severance payment (EUR 816,000 gross, due upon termination of the service contract). In addition, he received a settlement amount of EUR 200,000 to settle all further potential remuneration payments. The pension commitment continued for Dr. Axel Kaufmann by way of direct insurance as a result of a prior commitment, is also reported as remuneration granted and owed in the relevant amounts based on the date that the premiums are paid and is included in the fringe benefits.

### Compliance with the Remuneration System

The ratio of the individual remuneration components of Louise Öfverström's service contract, based on 100% achievement of targets, deviates by a few percentage points from the ratios stated in the remuneration system. The deviation was accepted by the Supervisory Board in the company's interest in recruiting the CFO

profile needed for the company's strategic direction. There were no further deviations subject to the reporting requirements pursuant to 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 for Yves Padrines, Louise Öfverström, Viktor Várkonyi, and Jon Elliott for the 2023 financial year, contains maximum remuneration levels, being EUR 9.5 million (gross) for the Executive Board chairperson and EUR 5.0 million (gross) for regular Executive Board members. The individual contractual arrangements of the Executive Board members provide for the following maximum remuneration caps for the 2023 financial year: Yves Padrines, Louise Öfverström, and Jon Elliott EUR 5.0 million (gross), Viktor Várkonyi EUR 2.8 million (gross). As the 2023–2025 LTIP and the SAR Plan for Yves Padrines and Louise Öfverström are also part of the maximum remuneration for the 2023 financial year, the company will report on how the maximum remuneration for the 2023 financial year was applied in the remuneration report of the financial year in

which these remuneration components are granted or owed, as the case may be. As there will be no further payments to Viktor Várkonyi and Jon Elliott based on the 2022–2024 or 2023–2025 LTIP or SAR Plans, Nemetschek already reports that the maximum remuneration for the 2022 and 2023 financial years was complied with for Viktor Várkonyi and Jon Elliott.

### **Benefits and Benefit Obligations toward Members of the Executive Board in Case of early Termination**

In the case of the revocation of the appointment for good cause where this does not, at the same time, justify extraordinary termination of the employment contract, as well as in the case of resignation, the employment contracts of members of the Executive Board end following a notice period of twelve months or following the applicable notice period in accordance with Section 622 (2) of the German Civil Code (BGB). In such cases, the company is entitled to release the relevant member of the Executive Board from their duties while continuing to pay the pro-rata fixed remuneration. Severance pay may not exceed the value of one year's remuneration or the remaining term of the contract. However, there is no general entitlement to severance pay.

### **Benefit Obligations toward Members of the Executive Board in Case of regular Termination of Activity**

A post-contractual non-compete clause of twelve months, which can be waived by the company, was agreed with Viktor Várkonyi, Louise Öfverström, and Yves Padrines. The post-contractual non-compete clause has been waived for Viktor Várkonyi following the termination of his service agreement. In the event that the post-contractual non-complete clauses are kept in place following the contract ending, Yves Padrines would receive 50% of his last received fixed basic salary and 50% each of the STIP and LTIP payment amount based on 100% target achievement. Louise Öfverström would receive 50% of her last received fixed basic salary and 50% of the STIP payment amount based on 100% target achievement as compensation. The company also had the right to unilaterally implement a post-contractual non-compete clause for Jon Elliott, subject to the condition that Jon Elliott unilaterally terminates his service agreement during its term or the company terminates the service agreement for good cause. In the termination agreement with Jon Elliott, it was agreed that a post contractual non-compete should not apply.

### **No Clawbacks in the 2023 Financial Year**

The service contracts of Yves Padrines, Louise Öfverström, Viktor Várkonyi, and Jon Elliott provide for clawback provisions. In the 2023 financial year, no circumstances are known that would have allowed the company to make use of the clawback provisions.

## Remuneration of Members of the Supervisory Board

### **1 Current Remuneration System**

Section 113 (3) AktG as amended by ARUG II stipulates that, in the case of listed companies, the Annual General Meeting must pass a resolution on the remuneration of members of the Supervisory Board at least every four years. The Supervisory Board and Executive Board presented the remuneration system for the Supervisory Board to the Annual General Meeting on May 12, 2022, for a decision. 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 of 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 [.<< ir.nemetschek.com/articles >>](https://ir.nemetschek.com/articles).

In accordance with the Articles of Incorporation, members of the Supervisory Board receive fixed remuneration of EUR 140,000 for each full year that they belong to the board. The chairperson of the Supervisory Board receives fixed remuneration of EUR 200,000. For membership in a committee of the Supervisory Board, every member receives an additional remuneration of EUR 15,000 and the chairperson EUR 30,000 for every full financial year of their membership in 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 up 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 as a performance-based component 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 is only paid once.

The company reimburses each member for any value-added tax incurred 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. The limitation to fixed remuneration is also in line with Suggestion G. 18 sentence 1 of the German Corporate Governance Code.

In addition, all members of the Supervisory Board are reimbursed for any expenses that they incur in connection with Supervisory Board duties, and, in addition, all Supervisory Board members are included in the pecuniary damage liability insurance for members of the governing bodies and certain employees in the Nemetschek Group. The premiums are paid by the company.

In line with Article 15 (5) of the Articles of Incorporation, the remuneration for members of the Supervisory Board for the 2023 financial year is due on the day following the Annual General Meeting at which the actions of the Supervisory Board are decided upon.

## 2 Remuneration granted and owed in the 2023 Financial Year

The following table shows the remuneration individually granted and owed to each member of the Supervisory Board for the 2023 financial year. 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 2023 financial year comprises the amounts payable for the Supervisory Board activities undertaken in the 2023 financial year, which will be paid after the 2024 Annual General Meeting.

The amount of remuneration granted and owed to the Supervisory Board totaled EUR 1,104,000 in the 2023 financial year, compared to EUR 1,077,000 in the 2022 financial year.

	2023					2022
	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 Chairperson of the Supervisory Board	215	87	32	13	247	259
Dr. Gernot Strube (since May 12, 2022) Deputy chairperson of the Supervisory Board	155	83	32	17	187	131
Iris Helke (since July 1, 2023) Chairperson of the Audit Committee	85	78	24	22	109	-
Patricia Geibel-Conrad (since May 12, 2022, until June 30, 2023)	85	91	8	9	93	141
Bill Krouch	140	90	16	10	156	180
Christine Schöneweis (since May 25, 2022)	140	90	16	10	156	105
Prof. Dr. Andreas Söffing (since May 25, 2022)	140	90	16	10	156	105

## Comparative Table

The following table shows the percentage change in the remuneration of members of the Executive Board and Supervisory Board alongside the earnings performance and the average remuneration of Group employees (including managing directors of brands, limited contracts, trainees, employees on paid leave) on a full-time equivalent (FTE) basis compared to the previous year. The earnings performance is presented based on the financial perfor-

mance indicators of revenues and operating result (EBITDA), as well as the net loss / net income for the year. For the comparison with the development in the average remuneration of employees, the development of the remuneration of employees worldwide is used. The figure is calculated by dividing the global salary payments (see notes to the consolidated financial statements << [Item 4 Personnel expenses](#) >>), adjusted by remuneration for governing bodies, by the average number of employees over the year (FTE).

### ANNUAL CHANGE IN %

	Change 2021 vs. 2020	Change 2022 vs. 2021	Change 2023 vs. 2022
<b>Executive Board Remuneration <sup>2)</sup></b>			
Yves Padrines <sup>3)</sup>	–	–	+7.8%
Louise Öfverström <sup>3)</sup>	–	–	–
Jon Elliott <sup>4)</sup>	+79.0%	+6.3%	–61.7%
Viktor Várkonyi <sup>4)</sup>	+82.4%	–24.9%	–55.9%
Dr. Axel Kaufmann	+30.0%	–6.1%	+40.6%
<b>Supervisory Board Remuneration <sup>2)</sup></b>			
Kurt Dobitsch	0%	+3.5%	–4.5%
Dr. Gernot Strube <sup>3)</sup>	–	–	+42.4%
Iris Helke <sup>3)</sup>	–	–	–
Patricia Geibel-Conrad <sup>3) 4)</sup>	–	–	–34.2%
Bill Krouch	0%	–10.0%	–13.3%
Christine Schöneweis <sup>3)</sup>	–	–	+48.1%
Prof. Dr. Andres Söffing <sup>3)</sup>	–	–	+48.1%
<b>Earnings performance</b>			
Nemetschek Group revenues	+14.2%	+17.7%	+6.2%
Nemetschek Group operating result (EBITDA)	+28.8%	+15.8%	+0.3%
Nemetschek SE net income/loss for the year	+9.5%	–63.2%	+414.7%
Nemetschek Group net income/loss for the year	+40.2%	+20.6%	–0.7%
<b>Staff</b>			
Personnel expenses per FTE	+4.7%	+7.9%	+4.8%

1) Three-year comparison period in accordance with the transitional provision of Section 26 (2) (2) of the Introductory Act to the German Stock Corporation Act (EGAktG).

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

3) Partly no comparison to previous year possible due to new entry.

4) Termination of office in the 2023 financial year.

Munich, March 15, 2024

Executive Board and Supervisory Board

*Translation only – German Version is authoritative.*

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

To Nemetschek SE, München

### **Opinion**

We have formally audited the remuneration report of the Nemetschek SE, München, for the financial year from 1 January 2023, to 31 December 2023 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 misstatement, 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 15, 2024

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

Katharina Deni  
Wirtschaftsprüfer  
(German Public Auditor)

Vera Daners  
Wirtschaftsprüferin  
(German Public Auditor)

## Supplementary information relating to the agenda items and reports

### I. Total number of shares and voting rights

The share capital of the company at the time of the notice convening the Annual General Meeting is EUR 115,500,000.00 divided into 115,500,000 no-par value shares which each carry one voting right. At the time the convocation notice was issued, the company held no treasury shares.

### II. Conditions for participating in the Annual General Meeting and exercising voting rights

#### 1. Registration for the Annual General Meeting and proof of the right to vote

Pursuant to Section 17 (1) of the Articles of Incorporation, only those shareholders – in person or by proxy – are entitled to attend the Annual General Meeting and exercise their voting rights who have registered for the Annual General Meeting in good time and have provided the company with evidence of their share ownership. Share certificates issued in text form (Section 126b German Civil Code (Bundesgesetzbuch – BGB)) by the custodian bank or proof in accordance with Section 67c (3) AktG (in each case “proof of the right to vote”) shall constitute sufficient evidence for this purpose. The proof of the right to vote must be in German or English and must make reference to the close of business on the twenty-second day (local time at the company’s registered office) prior to the Annual General Meeting, i.e. midnight (CEST) on **May 1, 2024**, (“record date”).

The registration and proof of the right to vote must be delivered to the company at the latest by midnight (CEST) on **May 16, 2024**, either in text form

at the address below

NEMETSCHKE SE  
c/o BADER & HUBL GmbH  
Friedrich-List-Straße 4a  
70565 Stuttgart

or at the following email address:

hauptversammlung@baderhubl.de

or

transmitted through intermediaries in accordance with the requirements of Section 67c AktG.

Once the registration and proof of share ownership have been received by the company in good time, shareholders or their proxies will be sent an “admission ticket” for the Annual General Meeting. In order to ensure timely receipt of the admission ticket, we request that shareholders submit proof of their entitlement to participate in the Annual General Meeting and/or exercise their voting rights as early as possible.

Only those who have submitted proof of entitlement to participate in the Annual General Meeting and/or exercise their voting rights in relation to the company shall be deemed to be shareholders of the company for the purposes of participating in the Annual General Meeting and/or exercising voting rights. This means that shareholders who acquired their shares after the record date are neither entitled to participate in the Annual General Meeting nor have voting rights at the Annual General Meeting. The record date has no effect on the salability of the shares. Shareholders who sell their shares after the record date are still entitled to participate in the Annual General Meeting and – insofar as they are entitled to voting rights in accordance with the Articles of Incorporation or statutory provisions – to exercise their voting rights in relation to the company, provided they register and submit proof of share ownership in good time. The record date is not relevant for dividend entitlement.

#### 2. Procedure for voting by proxy

Provided that the requirements set out in under 1 above (proper registration to participate in the Annual General Meeting and proof of share ownership) are met, shareholders have the option of exercising their voting rights via a proxy – for example, an intermediary, a shareholders’ association, a proxy advisor within the meaning of Section 134a (1) no. 3, (2) no. 3 AktG or the proxies appointed by the company.

Except for the specific cases set forth below, the granting of proxy, its revocation and proof of authorization vis-à-vis the company pursuant to Section 134 (3) sentence 3 AktG must be in text form (Section 126b BGB). If the proxy appointed is an intermediary, a shareholders’ association, a proxy advisor within the meaning of Section 134a (1) no. 3, (2) no. 3 AktG or other person who has the status of an intermediary in accordance with Section 135 (8) AktG, or the appointment of the proxy otherwise falls within the scope of application of Section 135 AktG, text form is not required pursuant to Section 134 (3) sentence 3 AktG, nor do the Articles of Incorporation contain special provisions governing such a case; they may, however, foresee forms with which they can be appointed proxy and such forms need only comply with the statutory provisions that apply to the granting of such authorization, in particular those contained in Section 135 AktG.

a) If neither an intermediary within the meaning of Section 135 (1) nor other persons or institutions with the status of intermediaries in accordance with Section 135 (8) AktG (such as a shareholders’ association) has been authorized, the proxy authorization must be granted toward the company either

aa) in text form

at the address below

Nemetschke SE  
Investor Relations  
Konrad-Zuse-Platz 1  
81829 München

or at the following email address

hauptversammlung@nemetschek.com

or by means of transmission through intermediaries in accordance with the requirements of Section 67c

or

bb) directly in text form to the authorized representative (in this case evidence of the proxy authorization must be provided to the company in text form or by means of transmission through intermediaries in accordance with the requirements of Section 67c AktG).

The same shall apply to revocation of the proxy authorization.

- b) The authorization of intermediaries within the meaning of Section 135 (1) AktG and other persons or institutions with the status of intermediaries in accordance with Section 135 (8) AktG (such as shareholders' associations) as well as the revocation and evidence of authorization must comply with statutory provisions, in particular Section 135 AktG. Reference is also made to the rules stipulated by the respective authorized representative in this respect.
- c) If the shareholder appoints more than one proxy. The company is entitled under Section 134 (3) sentence 2 AktG to refuse one or more of them.

### 3. Procedure for voting by company-appointed proxy

In addition, we offer our shareholders the option prior to the Annual General Meeting to authorize proxies appointed by the company and bound by instructions to vote on their behalf. The authorizations must be issued in text form. If authorization is granted to a company-appointed proxy, the shareholder must in any case issue them with instructions on how the voting right is to be exercised. Company-appointed proxies are bound by the instructions that are issued to them. Even if they have been granted authorization, such proxies will only exercise the corresponding voting right if express instructions in respect of individual items of the agenda have been issued. Shareholders who wish to make use of this option and authorize the proxies appointed by the company are requested to use the proxy form that will be sent to shareholders together with the admission ticket.

The granting of authorizations and issuing of instructions to company-appointed proxies must be received by the company in text form prior to the Annual General Meeting at the postal address or email address given under item. 2 (Procedure for voting by proxy). Proxy authorization/instruction forms are also available to shareholders on the website at [<< ir.nemetschek.com/agm >>](http://ir.nemetschek.com/agm); shareholders may also request the forms from the company free of charge at the address stated under item 2.

Please note the following:

- a) The proxies appointed by the company (i) will not accept any instructions to speak, raise objections to a resolution of the Annual General Meeting, ask questions or submit motions and (ii) are only available to vote on motions and election nominations in respect of resolutions proposed by the Executive Board and/or Supervisory Board pursuant to Section 124 (3) AktG or by shareholders in accordance with Article 56 of the SE Regulation, Section 50 (2) SE Implementation Act, Sections 124 (1), 122 (2) sentence 2 AktG, or which are published in the notice convening the meeting or subsequently communicated pursuant to Sections 126, 127 AktG, insofar as these motions or election nominations are put to the vote at the Annual General Meeting.
- b) Authorizations and instructions to the proxies appointed by the company may be issued, amended or revoked in text form vis-à-vis the company using one of the addresses given above under item 2 up **until 6 p.m. (CEST)** on the day before the Annual General Meeting, i.e. **May 22, 2024**. In all such cases, receipt by the company of the proxy authorization or instruction, amendment or revocation shall be decisive.
- c) Authorizations and instructions to the proxies appointed by the company may also be issued, amended or revoked vis-à-vis the company up until **6 p.m. (CEST) on May 22, 2024** by means of transmission through intermediaries in accordance with the requirements of Section 67c AktG. In such cases, receipt by the company of the proxy authorization or instruction, amendment or revocation shall be decisive.
- d) If authorizations or instructions to the proxies appointed by the company are granted, amended or revoked by way of declarations to the company via several of the possible transmission channels (i) postal address, (ii) email or (iii), through intermediaries in accordance with the requirements of Section 67c AktG, the last timely declaration received shall be deemed binding.
- e) Instructions to the proxies appointed by the company in respect of agenda item 2 of the notice convening the Annual General Meeting shall also apply if the proposal on the appropriation of net retained profits has been adjusted to reflect a change in the number of shares entitled to a dividend. If an individual vote is held on an agenda item instead of a collective vote, the instruction issued on this agenda item shall apply accordingly for each item of the individual vote.

### 4. Amendments to the agenda pursuant to Article 56 SE Regulation, Section 50 (2) SE Implementation Act, Section 122 (2) AktG

Shareholders whose shares amount in aggregate to not less than one twentieth of the share capital or represent a proportionate amount of the share capital corresponding to EUR 500,000.00 (corresponding to 500,000 shares) may request that items be placed on the agenda and published pursuant to Article 56 SE

Regulation, Section 50 (2) SE Implementation Act. Each new item shall be accompanied by an explanation or a draft proposal. In accordance with Section 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 website immediately after it is received by the company.

The request must be provided to the Executive Board of the company no later than by midnight (CEST) on **April 22, 2024**. Any such request should be sent in text form to

Nemetschek SE  
Chairman of the Executive Board  
Konrad-Zuse-Platz 1  
81829 Munich

or in electronic form pursuant to Sections 126 (3), 126a German Civil Code (e.g. by email, stating the name of the requester with a qualified electronic signature) to

email: [hauptversammlung@nemetschek.com](mailto:hauptversammlung@nemetschek.com).

Amendments to the agenda that require communication – unless they have already been announced in the notice convening the Annual General Meeting – shall be published in the Federal Gazette (Bundesanzeiger) immediately after receipt of the request and transmitted to such media for publication that can be expected to disseminate the information throughout the entire European Union. They are also published under <http://ir.nemetschek.com/agm>.

### **5. Countermotions; election nominations**

Under Section 126 AktG, every shareholder has the right at the Annual General Meeting to make a countermotion to the resolutions proposed by the Executive Board and/or the Supervisory Board on a specific agenda item and/or a shareholder nomination pursuant to Section 127 AktG. Countermotions pursuant to Section 126 AktG require a corresponding reason, which is not necessary in the case of nominations within the meaning of Section 127 AktG.

Countermotions within the meaning of Section 126 AktG and nominations within the meaning of Section 127 AktG shall be made exclusively to:

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

or

via email to: [hauptversammlung@nemetschek.com](mailto:hauptversammlung@nemetschek.com)

or

by means of transmission through intermediaries in accordance with the requirements of Section 67c AktG.

Countermotions and election nominations will be published on the website at <http://ir.nemetschek.com/agm> together with the relevant additional information provided that they are addressed to one of the above addresses and received by the company at the latest by midnight (CEST) on May 8, 2024, and providing that all other conditions triggering the company's obligations to make such information available under Section 126 and/or Section 127 AktG have been met. Further details can be found on the website at <http://ir.nemetschek.com/agm>.

### **6. Shareholder's right to request information pursuant to Section 131 (1) AktG**

Each shareholder shall upon request be provided with information at the Annual General Meeting by the Executive Board regarding the company's affairs, including the company's legal and business relations with any affiliated enterprise, as well as the position of the Group and the entities included in the consolidated financial statements, to the extent that such information is necessary to permit a proper evaluation of the relevant agenda item and no right to withhold such information exists. Exercise of the statutory right to request information pursuant to Section 131 (1) AktG presupposes attendance at the Annual General Meeting.

### **7. Information and documents relating to the Annual General Meeting; website**

The invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting, including the information required pursuant to Section 124a AktG, motions by shareholders and further explanations of shareholders' rights will be made available on the company website at <http://ir.nemetschek.com/agm> from the time the Annual General Meeting is convened. It is also intended to publish the key statements from the speeches and presentations of the Executive Board there on May 17, 2024. The voting results will also be published there after the Annual General Meeting.

### **8. Data privacy**

As controller within the meaning of the General Data Protection Regulation (GDPR), Nemetschek SE collects and processes personal data (name, address, different postal address where applicable, email address if applicable, number of shares held, type of share ownership) of the shareholders and of their authorized representatives in conjunction with the Annual General Meeting on the basis of the applicable data protection laws. The purpose of processing the data is to enable shareholders to exercise their rights at the Annual General Meeting and to comply with the statutory provisions.

The legal basis for processing this data is Article 6 (1) lit. c) of the General Data Protection Regulation (GDPR) and Section 67e (1) AktG.

The service providers commissioned to organize the Annual General Meeting only receive personal data from Nemetschek SE that is necessary to perform the commissioned service. The service providers process the data on the basis of a contract with Nemetschek SE and only in accordance with the instructions of Nemetschek SE. In addition, within the scope of the statutory provisions, personal data is made available to the shareholders and shareholder representatives in connection with the Annual General Meeting, for example via the list of participants and the names of speakers. The processing of this data may be necessary to protect the legitimate interest of other shareholders in learning the name of a questioner so as to better understand the question. The legal basis for processing this data is Article 6 (1) lit. f) GDPR and Section 67e (1) AktG.

The company stores personal data in connection with the Annual General Meeting in accordance with legal obligations. The data is regularly erased after three years, unless there is a legitimate prevailing interest of the company, for example to settle any disputes regarding the adoption or validity of resolutions of the Annual General Meeting. Should the company become aware that a shareholder is no longer a shareholder of the company, it will only store that shareholder's personal data for a maximum of twelve months, provided that the data is no longer required for the settlement of any disputes regarding the adoption or validity of resolutions of the Annual General Meeting.

Shareholders and authorized representatives have a right of access, a right to rectification, a right to restriction, a right to object and a right to erasure with regard to the processing of their personal data as well as a right to data portability in accordance with Section III of the GDPR at any time subject to the statutory requirements. Shareholders and authorized representatives can assert these rights against the company free of charge using the following contact details:

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

or via email at

[hauptversammlung@nemetschek.com](mailto:hauptversammlung@nemetschek.com).

Shareholders and authorized representatives can contact the Data Protection Officer at:

intersoft consulting services AG  
Bernhard-Wicki-Straße 7  
80636 Munich

or via email at

[datenschutz@nemetschek.com](mailto:datenschutz@nemetschek.com).

Furthermore, shareholders and authorized representatives have the right to lodge a complaint with the data protection supervisory authorities in accordance with Article 77 GDPR.

Further information on data protection is published on our website at [www.nemetschek.com](http://www.nemetschek.com) under "Privacy policy".

Munich, April 2024

Nemetschek SE  
The Executive Board

**NEMETSCHEK**  
GROUP

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