

Key Figures

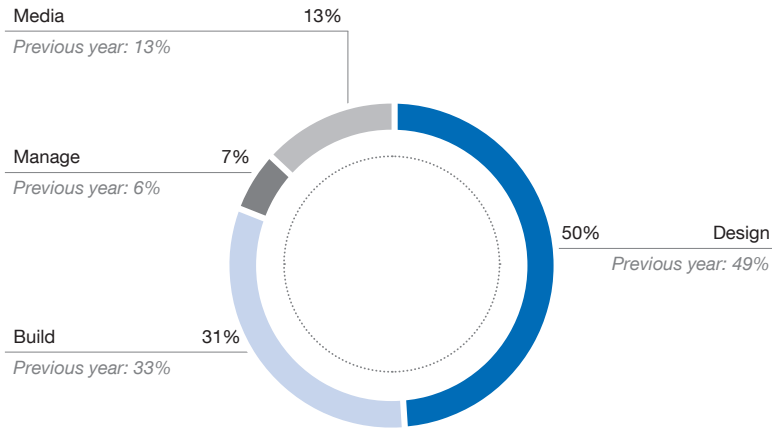
NEMETSCHKE GROUP

| in EUR million | Dec. 31, 2023 | Dec. 31, 2022 | Dec. 31, 2021 | Dec. 31, 2020 | Dec. 31, 2019 |
|---|---------------|---------------|---------------|---------------|---------------|
| Revenues | 851.6 | 801.8 | 681.5 | 596.9 | 556.9 |
| - thereof software licenses | 161.1 | 233.1 | 234.8 | 210.0 | 228.2 |
| - thereof recurring revenues | 652.7 | 532.6 | 416.7 | 359.0 | 299.5 |
| - subscription + SaaS (as part of the recurring revenues) | 301.8 | 204.2 | 132.0 | 90.4 | 50.3 |
| Annual Recurring Revenue (ARR) | 718.6 | 581.7 | 456.5 | - | - |
| EBITDA | 257.7 | 257.0 | 222.0 | 172.3 | 165.7 |
| as % of revenue | 30.3% | 32.0% | 32.6% | 28.9% | 29.7% |
| EBIT | 199.5 | 198.1 | 172.0 | 122.5 | 123.6 |
| as % of revenue | 23.4% | 24.7% | 25.2% | 20.5% | 22.2% |
| Net income (group shares) | 161.3 | 161.9 | 134.6 | 96.9 | 97.7* |
| per share in € | 1.40 | 1.40 | 1.17 | 0.84 | 0.85 |
| Net income (group shares) before purchase price allocation | 183.8 | 186.9 | 153.9 | 115.2 | 140.3 |
| per share in € | 1.59 | 1.62 | 1.33 | 1.00 | 1.21 |
| Cash flow figures | | | | | |
| Cash flow from operating activities | 252.9 | 213.8 | 214.4 | 157.5 | 160.4 |
| Cash flow from investing activities | -37.8 | -52.4 | -147.6 | -111.0 | -83.8 |
| Cash flow from financing activities | -139.4 | -124.0 | -55.4 | -109.1 | 10.7 |
| Free cash flow | 215.0 | 161.4 | 66.7 | 46.5 | 76.6 |
| Free cash flow before M&A investments | 240.6 | 182.4 | 193.8 | 148.2 | 174.5 |
| Balance sheet figures | | | | | |
| Cash and cash equivalents | 268.0 | 196.8 | 157.1 | 139.3 | 209.1 |
| Net liquidity/net debt | 261.2 | 124.9 | 28.4 | 9.0 | 21.0 |
| Balance sheet total | 1,274.3 | 1,198.1 | 1,072.2** | 889.7 | 857.2 |
| Equity ratio in % | 61.4% | 57.5% | 52.2%** | 46.9% | 40.7% |
| Headcount as of balance sheet date | 3,429 | 3,448 | 3,180 | 3,074 | 2,875 |
| Share figures | | | | | |
| Closing price (Xetra) in € | 78.50 | 47.69 | 112.80 | 60.40 | 58.80 |
| Market Capitalization | 9,066.75 | 5,508.20 | 13,028.40 | 6,976.20 | 6,791.40 |

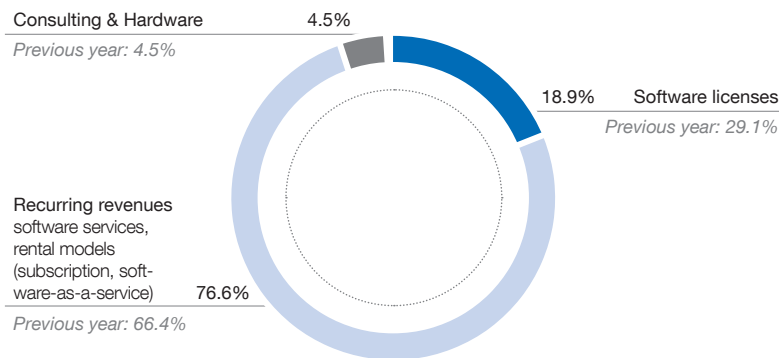
* Before DocuWare effect.

** Figures were restated due to a goodwill adjustment.

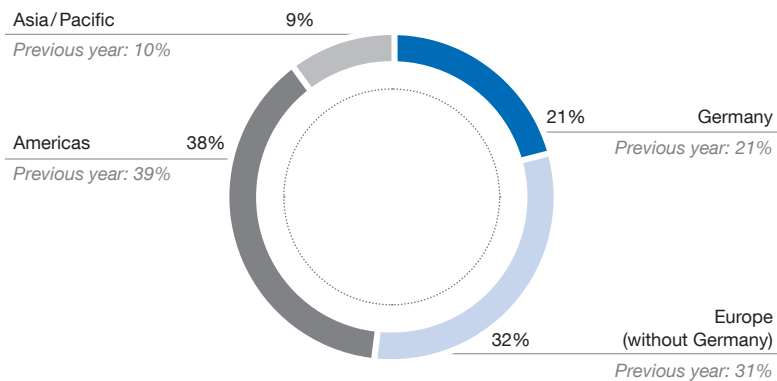
REVENUES BY SEGMENT IN %



REVENUES BY TYPE IN %



REVENUES BY REGION IN %



Letter to Shareholders

Dear shareholders,

2023 was a very special year for us: The Nemetschek Group celebrated its **60th anniversary**. 60 years ago, Professor Georg Nemetschek founded the “Ingenieurbüro für das Bauwesen” in Munich – the start of an impressive success story that continues to this day. The engineering office has developed into one of the world’s leading software companies for the digital transformation of the AEC/O and media industries. The constant striving for innovation leadership, the clear focus on customer proximity and customer value as well as the early understanding of the potential of new technologies for the benefit of the construction and media industries – these were and are the most important components of the Nemetschek Group’s success story.

Financial Year 2023: Continuing on our Growth Path

In 2023, we continued the Nemetschek Group’s success story and **clearly achieved our targets for the financial year 2023**, which were already raised in the course of the year, despite a partly challenging economic market environment as well as the ongoing transition of our business model to subscription and SaaS models and its accounting-related dampening effect on our revenue and earnings.

Summary of our Group Key Performance Indicators for 2023:

- » **Group revenue** increased by 6.2% to EUR 851.6 million. Adjusted for currency effects, growth amounted to 8.0%. The currency-adjusted growth was therefore at the upper end of the previously increased guidance range of 6% to 8%.
- » **Annual recurring revenue (ARR)** grew by 23.5% (currency-adjusted: 26.7%) to EUR 718.6 million. The ARR growth was therefore significantly higher than revenue growth, which indicates significant growth potential in the coming twelve months.

- » The success of the ongoing transition of the business to subscription and SaaS models is also reflected in the development of the **share of recurring revenue as a percentage of total revenue**. In line with the Group’s strategy and in line with the guidance (share > 75%), it expanded by 10 percentage points compared to the previous year and reached a record high of 76.6%.
- » **Group operating earnings before interest, taxes, depreciation, and amortization (EBITDA)** increased slightly to EUR 257.7 million (previous year: EUR 257.0 million) due to the ongoing transition. At 30.3%, the EBITDA margin was at the upper end of the guidance corridor of 28% to 30%, as specified in October.
- » **Net income** for the year was at the previous year’s level and reached EUR 161.3 million (2022: EUR 161.9 million). Consequently, the corresponding earnings per share also remained unchanged year-on-year at EUR 1.40.
- » **Operating cash flow** increased significantly by 18.3% to EUR 252.9 million (previous year: EUR 213.8 million), underlining the high quality of earnings.
- » Nemetschek was also able to improve its already extremely solid **financial position** once again. The Group’s equity ratio as of December 31, 2023 improved by 3.9 percentage points to 61.4%, while the net cash position more than doubled to EUR 261.2 million. In both cases, these are new record highs.

As usual, we want you, our shareholders, to participate appropriately in the company’s success. The Executive Board and Supervisory Board will therefore propose a dividend of EUR 0.48 per share for the 2023 financial year at the Annual General Meeting on May 23, 2024. This corresponds to an increase of around 7% compared to the previous year’s dividend (EUR 0.45 per share) and is the eleventh dividend increase in a row. Together with the excellent development of the Nemetschek share price, this once again demonstrates the attractiveness of an investment in the Nemetschek Group.



Yves Padrines
CEO

Strategic Highlights in 2023

Of course, we also continued to drive forward our strategic focus areas in 2023:

- » A Group-wide goal of the Nemetschek Group is to be a leader in the field of (generative) **artificial intelligence (AI)**. AI is therefore a focal point of our Group's research and development activities. This approach as an AI-first company not only underscores our claim to be a technological pioneer in the AEC/O and media industries, but it also demonstrates our clear commitment to ethical, trustworthy and sustainable AI practices.
- » We have also significantly grown our recurring revenues, in particular through the intensified transition to **subscription** and **Software-as-a-Service (SaaS) solutions**. This allows our customers to use our software more flexibly and avoid higher one-off license fee compared to the subscription offering. At the same time, they benefit from an even more intensive customer support as well as faster and more continuous innovation cycles, which ultimately leads to greater customer satisfaction and loyalty. Nemetschek, in turn, can address new customer groups and further strengthen existing customer relationships. This will make our revenues more predictable and our business structurally more resilient – even across economic cycles.
- » By further harmonizing our **go-to-market approach** and focusing more on the market segment of larger, multinational, and multidisciplinary customers, we are opening up additional growth opportunities. We want to integrate the solutions of the individual Group brands even more closely under the umbrella of the Nemetschek Group to better utilize our digital sales channels and drive forward our regional growth initiatives. In addition, this will also help to further expand Nemetschek's already high degree of internationalization.
- » Our brands continued to drive forward their commitment to **innovation** in the areas of cloud solutions, digital twins and artificial intelligence (AI) in 2023. With the market launch of our digital twin platform dTwin, we were able to present an innovation and major step forward for the entire AEC/O industry. It is the first solution in the industry to bring together all of a building's data in one comprehensive view, helping customers to efficiently manage and operate buildings from the planning stage through to the operational phase. With our open, cloud-based digital twin platform, we are thus making an even greater contribution to efficiency and sustainability in the life cycle of buildings.
- » In addition to its own development initiatives, Nemetschek also invests in several **highly innovative start-ups** that have the potential to develop groundbreaking and innovative solutions. These solutions can be disruptive not only for the Nemetschek Group itself, but for the entire AEC/O and media industries.

» Thanks to our **Business Enablement Initiative**, we are also reducing the complexity within the Nemetschek Group. Organizational efficiency and effectiveness as well as harmonized processes lead to a greater customer focus along with higher cost efficiency and increased investment power. This includes, among others, the organizational harmonization of important Group functions such as People/HR, Finance & Tax, Controlling & Risk Management or IT. The resulting synergies and scaling opportunities will play an important role in the implementation of our growth strategy.

Setting the foundations for future growth

The global construction and real estate industry is only at the beginning of a long-term transformation towards a more efficient, environmentally friendly and resource-saving way of building. Nemetschek is well positioned to support this development, because we offer the perfect tools for this change.

The still very low degree of digitalization in the construction industry, the need to reduce CO₂ emissions and material waste, the increasing urbanization and the shortage of skilled labor are megatrends that represent structural growth drivers for our company. For our target group, “business as usual” is no longer an option, and we want to support them in this transformation with our solutions. In addition, the media and entertainment industries are also characterized by high growth and the constantly increasing demand for digital content.

Already today, our business model is characterized by a strong resilience. This resilience is based on the high proportion of our recurring revenues and our strong global diversification. We want to further strengthen our resilience by continuing to benefit from the expected higher growth in the North America and Asia/Pacific regions in the future, without neglecting the European market. In

particular, we see an enormous growth opportunity in India due to the expected dynamic economic and demographic development of the country. As the Nemetschek Group, we want to take advantage of this opportunity by strengthening our local presence.

We have also laid the foundations at the leadership level: With regards to the next growth phase of the Nemetschek Group, we have strengthened our Executive Leadership Team (ELT). In addition to the Executive Board, this team also includes, among others, the Chief Division Officers of our strategic segments. As a result, Nemetschek now has an experienced, international management team that will focus on important strategic priorities such as technology leadership in artificial intelligence and sustainability, customer-oriented solutions as well as internationalization.

Innovation and technological leadership remain an integral part of our company’s DNA. This is why we will continue to drive forward new technologies such as cloud offerings, AI, digital twins, robotics and virtual reality as the pacesetter of digitalization in the construction industry with the goal of enabling efficient collaboration between all parties involved in the construction process with end-to-end workflows. To benefit from the technological developments in the rapidly growing AEC/O industry and in the media & entertainment industries in an even more targeted way, we will intensify our investment strategy in the areas of M&A, venture investments and start-ups.

For the current financial year 2024, we cannot count on an improvement in the economic environment, at least in Germany and Europe. However, we are confident that we will be able to achieve an above-average growth even in this environment and thus continue our growth trajectory. We expect a currency-adjusted revenue growth in the range of 10% to 11%. Growth in

recurring revenues, represented by the KPI ARR (Annual Recurring Revenue), is expected to grow by around 25%, and thus significantly faster than our revenues. The share of recurring revenue as a percentage of total revenue is therefore forecasted to increase further to around 85% by the end of the current financial year. We expect the EBITDA margin to be in a corridor of 30% to 31%.

In sum, we are therefore very well positioned to enter the next growth phase of our company and thereby continue the more than 60-year success story of the Nemetschek Group in the coming years and decades.

In addition to our numerous customers and partners, we would like to express our sincere thanks to the more than 3,400 employees of our Group, which once again made our very strong business performance possible in the past year with their outstanding commitment and dedication.

We would also like to thank you, our shareholders, for your continued trust in our company.

Best regards,



Yves Padrines
CEO

Executive Board

Yves Padrines

Chief Executive Officer (CEO)

Born 1976 / Nationality: French

»Thanks to the consistent execution of our strategic focus areas, our high level of innovation, the ongoing successful transition to subscription & SaaS models and the various structural growth drivers in our industries, we are excellently positioned to continue the Nemetschek Group's 60-year success story.«

Yves Padrines has been Chief Executive Officer (CEO) of the Nemetschek Group since March 1, 2022. He is responsible for the Group's overall strategy and overall businesses including the Design, Build, Manage and Media segments as well as the Digital Twin Business-Unit. He also heads the Group functions People/Human Resources, Merger & Acquisitions, Venture Investments and Investor Relations & Corporate Communication.

Louise Öfverström

Chief Financial Officer (CFO)

Born 1975 / Nationality: Swedish

»Our business model's robustness and resilience are fundamentally anchored in our strong presence across the lifecycle of the AEC/O industry and in visualization, 3D-modeling, and animation for the Media & Entertainment Industry. The high proportion of recurring revenues and the continuous expansion of our global presence paired with our strong focus on the Business Enablement initiative to raise operational excellence, puts us in an excellent position to make the best possible use of the extensive potential for profitable growth in our markets.«

Louise Öfverström was appointed Chief Financial Officer (CFO) with effect from January 1, 2023. In this role, she is responsible for the Group's financial processes and global IT landscape. In addition to Corporate Finance & Tax, Controlling & Risk Management and IT, she also oversees the central functions of Information Security, Global Procurement, Transformation Office, Internal Audit, and Corporate Legal & Compliance.



From left to right: Yves Padrines, Louise Överström

Supervisory Board's Report on the 2023 Fiscal year of Nemetschek SE

The Supervisory Board of Nemetschek SE extensively reviewed the situation and development of the Nemetschek Group during the 2023 fiscal year. The Supervisory Board monitored the work of the Executive Board throughout the fiscal year, supported it closely, and advised it on important issues. Furthermore, it discharged the duties incumbent on it under legislation, the Articles of Incorporation, and the rules of procedure with the utmost care.

The Supervisory Board was involved directly and at an early stage in all decisions of fundamental and strategic importance to the company, and debated these intensively and in detail with the Executive Board.

Constructive deliberations between the Supervisory Board and the Executive Board

In the 2023 fiscal year, the collaboration between the Supervisory Board and the Executive Board was always constructive and characterized by open and trustful discussions. The Executive Board informed the Supervisory Board regularly, promptly and comprehensively, orally as well as in writing, about all relevant topics pursuant to corporate development and corporate strategy. The associated opportunities and risks and the development of revenues, earnings and liquidity were extensively discussed. Moreover, the Supervisory Board received information on planned and current investments, on the implementation of the strategic direction and planning for the Group, for the segments, and for the individual brands as well as on risk management and compliance.

The Supervisory Board conferred about and intensively discussed business development in the respective months and reporting quarters, the short-term and medium-term planning, and the long-term growth and earnings strategy internally and together with the Executive Board. This also included information about the deviation of business development from the original planning during the course of the fiscal year. The Supervisory Board additionally dealt with the effects of the various geopolitical crises on the Nemetschek Group, discussing and analyzing the effects of the persistent Russian war of aggression on Ukraine and Hamas' terrorist attacks on Israel, among other issues. The Chair of the Supervisory Board and Chair of the Audit Committee, and for certain topics other Supervisory Board members too, maintained close contact with the Executive Board outside the scheduled meetings as well and regularly communicated with each other.

Based on reporting by the Executive Board, the Supervisory Board supported the Executive Board's work in an advisory capacity and also made decisions on actions requiring approval. On the basis of the extensive information provided by the Executive Board as well as independent audits, the Supervisory Board was able to completely fulfill its monitoring and advisory role at all times.

Supervisory-Board meetings, individual meeting attendance, and focuses of work

A total of four ordinary Supervisory Board meetings were held during the 2023 fiscal year; these meetings were held in person. The overall attendance rate for the Supervisory Board's meetings was 100%. In addition to the meetings, there were further resolutions on current topics, for which written procedures were used.

Attendance at the meetings of the Supervisory Board is presented in individualized form in the following table:

SUPERVISORY BOARD MEETINGS AND ATTENDANCE RATES

| | Number of meetings/ Participation ¹⁾ | Participation rate in % |
|---|--|----------------------------|
| Kurt Dobitsch, Chair | 4/4 | 100% |
| Patricia Geibel-Conrad, member and Deputy Chair of the Supervisory Board until June 30, 2023 | 1/1 | 100% |
| Iris M. Helke (appointed to the Supervisory Board by order of the court effective July 1, 2023; Chair of the Audit Committee since July 28, 2023) | 3/3 | 100% |
| Bill Krouch | 4/4 | 100% |
| Christine Schöneweis | 4/4 | 100% |
| Prof. Dr. Andreas Söffing | 4/4 | 100% |
| Dr. Gernot Strube, Deputy Chair of the Supervisory Board since July 28, 2023 | 4/4 | 100% |
| Total participation rate | | 100% |

¹⁾ The table presents the individual attendance rates of all members of the Supervisory Board active during the fiscal year in terms of the meetings held during their period of office. Neither Patricia Geibel-Conrad nor Iris M. Helke were members of the Supervisory Board for the entire 2023 fiscal year, so their attendance rates relate to the respective number of meetings held while they were in office.

During the 2023 fiscal year, deliberations revolved in particular around long-term strategic development of the Nemetschek Group and its four segments, in addition to short and medium-term business development and the changing geopolitical, macroeconomic and sector-specific environment. The discussions on strategic development focused in particular on artificial intelligence, transitioning the business model to a subscription and SaaS models, developing a company-wide cloud infrastructure including the Digital Twin solution, further developing the go-to-market approach, innovative focuses, potential acquisition targets, investments in start-ups and ventures, and the company-wide Business Enablement initiative. Detailed reports concerning the four segments and the brand companies were received by the Supervisory Board. Business performance which

deviated from the corresponding annual targets was discussed in detail at the Supervisory Board meetings and analyzed. The Executive Board presented its planning for acquisitions and corresponding actual projects and decided on these in close collaboration with the Supervisory Board. Interim reports, such as quarterly and six-monthly reports, were also discussed by the Supervisory and Executive Boards ahead of their publication. In addition, the Supervisory Board convened regularly, at times without the Executive Board. The Supervisory Board also engaged in regular dialog with the Executive Board, departmental experts and, on specific issues, also with external experts, on changes in the regulatory environment, such as the increasing requirements on sustainability reporting and their impact on the Nemetschek Group.

The Supervisory Board also dealt with personnel decisions regarding Executive Board members and succession planning for the Executive Board. The Supervisory Board appointed Louise Öfverström as the Chief Financial Officer (CFO) of Nemetschek SE with effect from January 1, 2023, and approved the early departure of Executive Board members Viktor Várkonyi and Jon Elliot.

The members of the Supervisory Board take responsibility for undertaking any professional development measures necessary for them to fulfill their duties, e.g. regarding changes to the applicable framework conditions or regarding new solutions and future-oriented technologies, and are supported in this by the company. Any costs incurred are borne by the company. During the reporting period, information was made available by the company on the expansion of the compliance management and risk management system, on IT and cybersecurity, and on the subjects of sustainability (ESG), diversity, and executive remuneration. In addition, the members of the Supervisory Board were informed about current amendments to laws, new accounting and auditing standards and changes with regard to corporate governance topics as well as future developments in connection with sustainability reporting.

At the four ordinary Supervisory Board meetings, the Supervisory Board was provided with information about the current course of business, the market and competitor environment, communication with the capital market, the systems for internal control as well as risk and opportunity management system, and the status of audit and compliance issues. In addition, topics related to short-, medium-, and long-term business development were also discussed regularly, and the Supervisory Board was informed about the progress of initiated programs as well as of the development of strategic focus topics. The Chair of the Audit Committee also reported regularly to the Supervisory Board on the work of the Committee. Moreover, the meetings covered the following focus topics in particular:

Meeting on March 17, 2023:

- » Annual financial statements and consolidated financial statements as well as the combined management report for the 2022 fiscal year including the non-financial statement and acknowledgement of the 2022 related entities report.
- » Supervisory Board's Report for the 2022 fiscal year
- » Remuneration Report for the 2022 fiscal year
- » Proposal on the appropriation of profits for the 2022 fiscal year
- » Invitation and agenda items for the 2023 Annual General Meeting with proposed resolutions for the Annual General Meeting
- » Approval of the business plan for the 2023 fiscal year
- » Targets achieved by the Executive Board and general managers and release of payments of variable remuneration shares for the 2022 fiscal year
- » Formulation of target agreements for the Executive Board's variable remuneration components for fiscal 2023
- » Strategic projects on segment level and Group level, including cross-brand and cross-segment initiatives

Meeting on July 28, 2023:

- » Introduction of a new Supervisory Board member
- » Election of Iris M. Helke as Chair of the Audit Committee and Dr. Gernot Strube as Deputy Chair of the Supervisory Board
- » Resolution of the updated business allocation plan for the Executive Board
- » Further development of sustainability at the company
- » Strategic projects on segment level and Group level, including cross-brand and cross-segment initiatives
- » Market and competitor situation
- » Short-term and medium-term initiatives and business development
- » Long-term strategic development of the company
- » Current M&A and venture activities

Meeting on October 25, 2023:

- » Resolution of the updated business allocation plan for the Executive Board
- » Planning process and planning foundations for the business plan for the 2024 fiscal year
- » Strategic projects on segment level and Group level, including cross-brand and cross-segment initiatives
- » Analysis and development of geographical and customer-specific markets

- » Discussions on current development and strategic orientation of selected brand companies
- » Current M&A and venture activities

Meeting on December 14, 2023:

- » CSRD-compliant sustainability reporting – the status quo and upcoming activities
- » Business and investment planning at the Group level for the years 2024 to 2026
- » Business planning for individual segments and brands, including detailed revenue planning according to different points of view
- » Current M&A and venture activities, as well as current and potential strategic cooperations and partnerships
- » Outlook for the Group's key strategic projects

Committees

The Supervisory Board set up one committee, the Audit Committee, in the 2023 fiscal year. The Supervisory Board consists of six members and is of the opinion that a body of this size ensures the efficient and effective discharge of its duties even without forming further specialized committees. The duties for which the German Corporate Governance Code (DCGK) recommends the formation of such committees were performed by the Supervisory Board of Nemetschek SE as a whole during the reporting period, except for the duties of the Audit Committee. A Nomination Committee was not established, as the Supervisory Board consists solely of shareholder representatives.

The Audit Committee consistently comprised three members in 2023. Until her resignation from the Supervisory Board, Ms. Patricia Geibel-Conrad was Chair of the Audit Committee. Thereafter, Ms. Iris M. Helke was appointed to the Supervisory Board by order of the court. The Supervisory Board elected Ms. Helke to the Audit Committee and appointed her as Chair. The Audit Committee's tasks include preparing resolutions and topics for consideration by the Supervisory Board. At the ensuing meeting of the Supervisory Board, the Chair of the Audit Committee reports on the work of the Committee.

Audit Committee Meetings and Focuses of Work

The Audit Committee held four meetings in person during the 2023 fiscal year. The total attendance rate was 100%.

AUDIT COMMITTEE MEETINGS AND INDIVIDUAL ATTENDANCE RATE

| | Number of meetings/ Participation ¹⁾ | Participation rate in % |
|--|--|----------------------------|
| Kurt Dobitsch | 4/4 | 100% |
| Patricia Geibel-Conrad, Chair (until June 30, 2023) | 1/1 | 100% |
| Iris M. Helke, Chair (appointed to the Supervisory Board by order of the court effective July 1, 2023; Chair of the Audit Committee since July 28, 2023) | 3/3 | 100% |
| Dr. Gernot Strube | 4/4 | 100% |
| Total participation rate | | 100% |

1) The table presents the individual attendance rates of all members of the Audit Committee active during the fiscal year in terms of the committee meetings held during their period of office. Neither Patricia Geibel-Conrad nor Iris M. Helke were members of the Audit Committee for the entire 2023 fiscal year, so their attendance rates also relate to the respective number of committee meetings held while they were in office.

The Audit Committee concentrated on the following topics in the 2023 fiscal year:

- » Audit of the financial statements and Combined Management Report of Nemetschek SE and the Group, including the non-financial statement integrated into the Combined Management Report
- » Report on the company's relationships with affiliated companies (Related Entities Report)
- » Half-year financial report as well as quarterly reports and the internal reporting underpinning them
- » Recommendation to the Supervisory Board and Annual General Meeting for the auditor election for the 2023 fiscal year
- » Confirmation of the audit engagement, definition of audit focuses, and setting of the auditor's fee
- » Monitoring of the selection, independence, qualification, rotation, and efficiency of the auditor and the non-auditing services rendered by the auditor
- » Review of the quality of the audit
- » Regular discussion of the topics of accounting, accounting procedures, the effectiveness of the internal control system, the company's risk management system, and the effectiveness, resources, and findings of internal audit; deliberation about possible and pending legal disputes and the implementation of the compliance management system, monitoring of transactions with related parties, and discussion of sustainability-related topics within the company

On top of that, the Audit Committee also dealt with the following topics in the 2023 fiscal year:

- » Current and future requirements for corporate governance and information security in respect of the company, its governing bodies, and the fulfillment of these requirements
- » Remuneration-related topics, including stock option plans and their effects on accounting
- » Financing and further development of the treasury department and treasury activities
- » Implementation of the EU Corporate Sustainability Reporting Directive (CSRD) at the company
- » Implementation and effects of the future requirements relating to sustainability reporting
- » Dialog with company departments relevant to the Audit Committee
- » Implementation and effects of the future rules on global minimum taxation of companies

The Audit Committee's meetings were also attended by members of the Executive Board, segment managers, experts from relevant departments, and the auditor, depending on the agenda item. In addition, the Audit Committee convened regularly without the presence of Executive Board members or the auditor. Furthermore, the Chair of the Audit Committee maintained regular dialog with the Supervisory Board, the Chief Financial Officer, and auditors outside of meetings.

Audit of the annual financial statements and consolidated financial statements for the 2023 fiscal year

Audit firm PricewaterhouseCoopers GmbH, Munich, was elected at the Annual General Meeting on May 23, 2023, as the auditor for the audit of the separate financial statements of Nemetschek SE and the consolidated financial statements for 2023 as well as the corresponding Combined Management Report. The Audit Committee satisfied itself of the auditor's independence, obtained a written declaration from the auditor, verified its qualification, and confirmed the engagement.

The annual financial statements of Nemetschek SE for the 2023 fiscal year, prepared by the Executive Board according to the German Commercial Code (HGB); the consolidated financial statements, prepared according to International Financial Reporting Standards (IFRS) as applicable in the EU and also according to section 315e (1) HGB; and the Combined Management Report for Nemetschek SE and the Group for the 2023 fiscal year were each audited and approved with an unqualified opinion by auditing firm PricewaterhouseCoopers GmbH, Munich.

The Audit Committee regularly conferred with the auditor as part of the preparation for and performance of the audit, at times without the presence of the Executive Board. The specified, relevant final documents of Nemetschek SE, the Nemetschek Group, the

Executive Board's proposal for the appropriation of profits, and the auditor's reports were made available to the members of the Supervisory Board in sufficient time ahead of the Audit Committee meeting on March 14, 2024, and the Supervisory Board's annual accounts meeting on March 15, 2024. The auditor took part in the meeting, reported extensively on its auditing activities and the main audit results, explained the audit report and provided detailed answers to all of the Supervisory Board members' questions. It explained in particular the especially important key audit matters and the audit procedures conducted. No material weaknesses with regard to the internal control system or the early risk detection system were reported.

Taking the auditor's reports into consideration, the Audit Committee examined the annual financial statements, the consolidated financial statements, and the Combined Management Report for Nemetschek SE and the Group, was convinced of the correctness and completeness of the actual disclosures, and reported to the Supervisory Board about this. The Supervisory Board then concurred with the result of the audit performed by the auditor and, following the final outcome of the latter's audit, determined that there were no objections to be raised. The Supervisory Board approved the 2023 financial statements and consolidated financial statements of Nemetschek SE at the annual accounts meeting of March 15, 2024. The 2023 annual financial statements are thus final in accordance with section 172 of the German Stock Corporation Act (AktG).

The Supervisory Board also addressed the Executive Board's proposal for the appropriation of profits for the 2023 fiscal year at the annual accounts meeting. Following its own assessment, the Supervisory Board endorsed the Executive Board's proposal.

The Executive Board prepared a report on the company's relationships with related entities in accordance with section 312 AktG (Related Entities Report) also for the 2023 fiscal year. The Related Entities Report was audited by the auditor in accordance with section 313 AktG. The Related Entities Report and the auditor's audit report were submitted to the Supervisory Board and Audit Committee in good time. The Supervisory Board audited the Executive Board's Related Entities Report and the auditor's audit report. All legal and commercial relationships with related parties and the controlling company that are listed in the Related Entities Report correspond to normal market terms of the same type that would be agreed between the Nemetschek Group and third parties. Transactions with related parties of the types that are set out in sections 107 and 111a to 111c AktG and are subject to approval by the Supervisory Board did not take place during the 2023 fiscal year. Nemetschek SE concluded a consulting agreement with Supervisory Board member Dr. Gernot Strube at normal market terms in 2023. The approval of the Supervisory Board required in accordance with section 114 AktG was obtained at the meeting on March 17, 2023.

The auditor issued the following opinion for the Related Entities Report:

“Following our duly performed audit and evaluation, we confirm that

1. the actual information contained in the report is correct,
2. the company’s payments relating to the legal transactions referred to in the report were not unduly high.”

After the final outcome of its audit, the Supervisory Board did not raise any objections to the report or to the Executive Board’s declaration at the end of the Related Entities Report.

Moreover, the Audit Committee evaluated the services rendered by the auditor and reviewed the quality and independence of audit firm PricewaterhouseCoopers GmbH, Munich, as an auditor, and reported to the Supervisory Board about this. In doing so, no grounds were determined which would oppose an audit performed by the audit firm PricewaterhouseCoopers GmbH, Munich.

Reporting on sustainability

Nemetschek SE integrated its non-financial statement for fiscal 2023 in the consolidated management report. Auditing firm PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich, subjected the Group Non-Financial Statement of the Nemetschek Group to a limited-assurance audit. The Audit Committee also examined the non-financial statement and has come to the conclusion that the non-financial statement provides no grounds for reservations. The Supervisory Board adopted these assessments as its own in its review and did not raise any objections.

Reporting on Executive Board and Supervisory Board remuneration (remuneration report)

The report on the remuneration of the Executive Board and Supervisory Board to be prepared in accordance with section 162 AktG was prepared by the Executive Board and Supervisory Board in the 2023 fiscal year. Auditing firm PricewaterhouseCoopers GmbH, Munich, subjected the remuneration report to an auditor’s review and in doing so determined that it contains the disclosures required pursuant to section 162 (1) and (2) AktG. The corresponding report on the verification of the remuneration report in accordance with section 162 (3) AktG is attached to the separate remuneration report.

Investor communication

The Chair of the Supervisory Board additionally conducts regular dialog with shareholders in order to increase transparency. The main topics of the talks are especially issues in connection with the governance structures of the Nemetschek Group.

Conflicts of interest / Self-assessment

In the reporting year, there were no conflicts of interest on the part of Supervisory Board members. Moreover, no conflicts of interest on the part of Executive Board members were reported to the Supervisory Board.

The Supervisory Board regularly assesses how effectively it discharges its duties. The most recent self-assessment by the Supervisory Board took place in the 2021 fiscal year. Given that the Supervisory Board was reconstituted in 2022, the next self-assessment is planned for the 2024 fiscal year. Further information can be found in the [« Corporate Governance Statement »](#).

Corporate governance

The Supervisory Board was continuously occupied with the principles of good corporate governance in the 2023 financial year. On March 9, 2023, the Executive Board and Supervisory Board resolved to submit a Declaration of Conformity pursuant to section 161 AktG, in accordance with which the company has conformed since submission of the previous Declaration of Conformity, and in future will also conform with the recommendations of the German Corporate Governance Code in the version of 16 December 2019 and the recommendations of the German Corporate Governance Code in the version of April 28, 2022, in the periods applicable, with the exception of the justified deviations specified in the Declaration of Conformity. Moreover, the Executive Board and Supervisory Board published an update to the Declaration of Conformity on October 13, 2023. On March 6, 2024, the Executive Board and Supervisory Board submitted a new Declaration of Conformity, in accordance with which the company has conformed since submission of the previous Declaration of Conformity on March 9, 2023 (and the interim update on October 13, 2023), and in future will also conform with the recommendations of the German Corporate Governance Code in the version of April 28, 2022, with the exception of the justified deviations specified in the Declaration of Conformity.

The text of the Declaration of Conformity dated March 6, 2024 is presented in the [« Corporate Governance Statement »](#) in the [« To our Shareholders »](#) section of the annual report for the 2023 fiscal year and is permanently available to our shareholders on the company website at ir.nemetschek.com/declarationofconformity.

Changes to the Executive Board and Supervisory Board

There were changes in the composition of the Executive Board and Supervisory Board in 2023, as follows:

The Supervisory Board appointed Louise Öfverström to the Executive Board as Chief Financial Officer with effect from January 1, 2023.

Viktor Várkonyi left the Executive Board of Nemetschek SE with effect from June 30, 2023. He had been a member of the board since 2013 and his dedication and expertise were key to the Nemetschek Group's success. Mr. Várkonyi made a particular contribution to the positive performance and development of the Design segment as Chief Division Officer for Planning & Design.

Jon Elliott left the Executive Board of Nemetschek SE with effect from September 5, 2023. He was appointed to the board in 2019 and was responsible for the Build segment. His dedication and experience were invaluable to the success of the Nemetschek Group, and in particular to the achievements of the Bluebeam brand.

The Supervisory Board would like to thank Viktor Várkonyi and Jon Elliott for their loyalty, hard work and outstanding commitment to the company.

At her own request, Patricia Geibel-Conrad resigned as a member of the Supervisory Board of Nemetschek SE on June 30, 2023. She had been a member of the Supervisory Board since May 12, 2022, serving as Deputy Chair of the Supervisory Board also as Chair of the Audit Committee. The Supervisory Board would like to thank Ms. Geibel-Conrad for her good cooperation.

On July 1, 2023, Iris M. Helke was appointed to the Supervisory Board of Nemetschek SE by order of the court. At the meeting of the Supervisory Board held on July 28, 2023, she was elected to the Audit Committee and appointed Chair of the Audit Committee.

Thanks for dedicated performance

The Nemetschek Group continued to demonstrate its operational strength in 2023 and sustained its profitable growth trajectory despite the geopolitical crises and ongoing transition of the business model to a subscription and SaaS models. This success is attributable to the attractive existing and new solutions of the Nemetschek Group, the consistent implementation of strategic focus topics, and the high levels of commitment of the entire workforce and of management.

The Supervisory Board thanks all employees for their excellent performance and personal commitment. At the same time, the Supervisory Board would like to express its recognition and high level of appreciation to the Executive Board and the CEOs of all the brands for their achievements.

Munich, March 15, 2024



Kurt Dobitsch
Chairman of the Supervisory Board

Corporate Governance Statement

The Nemetschek Group is a global corporation with an international shareholder structure. The Executive and Supervisory Boards place particular importance on responsible and transparent corporate governance and control, with a view toward adding lasting value. Meaningful and transparent corporate communication, respect for shareholder interests, proactive approaches to risks and opportunities, and efficient and trusting cooperation between the Executive Board and Supervisory Board are major aspects of positive and effective corporate governance for the Nemetschek Group. The latter helps the Nemetschek Group to gain the trust of shareholders, business partners, employees, and – ultimately – society as a whole. These principles are simultaneously important points of reference for the management and control of the Group.

The Corporate-Governance Statement pursuant to sections 289f and 315d of the German Commercial Code (HGB) is part of the Group Management Commentary. In accordance with HGB section 317(2), sixth sentence, the professional audit of the disclosures under HGB sections 289f and 315d is limited to whether the disclosures were made. As part of the Corporate-Governance Statement, the Executive Board and Supervisory Board also report on the company's corporate governance.

Declaration of Conformity Pursuant to the German Corporate Governance Code

On March 6, 2024, the Executive Board and Supervisory Board submitted the following revised declaration pursuant to section 161 of the German Stock Corporation Act (AktG) and made this permanently available to shareholders via the Nemetschek Group website:

“The Executive Board and Supervisory Board declare:

The recommendations of the ‘Government Commission of the German Corporate Governance Code’, version dated April 28, 2022, published by the German Federal Ministry of Justice in the official part of the Federal Gazette on June 27, 2022, have been followed in the period since the previous Declaration of Conformity of March 9, 2023 and the Declaration of Conformity updated on October 13, 2023 and will continue to be followed with the exception of the following recommendations for the reasons specified below and in the time periods specified.

a) Recommendation A.1 (Ecological and Social Goals in Corporate Strategy)

The code recommends in section A.1, second sentence, that, in addition to long-term commercial objectives, corporate strategy shall also give appropriate consideration to ecological and social objectives. The Executive Board has taken measures to incorporate ecological and social targets into the corporate strategy and these measures are explained as part of the nonfinancial reporting in accordance with statutory provisions. The corporate and corpo-

rate social responsibility strategies are refined continuously. Because it is unclear what DCGK A.1, second sentence, requires for appropriate consideration of ecological and social objectives, the company is taking the precaution of declaring a deviation from A.1 second sentence.

b) Recommendations A.2, B.1 and C.1 Sentence 2 (appointments to executive positions in the enterprise as well as the composition of the executive board and supervisory board)

According to Recommendation A.2, the executive board shall consider diversity when making appointments to executive positions. Likewise, the Supervisory Board shall consider diversity for the composition of the Executive Board (B.1) as well as for the definition of targets for the composition of the Supervisory Board and for the creation of a profile of required skills and expertise for the board as a whole (C.1 second sentence).

The Executive Board and Supervisory Board of Nemetschek SE expressly welcome the objective of the DCGK to ensure diversity and advocate diversity in the composition of the boards and appointments to executive positions. In the election proposals for the last Supervisory Board elections at the 2022 Annual General Meeting and in the composition of the Executive Board, the Supervisory Board placed particular emphasis on diversity. Female representation increased significantly in both bodies. The Supervisory Board has 33% female representation and, in the assessment of the Supervisory Board, a composition that meets the criterion of diversity. The proportion of female representation on the Executive Board currently stands at 50%. However, when making appointments to leadership positions and Executive Board positions and in the composition of the Supervisory Board, the Executive Board and the Supervisory Board continue to primarily value personal aptitude, especially the individual's experience, skills, and knowledge. The criterion of diversity is additionally considered during such decision-making.

c) Recommendations B.5 and C.2 (Age Limit for Members of the Executive Board and Supervisory Board)

According to recommendations B.5 and C.2, an age limit shall be specified for members of the executive board and supervisory board and disclosed in the Corporate Governance Statement. Nemetschek SE does not consider a universally applicable age limit to be a suitable criterion for the selection of members of the Executive Board and Supervisory Board. The suitability for discharging the duties of a position on the Executive Board or Supervisory Board is dependent on the experience, knowledge, and skills of the person in question. The specification of an age limit would place general and inappropriate restrictions on the selection of suitable candidates for positions on the Executive Board and Supervisory Board.

d) Recommendation D.1 (Publication of the Rules of Procedure for the Supervisory Board)

The Supervisory Board of Nemetschek SE set rules of procedure for itself. Departing from recommendation D.1, however, the Supervisory Board has not made the rules of procedure accessible on the company's website. The main rules of procedure for the Supervisory Board are prescribed by law as well as by the Articles of Incorporation and are publicly accessible. It is our opinion that publication of the rules of procedure above and beyond this would not add any value.

e) Recommendation D.4 (Nomination Committee)

The Supervisory Board is composed solely of shareholder representatives and, as a result, no nomination committee was set up.

f) Recommendation G.4 (Vertical Comparison of Remuneration)

Departing from recommendation G.4, in order to ascertain whether Executive Board remuneration is in line with usual levels, the Supervisory Board did not take into account the relationship between Executive Board remuneration and the remuneration of upper management or the staff of Nemetschek SE as a whole, nor did it take into account how remuneration has developed over time (vertical comparison of remuneration). As a holding company, Nemetschek SE does not offer any appropriate standards of comparison for either upper management or the staff as a whole. Nonetheless, the Supervisory Board used the remuneration of the heads of the most important product organizations as a standard of comparison on which to base its actual remuneration decision-making.

g) Recommendation G.7 First Sentence (Time of Definition of Performance Criteria for Variable Remuneration Components)

According to recommendation G.7, first sentence, the Supervisory Board shall, referring to the upcoming financial year, establish for each Executive Board member performance criteria that cover all variable remuneration components. In accordance with the remuneration system for the Executive Board members, the Supervisory Board will specify the performance criteria for the variable remuneration components and the targets respectively no later than February 28 of a given fiscal year. In individual cases, the Supervisory Board considers it wise to make a decision concerning performance criteria and targets only on the basis of preliminary business figures from the previous fiscal year. Consequently, the company is declaring a provisional departure from recommendation G.7, first sentence.

h) Recommendation G.10 (Form of Investment and Time of Accessibility of Long-Term Variable Remuneration Components)

Notwithstanding the first sentence of Recommendation G.10, the members of the Executive Board are under no obligation to invest the variable remuneration amounts granted to them predominantly in company shares, and the variable remuneration components are not predominantly awarded in a share-based form.

The Executive Board remuneration system provides for long-term variable remuneration with a three-year term (LTIP), which is paid out in cash in the fourth year, if granted. As a result, we declare a departure from recommendation G.10, second sentence, according to which the granted long-term variable remuneration amounts are intended to be accessible to Executive Board members only after a period of four years. In the case of a cash payment of the long-term variable remuneration under the LTIP, a later payout date has no ongoing incentivizing effect since the amount is determined upon expiration of the corresponding LTIP term and is not subject to any further changes even if the payout date is later. The 2022 remuneration system creates the possibility of granting to Executive Board members virtual stock appreciation rights under the SAR plan as an additional, long-term remuneration element. The development of their value depends on the development of the Nemetschek stock price. This remuneration element corresponds to stock-based compensation with a strong alignment of interests between the company's shareholders and Executive Board members. The exercise of stock appreciation rights is usually only partially (25%) subject to a four-year waiting period.

i) Departure of Viktor Várkonyi (Recommendations G.8, sentence 1 of G.9, and G.12)

As already stated in the update of the Declaration of Conformity of October 13, 2023, sentence 1 of Recommendation G.9 and Recommendation G.12 were not observed in connection with the resignation of Mr. Viktor Várkonyi from the Executive Board of Nemetschek SE and the agreement entered into with him in October 2023 governing the termination of his service contract, which provided for a doubling of the amount payable under the 2023 STIP as the contractually agreed calculation arrangements were adjusted when payment was made. Moreover, the company believes that is not clear whether Recommendation G.8 relates only to changes in the targets and comparison parameters during the assessment period of a variable remuneration component, while sentence 1 of Recommendation G.9 addresses an adjustment of the amount paid out after the end of the assessment period, or whether Recommendation G.8 also covers the adjustment of the amount paid out. For this reason, the company declared as a precaution that it had departed from Recommendation G.8."

Company Website

The Declaration of Conformity pursuant to AktG section 161 is published on the website ir.nemetschek.com/declarationof-conformity. Declarations of Conformity for previous years can also be viewed on this page.

In addition to the Declarations of Conformity, the website ir.nemetschek.com/corporate-governance also makes further information about the Corporate-Governance Statement and on the corporate governance of the Nemetschek Group publicly accessible.

The Remuneration Report for the 2023 fiscal year and the auditor's report pursuant to AktG section 162, the Executive Board's applica-

ble remuneration system pursuant to AktG section 87a(1) and (2), first sentence; the applicable remuneration arrangement for the Supervisory Board, and the most recent remuneration resolutions at the Annual General Meeting pursuant to AktG sections 113(3) (Supervisory Board remuneration) and 120a(1) (Executive Board remuneration) are publicly available on the company's website at ir.nemetschek.com/remuneration.

Relevant Disclosures of Corporate-Governance Practices Applied in Excess of Legal Requirements and Details on Where They Are Publicly Accessible

Further corporate governance practices that go beyond the legal requirements are described in our Code of Conduct. Furthermore, the principles underlying relations with suppliers and business partners are laid down in a Supplier Code of Conduct. Both documents are publicly available on the company's website at nemetschek.com/en/responsibility.

Details about business management and corporate governance are also reported in the Group Management Commentary in sub-section [<< 1.4 Business Management and Corporate Governance >>](#).

Compliance and Management of Opportunities and Risks

One of the principles of responsible company leadership is to consider opportunities and risks continuously and responsibly. The objective of opportunity and risk management is to develop a strategy and define targets and actions which generate a balanced equilibrium between Sustainability growth and profit targets on the one hand and the risks associated with them on the other. Details on the opportunity and risk management systems of the Nemetschek Group are provided in section [<< 6 Report on Risks and Opportunities >>](#) of the Group Management Commentary. In addition to the material risks to its business activities, the Nemetschek Group also takes into account non-financial risks, details of which can be found in [<< 2 Non-Financial Statement >>](#).

Internal Control and Risk Management System (ICS, RMS)

The Nemetschek Group's internal control and risk management entails the management of opportunities and risks in relation to business activities, the achievement of the defined business targets, the propriety and dependability of the relevant processes, internal and external accounting, and compliance with the legal requirements and regulations applicable to Nemetschek. This also incorporates sustainability-related factors, which are developed further on an ongoing basis. As in the previous year, no material risks with potentially serious effects have been identified for 2023 with respect to the matters defined in non-financial reporting in accordance with section 289c (2). Consequently, there were no risks for 2023 which, on a net basis, meet the materiality criteria in accordance with Section 289c (3) Nos. 3 and 4 of the HGB.

Overall responsibility for the internal control (ICS) and risk and opportunity management system (RMS) at the Group level lies with the Executive Board of Nemetschek SE. The RMS and the ICS cover Nemetschek SE and all consolidated subsidiaries and apply the three-lines-of-defense model.

The first "line of defense" entails the management of operating business in conjunction with the central Group functions. They are responsible for identifying, evaluating and managing any risks that may occur. To this end, measures are defined and implemented to address the risks identified. In organizational terms, the second "line of defense" is the central risk management function, which reports to Corporate Controlling. The risk management function, which has been operating as a separate department within the Corporate Controlling organization since 2023, is responsible for the Group-wide risk and opportunity management system (RMS). The RMS undergoes continuous further development and is anchored in the Group by means of appropriate guidelines. The Risk Committee also forms part of this second "line of defense". This body, which is composed of the segment managers and the risk category owners, discusses the combined Group-wide risks and opportunities as well as the measures taken and their impact with the Executive Board on a quarterly basis. In addition, the central risk management function prepares the reports for internal as well as external stakeholders. Internal Audit is the third "line of defense" and acts as an independent control unit of the Executive Board. It regularly reviews the effectiveness of the RMS and ICS on behalf of the Supervisory Board and also submits suggestions that contribute to its continuous improvement.

With the internal control system, the risk management system and the compliance management system, the Executive Board of the Nemetschek Group has created a control framework aimed at achieving appropriate and effective internal control and risk management. After considering internal control and risk management, the Executive Board is not aware of any circumstances impairing the appropriateness and effectiveness of these systems.

Compliance

A basic requirement for long-term commercial success is the compliance of business activities with all relevant laws and standards as well as with the company's internal principles. The success of the Nemetschek Group is therefore based not only on good business policy, but also on ethical integrity, reliable data, trust, and open and fair dealings with employees, clients, business partners, shareholders, and all other stakeholders.

Compliance Culture and Targets

Compliance has always been an important component of risk prevention at the Nemetschek Group and is firmly entrenched in the company's culture. Our objective is to act in compliance with all relevant laws, norms, international standards, and internal guidelines at all times.

In this context, the Nemetschek Group pursues an approach of preventive compliance and aims for a corporate culture that sensitizes and educates the staff so that potential violations of the rules are avoided from the start. The Executive Board and management staff bear special responsibility in this regard. They act as role models and, as such, are required to ensure compliance within their area of responsibility and beyond, to clearly communicate this expectation to every employee, and to consistently and without exception set an example for ethical behavior according to the rules for ensuring compliance.

Compliance Organization

Compliance-related activities of the Nemetschek Group are closely linked to risk management and the internal control system. Among other things, Corporate Legal & Compliance oversees Group-wide compliance activities by means of a Group-wide network. The focus is on installing effective (local) structures and processes as well as providing support for the efficient implementation of compliance measures. Corporate Legal & Compliance is also the point of contact for any individual questions that may arise from within the organization. There is a direct reporting line to the department's representation on the Nemetschek Group Executive Board (the Chief Financial Officer).

Compliance Program and Communication

The compliance structures and measures for ensuring adherence to laws, guidelines, and ethical principles are consistently aligned with the risk position of the Nemetschek Group and continuously enhanced. The basis for compliance-related activities is the Code of Conduct of the Nemetschek Group, which is binding for all employees. In addition to the company website, employees can access the Code of Conduct and all Group guidelines, instructions, process specifications and communication bulletins via the Group's internal intranet platform Nemetschek ONE. Moreover, the Nemetschek Group uses a modern compliance training tool for efficiently and sustainably communicating knowledge on this subject across the Group.

Compliance Reporting Channels, Reviews, and Further Development

Having reliable reporting channels and protecting internal and external information providers against sanctions are major elements in the identification of compliance risks.

The Nemetschek Group demands and promotes an open, enterprise-wide "speak-up" culture. It encourages its employees to report any behavior that may possibly breach the Code of Conduct or, beyond that, legal provisions. Information on possible violations can be submitted anonymously – not only by employees, but also by external third parties – via a modern, enterprise-wide whistleblowing system. This digital system also serves all Group brands as a whistleblower system and focuses in particular on the important topics of whistleblower protection, anonymity, and data security.

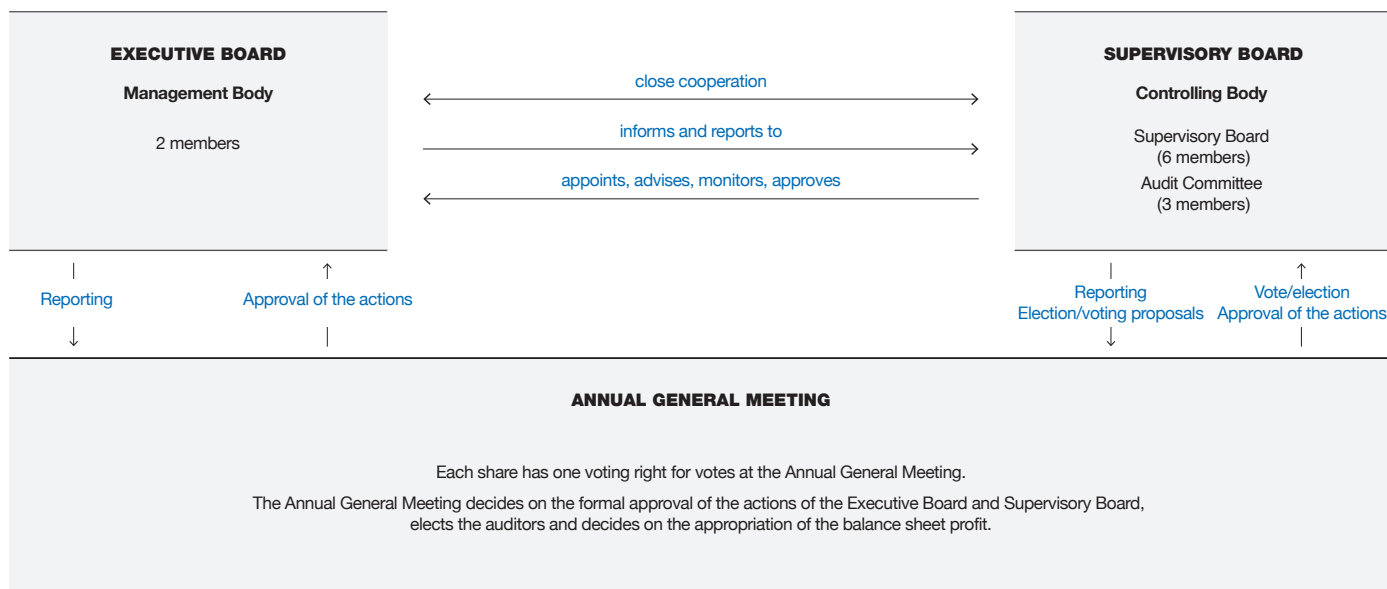
In addition to using the digital whistleblowing system, employees can communicate directly with superiors, relevant HR managers, or local Compliance. All information submitted is first checked for plausibility and treated with absolute confidentiality. Further investigations are initiated and steps are taken as required. If necessary, further company departments or external consultants are brought on board in certain situations. Corporate Legal & Compliance, acting as the independent internal body for receiving reports, regularly reviews the whistleblower process in terms of its effectiveness and adapts it as required.

Corporate Audit regularly performs internal audits to assess compliance with internal guidelines and legal requirements. The Executive Board, the Supervisory Board's Audit Committee, and the Supervisory Board are informed about compliance-related issues and the expansion of compliance structures as well as planned compliance-related initiatives regularly as well as on an ad hoc basis if necessary.

Description of Executive-Board and Supervisory-Board Procedures

Nemetschek SE has a dual leadership and supervision structure consisting of its two governing bodies: its Executive Board and Supervisory Board.

DUAL MANAGEMENT SYSTEM OF NEMETSCHEK SE



Executive Board

Composition

There were changes in the composition of the Executive Board in 2023. The Supervisory Board appointed Louise Öfverström to the Executive Board as Chief Financial Officer with effect from January 1, 2023. Effective June 30, 2023, Viktor Várkonyi, Chief Division Officer responsible for the Planning & Design Division, resigned from the Executive Board of Nemetschek SE. Jon Elliott, previously responsible for the Build & Construct Division as Chief Division Officer and for the Bluebeam brand as CEO on the Executive Board, resigned from the Executive Board with effect from September 5, 2023. As part of an orderly succession plan, the positions of Chief Division Officer were filled with managers holding international and strategic experience. The Chief Division Officer functions are located outside the Executive Board.

The proven segment-based focus with clear responsibilities was retained without any changes.

Accordingly, the Executive Board consisted of the following two members as of December 31, 2023:

- » Yves Padrines, Chief Executive Officer (CEO)
- » Louise Öfverström, Chief Financial Officer (CFO)

The résumés of the members of the Executive Board can be found on the company's website at ir.nemetschek.com/executiveboard.

Details about further roles exercised by the Executive Board members are provided in the notes to the consolidated financial statements in [« Item 33 – Bodies of the Company »](#). The remuneration of the members of the Executive Board is described in a separate remuneration report at ir.nemetschek.com/remuneration.

When making appointments to the Executive Board and leadership roles, the Executive Board and the Supervisory Board primarily value personal aptitude. This includes the respective managers' prior experience, skills, and knowledge. The criterion of diversity is additionally considered during such decision-making. Owing to its principle of qualification-based neutrality, Nemetschek SE firmly believes it is in the best position to serve the interests of the company.

Procedures

The Supervisory Board has issued rules of procedure for the Executive Board. They govern the collaboration within the Executive Board as well as collaboration between the Executive Board and the Supervisory Board. The Executive Board performs its leadership role with a view to creating value sustainably in accordance with the company's interests. The Executive Board bears overall responsibility for the management of the Nemetschek Group. In addition, every member of the Executive Board has

personal responsibility for the tasks assigned to him or her through the business allocation plan. The Executive Board makes joint decisions on all matters that are of particular significance and impact for the company or its subsidiaries.

The Executive Board is responsible for the preparation of the quarterly statements and half-year financial report as well as the annual financial statements, consolidated financial statements, the consolidated management commentary of Nemetschek SE and the Group, the non-financial statement, the dependent companies report, and the remuneration report. It also oversees the preparation of the company's sustainability reporting. Furthermore, the Executive Board has established appropriate and effective internal control and risk management systems which also incorporate sustainability-related factors.

The Executive Board reports to the Supervisory Board regularly, promptly, and comprehensively in writing and verbally on all relevant topics relating to business development, company planning, strategic alignment, opportunity and risk management, compliance management, and further relevant issues, e.g., corporate social responsibility, sustainability, and cybersecurity. In the case of decisions potentially capable of materially influencing the company's net-asset, financial, or earnings situation, the Supervisory Board is consulted in a timely manner and provided with complete information by the Executive Board. In the case of acquisition projects, the Executive Board provides detailed information on the project progress and status at an early stage and coordinates the acquisition and integration processes in close collaboration with the Supervisory Board. The same thing applies to investments in start-ups.

Supervisory Board

Composition

Since the Annual General Meeting on May 12, 2022, the Supervisory Board has consisted of six members. This expansion is primarily warranted by the pace of growth of the Nemetschek Group as well as increasingly stringent regulatory requirements.

There was one change in the composition of the Supervisory Board in the course of 2023. At her own request, Patricia Geibel-Conrad resigned as a member of the Supervisory Board of Nemetschek SE on June 30, 2023. She had been a member of the Supervisory Board since May 12, 2022, serving as Deputy Chair of the Supervisory Board as well as Chair of the Audit Committee. On July 1, 2023, Iris M. Helke was appointed to the Supervisory Board of Nemetschek SE by order of the court for a term of office expiring at the end of the next Annual General Meeting. At the meeting of the Supervisory Board held on July 28, 2023, she was elected to the Audit Committee and appointed Chair of the Audit Committee. In connection with the change to the composition of the Supervisory Board, Dr. Gernot Strube was elected new Deputy Chair of the Supervisory Board.

The Supervisory Board consisted of the following six members as of December 31, 2023:

- » Kurt Dobitsch, Chair of the Supervisory Board, member of the Audit Committee
- » Dr. Gernot Strube, Deputy Chair of the Supervisory Board, member of the Audit Committee
- » Iris M. Helke, member of the Supervisory Board, Chair of the Audit Committee
- » Bill Krouch, member of the Supervisory Board
- » Christine Schöneweis, member of the Supervisory Board
- » Prof. Andreas Söffing, member of the Supervisory Board

The company's founder, Prof. Georg Nemetschek, is Honorary Chair of the Supervisory Board.

The résumés of the members of the Supervisory Board can be found on the company's website at ir.nemetschek.com/supervisoryboard and include details of their tenure on the company's Supervisory Board. Details on further mandates performed by the Supervisory Board can be found in the notes to the consolidated financial statements under [« Item 33 – Bodies of the company »](#). The remuneration of the members of the Supervisory Board is described in a separate remuneration report, which is available at ir.nemetschek.com/remuneration.

In accordance with the recommendations of the German Corporate Governance Code, the Supervisory Board has named specific objectives for its composition and issued a profile of skills for the overall Nemetschek SE Supervisory Board. Based on this, each member of the Supervisory Board must meet the requirements of applicable laws and the Articles of Incorporation for membership of the Supervisory Board (cf. section 100 (1) to (4) of the German Stock Corporation Act – AktG) and possess the knowledge and capabilities that are required for the proper discharge of the duties imposed on them by law and the Articles of Incorporation. The members of the Supervisory Board as a whole must be familiar with the sector in which the company is active (cf. section 100 (5) of the German Stock Corporation Act – AktG). Every member of the Supervisory Board must have sufficient time available and the willingness to dedicate the necessary time and attention to his or her position.

In addition to these general requirements, the board as a whole is obliged to meet the following requirements in particular:

- » Every member should have a general understanding of the business of the Nemetschek Group, in particular the global AEC/O market environment, the individual fields of business, clients' requirements, the regions in which the company operates, and the company's strategic alignment.
- » At least one member of the Supervisory Board must have expertise in accounting and at least one other member must have expertise in auditing. The accounting and auditing also

include sustainability reporting and the auditing of such reporting.

- » At least two members should meet the criterion of internationality to a special degree or have acquired operational experience in international enterprises.
- » One or more members should have expertise in business administration.

» On the board as a whole, one or more members should have experience in governance, compliance, and risk management.

» All members should have operational experience in human resources management.

» One or more members should have expertise in sustainability.

The company's Supervisory Board currently considers the targets specified for the composition of the Supervisory Board to be fulfilled. The following is a qualifications matrix for the full Supervisory Board as at December 31, 2023:

MATRIX OF SUPERVISORY BOARD QUALIFICATIONS

| | | Supervisory Board Members | | | | | |
|-------------------------------------|---|---------------------------|-------------------------|-------------|----------------------|---------------------------|-------------------|
| | | Kurt Dobitsch | Iris M. Helke | Bill Krouch | Christine Schöneweis | Prof. Dr. Andreas Söffing | Dr. Gernot Strube |
| Board and Committees | Supervisory Board | SB Chair | Member | Member | Member | Member | Deputy SB Chair |
| | Committees | Audit Committee | Audit Committee (Chair) | – | – | – | Audit Committee |
| | Year of birth | 1954 | 1970 | 1959 | 1976 | 1962 | 1965 |
| | Gender | Male | Female | Male | Female | Male | Male |
| Diversity | Nationality | Austrian | German | US | German | German | German |
| | International experience / operational experience working at an international company ¹⁾ | ● | ● | ● | ● | ● | ● |
| | First appointment | 1998 | 2023 | 2018 | 2022 | 2022 | 2022 |
| Tenure and Personal Aptitude | End of appointment | 2027 | 2024 | 2027 | 2027 | 2027 | 2027 |
| | Independence (as per the Code) ²⁾ | ● | ● | ● | ● | ● | ● |
| | No overboarding (as per the Code) | ● | ● | ● | ● | ● | ● |
| | General understanding of the Nemetschek Group's business (global AEC/O media market environment, individual fields of business, client needs, regions, and company's strategic alignment) | ● | ● | ● | ● | ● | ● |
| Expertise ¹⁾ | Detailed knowledge of business administration | ● | ● | ● | ● | ● | ● |
| | Industry knowledge (as per section 100 (5) AktG) | ● | | ● | ● | | ● |
| | Governance, compliance, and risk management | ● | ● | ● | ● | ● | |
| | Personnel management / HR | ● | ● | ● | ● | | ● |
| | Sustainability | ● | ● | ● | ● | | ● |
| | Accounting, including sustainability reporting, and auditing and assurance (section 100 (5) AktG and D.3 of the Code) | ● | ● | | | ● | |
| | Auditing of financial statements and sustainability reporting, and auditing and assurance (section 100 (5) AktG and D.3 of the Code) | ● | ● | | | | |
| Financial expertise | | | | | | | |

1) Based on the Supervisory Board's own assessment. A filled circle means that the member has at least good knowledge and experience that can be used as a basis for comprehending the matters relevant to the work of the Supervisory Board.

2) Kurt Dobitsch has been on the Supervisory Board for more than twelve years and continues to be viewed as independent by the company and its Executive Board. He does not maintain a personal or commercial relationship with the company or its Executive Board members. Pursuant to recommendation C.7 of the German Corporate Governance Code (DCGK), membership of many years on the Supervisory Board is merely an indicator of a possible lack of independence, and an indicator which also allows for a different assessment by the Supervisory Board. In the view of the Supervisory Board, the mere long-standing membership on the Supervisory Board neither constitutes grounds for a conflict of interest or roles, nor does it impair the manner in which the duties are discharged.

The Supervisory Board believes that it is appropriate and fulfills Recommendations C.1/C.6 of the German Corporate Governance Code when the Supervisory Board has at least four members – i.e., more than half of the shareholder representatives – who are independent of the company and its Executive Board (cf. Recommendation C.7 of the Code) as well as at least three members who are independent of a controlling shareholder (cf. Recommendation C.9 of the Code). Overall, in the Supervisory Board's assessment, it is appropriate for the Supervisory Board to have at least three members who are independent of the company and its Executive Board as well as independent of a controlling interest.

In the Supervisory Board's assessment, all members are currently independent from the company and its Executive Board within the meaning of DCGK recommendation C.7. This assessment is not inconsistent with the fact that Kurt Dobitsch has had a tenure of more than twelve years on the Supervisory Board. Pursuant to DCGK recommendation C.7, many years' membership on the Supervisory Board is merely an indicator of a possible lack of independence, and an indicator which also enables a different assessment by the Supervisory Board. The Supervisory Board considers it inappropriate to make a purely formal consideration on the assumption that independence would be compromised after more than twelve years on the Supervisory Board. In the view of the Supervisory Board, the mere long-standing membership on the Supervisory Board neither constitutes grounds for a conflict of interest or roles, nor does it impair the manner in which the duties are discharged. In the work of the Supervisory Board over the previous years, there have been no major conflicts of interest or even any conflicts of interest that were only temporary. There have been and are no indications that Kurt Dobitsch would possibly deal with the Executive Board in a biased or prejudiced manner. The Supervisory Board also firmly believes that membership for more than twelve years does not hinder the ability to reflect critically on one's own Supervisory Board activities or to work on increasing efficiency.

Procedures

The Supervisory Board serves the Executive Board in an advisory capacity, monitors the Executive Board in its management of the company, and examines all significant transactions by examining the documents concerned in relation to Regulation (EC) No. 2157/2001 of the Council on the Statute for a European Company (SE), the German SE Implementation Act (SEAG), the German Stock Corporation Act (AktG), the company's Articles of Incorporation, and the Executive Board rules of procedure. It also advises and guides the Executive Board on sustainability-related matters and the strategic alignment for sustainability. The Supervisory Board is also provided with information by the Executive Board on the position of the segments, including the individual brands, and the Group as well as on major developments outside the regular Supervisory Board meetings.

The Supervisory Board provides a catalog of transactions requiring approval as well as a business allocation plan in the rules of procedure for the Executive Board. The Supervisory Board acts based on its own rules of procedure.

The Supervisory Board examines the annual financial statements and consolidated financial statements prepared by the Executive Board as well as the combined management report of Nemetschek SE and the Group, the non-financial statement, the separate remuneration report and the report on the company's relationships with affiliated companies in accordance with section 312 of the German Stock Corporation Act (AktG) (dependent companies report).

It adopts the annual financial statements and approves the consolidated financial statements of Nemetschek SE. It examines the proposal on the allocation of the unappropriated surplus and, together with the Executive Board, submits it to the Annual General Meeting for resolution.

The Chair of the Supervisory Board explains the activities of the Supervisory Board each year in his report at the Annual General Meeting, which forms part of the annual report.

Working together with the Executive Board, the Supervisory Board ensures that there is long-term succession planning. To this end, the Supervisory Board maintains regular communication with the Executive Board. Together, the Executive Board and Supervisory Board evaluate the suitability of potential succession candidates and discuss how to develop suitable internal candidates. In addition, the Supervisory Board examines the size and composition of the Executive Board on a regular basis. To this end, the Chairman of the Supervisory Board discusses with the Executive Board the skills and experience as well as professional and personal competencies in particular that should be present on the Executive Board, including with a view to the company's strategic development, and to what extent the composition of the Executive Board already meets these requirements.

Committees of the Supervisory Board

The Supervisory Board has established an Audit Committee, which consists of three members. Up until her resignation from the Supervisory Board, Ms. Patricia Geibel-Conrad held the Chair of the Audit Committee. Thereafter, Ms. Iris M. Helke was appointed to the Supervisory Board and elected to the Audit Committee by the Supervisory Board. The Supervisory Board appointed Ms. Helke as the new Committee Chair. In accordance with Recommendation D.3 of the German Corporate Governance Code, the Chair of the Supervisory Board may not simultaneously be Chair of the Audit Committee. The Audit Committee prepares resolutions and topics for consideration by the Supervisory Board. At the ensuing meeting of the Supervisory Board, the Chair of the Audit Committee reports on the work of the Committee.

The members of the Audit Committee are familiar with the sectors in which the Nemetschek Group operates. As of December 31,

2023, the Supervisory Board and its Audit Committee consisted of several members with expertise in accounting, namely Iris M. Helke, Kurt Dobitsch, and Dr. Gernot Strube. Moreover, at least two members, specifically Iris M. Helke and Kurt Dobitsch, also have extensive expertise in the field of auditing.

Under the German Corporate Governance Code, the Chair of the Audit Committee should be an expert in at least one of the two areas of accounting and auditing (Recommendation C.10 of the Code) and should be independent of the company and the Executive Board as well as the controlling shareholder (Recommendation D.3 of the Code). The Chair of the Audit Committee, Iris M. Helke, meets these requirements.

No other committees were formed apart from the Audit Committee. The Supervisory Board has consisted of six members since the effective date of the amendments to the Articles of Incorporation enlarging the Supervisory Board on May 25, 2022, and is of the opinion that a body of this size ensures the efficient and effective discharge of its duties even in the absence of any further specialized committees.

A Nomination Committee was not established, as the Supervisory Board consists solely of shareholder representatives.

Self-Assessment

The Supervisory Board regularly assesses how effectively it discharges its duties. The most recent self-assessment was performed during the 2021 fiscal year. For this purpose, a questionnaire was developed with the involvement of an external expert and distributed to all members. In the questionnaire, the Supervisory Board members were able to provide a judgment of the effectiveness of the procedures and submit suggestions for improvement. General themes included the conducting of Supervisory Board meetings, the main topics to be discussed, the collaboration of Supervisory Board members, the composition of the Supervisory Board, the cooperation with the Executive Board, the composition of the Executive Board, and succession planning for the committees. In addition, the accounting and auditing processes as well as the quality of the information provided to the Supervisory Board were discussed. The findings and suggestions for improvement were discussed during the following Supervisory Board meeting. The findings of the evaluation attest to professional and constructive cooperation within the Supervisory Board and with the Executive Board, marked by a high level of trust and openness. Likewise, the findings attest to efficient meeting organization and execution as well as appropriate provision of information. No need for fundamental change was evident except for the matter of diversity. Individual suggestions are also acted on and implemented in the course of the year. For instance, diversity was considered more strongly when selecting candidates for the reappointment of the Supervisory Board.

As planned, no self-assessment was performed in 2022 and 2023. The next self-assessment is scheduled for the year 2024.

Please refer to the [<< Supervisory Board's Report >>](#) for further information on the issues and activities of the Supervisory Board in 2023.

Remuneration of the Executive Board and Supervisory Board

Executive Board

In keeping with the changes in legislation resulting from the German Act Implementing the Second Shareholder Rights Directive (ARUG II), which took effect on January 1, 2020, the Supervisory Board enhanced the existing Executive Board remuneration system and passed a resolution in this connection at the meeting held on March 18, 2022. This remuneration system was approved at the Annual General Meeting on May 12, 2022. The 2022 remuneration system implements the requirements of the German Stock Corporation Act (AktG) in the version amended by the Second Shareholder Rights Directive (ARUG II) and incorporates the recommendations of the German Corporate Governance Code in the version of April 28, 2022, which took effect on June 27, 2022. The remuneration system is published on the company's website at ir.nemetschek.com/remuneration. The Supervisory Board will regularly review the remuneration system. Under section 120a (1) of the German Stock Corporation Act (AktG), the Annual General Meeting must pass a resolution approving the remuneration system presented by the Supervisory Board in the event of any material change, however no less than once every four years.

Supervisory Board

The Supervisory Board's remuneration is governed in article 15, Remuneration of the Supervisory Board, of the company's Articles of Incorporation.

Nemetschek SE has prepared a separate Remuneration Report since the 2021 fiscal year. The report describes the principles of the remuneration systems for the Executive Board and for the Supervisory Board and provides individualized details on their remuneration. The report for the 2023 fiscal year is published on the website of the company at ir.nemetschek.com/remuneration.

Target percentage for female representation, sections 76 (4), 111 (5) of the German Stock Corporation Act (AktG) and diversity policy

Diversity at Nemetschek

Diversity is part of the corporate culture that is practiced at the Nemetschek Group. The different cultures and distinct individuality of the employees are important drivers for the company's innovation and should therefore be promoted in a targeted manner. In 2020, the company established a working group that deals closely with diversity within the Group and has also developed a corporate policy on diversity and inclusion. Further information on diversity and inclusion can be found in the 2023 Group Management Commentary in subsection [<< 2 Non-financial Statement >>](#).

The objective to achieve diversity, including diversity in the employee mix, committee composition, and appointments to leadership positions, is expressly welcomed.

The Supervisory Board has currently not adopted a diversity policy for the Executive Board, although it expressly welcomes the commitment to diversity in the German Corporate Governance Code and advocates a diverse composition of governance bodies and in appointments to management positions. In the election proposals for the Supervisory Board elections at the 2022 Annual General Meeting and in the composition of the Executive Board, the Supervisory Board placed particular emphasis on diversity. Female representation increased significantly in both bodies.

Targets for Female Representation

According to AktG section 111(5), the Supervisory Board must define targets for the share of positions held by women on the Supervisory Board and Executive Board.

Executive Board

Decision Regarding the Target for Female Representation on the Executive Board and Justification

In its resolution passed on March 9, 2023, the Supervisory Board set a target of 25% for female representation on the Executive Board for the period through to December 31, 2025. The Supervisory Board generally supports the objective of achieving diversity in the Executive Board and views the future increase of the percentage of women at all levels of the enterprise as an important part of the personnel and diversity concept of the worldwide Nemetschek Group. For the composition of the Executive Board, however, the experience, expertise, and knowledge of each individual is of critical importance to the Supervisory Board. The Supervisory Board is therefore convinced that a target of 25% female representation on the Executive Board for 2023 to 2025 is realistic, appropriate, and proper.

Determination of the Status Quo for Female Representation on the Executive Board

The Executive Board consisted of Yves Padrines (CEO) and Louise Öfverström (CFO) as of December 31, 2023. Female representation on the Executive Board therefore stood at 50% at the end of 2023 (previous year: 0%), thus exceeding the defined target. However, the determination of the female representation target was based on an Executive Board consisting of four members. Currently, however, the Executive Board is made up of only two members. If the Executive Board were to be expanded again in the future, this would have an impact on the proportion of female representation.

Supervisory Board

Decision Regarding the Target for Female Representation on the Supervisory Board

In its resolution passed on December 17, 2021, the Supervisory Board set a target of 25% for female representation on the Supervisory Board for the period through to December 31, 2025.

Determination of the Status Quo for Female Representation on the Supervisory Board

The Supervisory Board was composed of four male and two female members as of December 31, 2023. Accordingly, the proportion of female representation on the Supervisory Board amounted to 33.3% (previous year: 33.3%).

Management Tier Directly beneath Executive Board

In accordance with section 76(4) of the German Stock Corporation Act (AktG), the Executive Board also sets targets for female representation on management tiers beneath the Executive Board.

The Executive Board amended its definition of the management tier directly beneath the Executive Board in 2021. All employees who report directly to members of the Executive Board have since been deemed to belong to the management tier directly beneath the Executive Board. This management tier comprised 14 individuals at the time the resolution was passed, including four women, resulting in female representation of 28.6%.

As Nemetschek SE traditionally has flat hierarchies due to its corporate structure as a holding company and therefore has no continuous second management tier, a target figure for female representation at the second management tier has not been set. Nevertheless, the company performs an annual check to determine whether the installation of a second management tier is appropriate in view of the Group's steady growth.

Decision Regarding the Target for Female Representation at the Management Tier Directly beneath the Executive Board

In its resolution passed on December 17, 2021, the Executive Board set a target of 28.6% for female representation on the first management tier directly beneath the Executive Board for the period through to December 31, 2025.

Determination of the Status Quo for Female Representation at the Management Tier Directly beneath the Executive Board

The first management tier comprised 14 individuals as of December 31, 2023 (previous year: 16), including 4 women (previous year: 4 women), translating into female representation of 28.6% (previous year: 25.0%). The company's continuous growth and the related adjustments to its management structures may also cause fluctuations in the gender representation at the first management tier.

Further Information on Corporate Governance

Financial Reporting and Audit

Nemetschek SE prepares its consolidated financial statements and consolidated interim reports in accordance with the International Financial Reporting Standards (IFRS) as endorsed in the European Union. The annual financial statements of Nemetschek SE (separate financial statements) are prepared in accordance with the provisions of the German Commercial Code (HGB). The Supervisory Board proposed at the Annual General Meeting that PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich, be elected independent auditors. On May 23, 2023, the Annual General Meeting duly elected PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich, as independent auditors of the annual financial statements and the consolidated financial statements for 2023. The signing auditors of the parent-company financial statements of Nemetschek SE and of the consolidated financial statements as of December 31, 2023 are Katharina Deni as the responsible auditor and left-hand signatory as well as Vera Daners as the right-hand signatory. The Supervisory Board awarded the audit engagement and also negotiated the audit fee. The Audit Committee reviewed the independent auditors' independence. Moreover, it assessed the services rendered by the auditor and worked on the evaluation of the audit quality, and reported on this to the Supervisory Board.

Shareholders and the Annual General Meeting

Shareholders can assert their rights and exercise their voting rights at the Annual General Meeting. Each share in Nemetschek SE bears one voting right. At the Annual General Meeting, resolutions are passed on matters such as the appropriation of profits, the official approval and discharge of the members of the Executive Board and the Supervisory Board, the selection of the independent auditor and the approval of the remuneration report. Resolutions on amendments of the Articles of Incorporation, measures to modify the capital, and other potential actions are decided at the Annual General Meeting and subsequently implemented by the Executive Board. The Annual General Meeting usually takes place within the first five months of a given fiscal year. The meeting is chaired by the Chair of the Supervisory Board. The Executive Board presents the consolidated financial statements and annual financial statements as well as more detailed reports, explains the prospects of the company, and, together with the Supervisory Board, answers the shareholders' questions.

The invitation to the Annual General Meeting and the corresponding documents and information are made available on the Nemetschek Group website on the day the meeting is called in accordance with the statutory requirements. Nemetschek supports its shareholders in the exercising of their voting rights by appointing proxies who vote according to the instructions of the shareholders.

After being held in virtual form during the Covid pandemic due to the applicable restrictions, last year's Annual General Meeting

took place in a physical format again for the first time at the Haus der Bayerischen Wirtschaft in Munich on May 23, 2023.

Transparency and Communication

The Nemetschek Group makes open and trustful communication with the shareholders and other stakeholders a priority and maintains a prompt and reliable dialog with them. All information relevant to capital markets is published in German and English simultaneously and made accessible on the company's website. This information includes annual and interim reports, press releases and ad hoc notifications, information on the Annual General Meeting, and CSR reports (corporate social responsibility; sustainability reports) and company presentations. The financial calendar with the relevant publication and event dates can also be found on it.

Directors' Dealings, Voting Rights, and Stock Options

Nemetschek SE provides information pursuant to Article 19 of Regulation (EU) No. 596/2014 (Market Abuse Regulation) of the European Parliament and of the Council in relation to transactions of the Executive and Supervisory Board members involving the company's shares (directors' dealings). The information is published on the company's website at ir.nemetschek.com/managers-transactions.

Nemetschek SE also reports on notifiable changes in shareholdings when the voting right thresholds specified in the German Securities Trading Act (Wertpapierhandelsgesetz, WpHG) have been reached, exceeded, or fallen short of. These reports are published on the company's website at ir.nemetschek.com/votingrights.

The Nemetschek Group wishes to involve the Executive Board and other categories of employees in the company's future success over the medium and long term. A stock appreciation rights (SAR) plan was initiated for this purpose and integrated into the current Executive Board remuneration system which was approved at the Annual General Meeting on May 12, 2022. This SAR plan is based on virtual subscription rights. Their value is tied to the performance of Nemetschek's stock price. There is no entitlement to receiving new shares. The increase in the value of the notional subscription rights is normally paid out in cash, though it can also take the form of treasury stocks. Information about the SAR plan can be found in the description of the current system for Executive Board remuneration on the company's website at ir.nemetschek.com/remuneration.

Munich, March 15, 2024


Yves Padrines


Louise Öfverström

Nemetschek on the Capital Market

Review of 2023

After 2022 had been impacted by various crises, rapid interest rate hikes, and the resulting significant declines on international stock markets, particularly for growth and technology stocks, the market situation improved noticeably in 2023. Even though the year 2023 continued to be affected by ongoing and new geopolitical crises, the real economy proved very resilient, especially in the USA. An additional factor was that inflation in Europe and the USA declined faster than originally expected, partly driven by rapidly falling energy prices. This led many market participants to expect cuts in interest rates, which in turn triggered new all-time highs in a number of global share indices in the fourth quarter of the year.

Driven by these trends, the international stock markets recovered from the significant losses of the previous year, and stock market performance in 2023 was very positive overall and better than expected by many market participants. For example, the global MSCI World (+22%) and the US S&P 500 (+24%) rose significantly, driven above all by – in some cases – very strong increases in the share prices of only a few major US technology stocks. The leading German index, the DAX, also recorded a significant increase of +20%. The more relevant benchmark indices for Nemetschek, such as the MDAX (+8%), Nasdaq (+43%) or the STOXX Europe Total Market Software & Computer Services (+27%), also recorded significant gains in most cases.

Nemetschek shares: Strong rise in share price in 2023 after significant decline in previous year

In line with the market developments described above and despite the continued negative outlook of most indicators for the construction industry, especially in Europe, Nemetschek's most important market, the performance of Nemetschek shares also performed very well in 2023. After the sharp share price decline (–56%) in 2022, the price of Nemetschek SE shares rose by 65% during 2023, outperforming its benchmark indices as well as most European and US competitors.

Following the sharp decline in share prices in the previous year, Nemetschek SE started the new year on January 2, 2023 at EUR 47.25, which also marked the low for the year. The share price subsequently developed slightly positively in the first few months of the year, in line with the major global share indices and the share prices of most competitors.

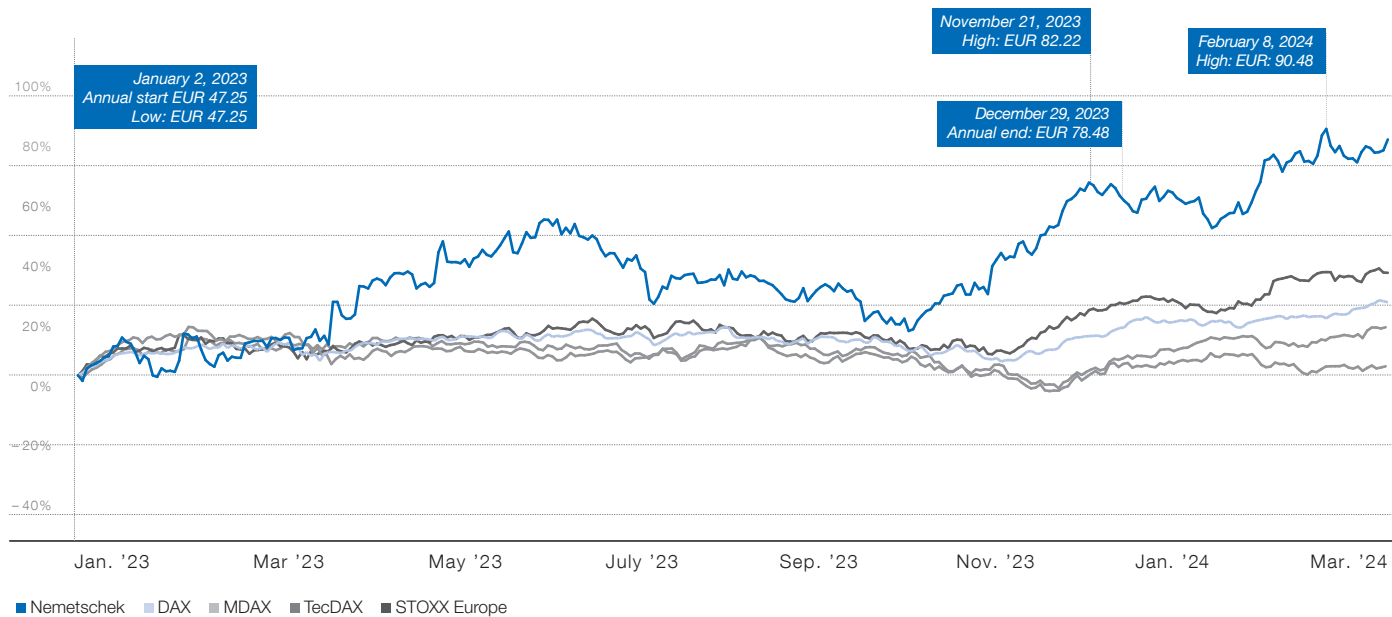
Towards the end of the first quarter, however, Nemetschek SE shares began to outperform the rest of the market, a trend that continued until the end of the year. This sharp upward movement in the share price, despite the continuing negative performance of most indicators for the construction industry in Europe, was driven by the company's strong operating performance. Already, the outlook for the financial year 2023 presented at the end of March as well as the growth ambitions for the subsequent years, 2024 and 2025, convinced the investors. Another factor was the very successful transition of company's business to subscription and SaaS models, especially in the Bluebeam brand, which continues to proceed as planned, and this led to a reduction in the associated uncertainty among investors.

Despite the ongoing geopolitical challenges and the temporary dampening effect on growth and profitability due to the transition of its business model to subscription and SaaS, the Nemetschek Group was able to perform better than expected. The company's continued strong operating performance in the first three quarters of the year led the Nemetschek Group after the third quarter to increase its currency-adjusted revenue growth forecast for financial year 2023 and to narrow the profitability guidance to the upper end of the target corridor. As a result, the company's share price reached its high for the year, at EUR 82.22, on November 21, before stabilizing at a high level and ending the year 2023 at EUR 78.48.

Market development in the current financial year 2024

Following the sharp rise in share prices in 2023, global share prices, including the securities of technology and growth companies remained at a high level or even rose slightly at the beginning of 2024. In line with most of its direct competitors and the most important benchmark indices, the Nemetschek SE share price continued to develop positively over the course of the first quarter of 2024 and reached a preliminary high for the current year 2024 with a price of EUR 90.48 on February 8. The share price subsequently stabilized at a level of around EUR 85 until the beginning of March.

PRICE DEVELOPMENT OF NEMETSCHKEK SHARES FROM THE BEGINNING OF 2023 TO THE BEGINNING OF MARCH 2024 COMPARED TO SELECTED INDEXES (INDEXED)



Nemetschek shares in the MDAX and TecDAX rankings

In the Deutsche Börse ranking, Nemetschek was ranked 48th (previous year: 57th) in the MDAX and 7th (previous year: 9th) in the TecDAX in terms of market capitalization (based on free float) as of 31 December 2023.

In the 2023 financial year, an average of 121,095 shares were traded daily via the Xetra electronic trading system (previous year: 162,273 shares). The average daily turnover on XETRA was EUR 7.70 million (previous year: EUR 10.48 million).

Nemetschek shares at a glance

KEY FIGURES ON SHARES

| | 2023 | 2022 |
|---|-------------|-------------|
| Closing price in EUR | 78.48 | 47.69 |
| High in EUR | 82.22 | 107.65 |
| Low in EUR | 47.25 | 43.62 |
| Market capitalization in EUR million as of year-end | 9,064.44 | 5,508.19 |
| Earnings per share in EUR | 1.40 | 1.40 |
| Price/earnings ratio as of year-end | 56.06 | 34.06 |
| Average number of shares traded per day (Xetra) | 121,095 | 162,273 |
| Average number of outstanding shares | 115,500,000 | 115,500,000 |

As of December 31, 2023, Nemetschek SE had no rating from a rating agency that assesses its creditworthiness.

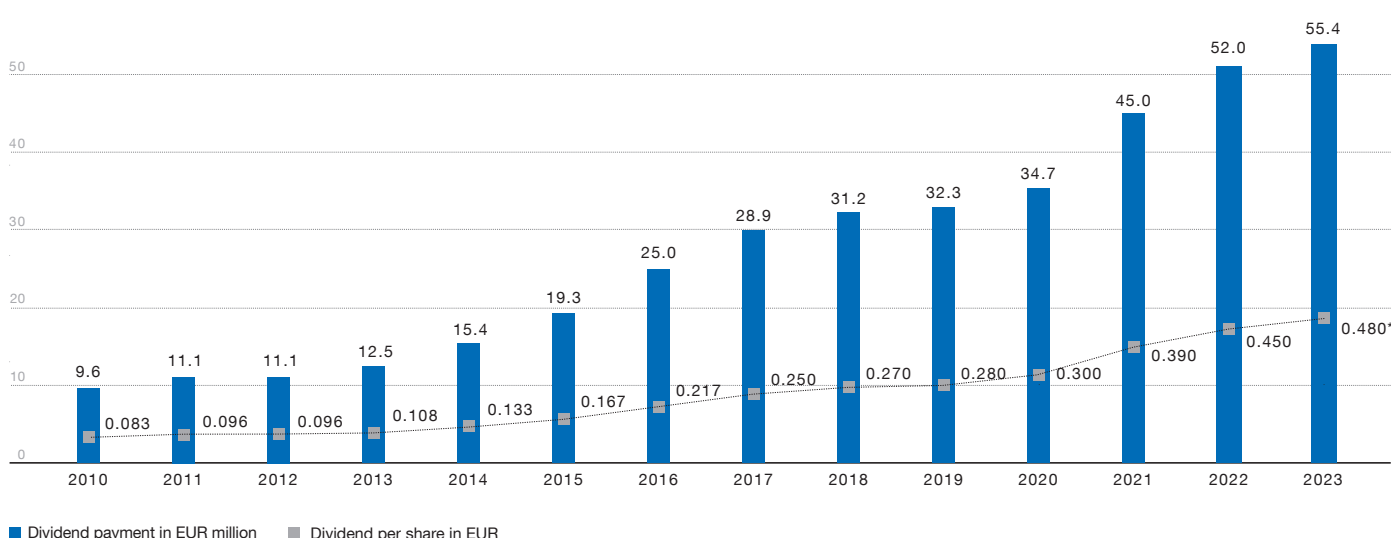
Dividend policy and dividend proposal for the 2023 financial year

The Nemetschek Group pursues a sustainable dividend policy, which provides for a payout of around 25% of its operating cash flow. The dividend policy always takes into account the overall economic development, the economic and financial situation of the company, as well as the interests of the shareholders.

Despite persistent challenges in the macroeconomic environment, the Nemetschek Group’s positive operating performance continued in 2023. The targets set for the financial year 2023, which were revised upward after the third quarter, were achieved and the very sound financial situation of the company was

strengthened further. Based on these developments, Nemetschek SE plans to continue its sustainable and reliable dividend policy, despite the ongoing tense geopolitical and economic environment. The Supervisory Board and Executive Board have therefore decided to propose to the Annual General Meeting on May 23, 2024 an appropriate dividend increase of 6.7% to EUR 0.48 per share (previous year: EUR 0.45 per share). For all 115.5 million shares, this would correspond to a total payout of EUR 55.4 million (previous year: EUR 52.0 million) and a payout ratio – in relation to the operating cash flow – of around 22% (previous year: around 24%).

DIVIDEND PER SHARE AND TOTAL PAYOUT IN YEAR-ON-YEAR COMPARISON



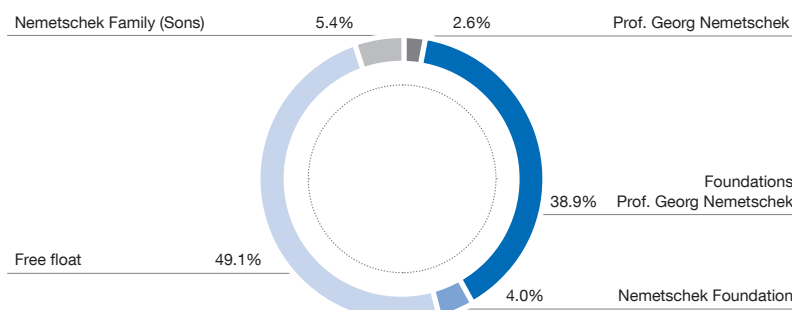
* Proposal to the annual general meeting on May 23, 2024.

Shareholder structure

As of December 31, 2023, the free float was 49.1%. It was spread across a regionally widely diversified shareholder base with a high proportion of international investors, primarily from the USA, Germany, France, the UK, Switzerland, and Scandinavia.

With its directly or indirectly held shares, amounting to around 50.9% of the share capital, the Nemetschek family remained the majority shareholder of the company in the 2023 financial year.

SHAREHOLDER STRUCTURE*



* Direct shareholdings as of December 31, 2023.

Annual General Meeting

The Annual General Meeting 2023 of Nemetschek SE took place on Tuesday, May 23, 2023. It was the first time in three years that the Annual General Meeting was held as an in-person event at the Haus der Bayerischen Wirtschaft in Munich due to the restrictions imposed during the global Covid-19 pandemic.

Dividend for the financial year 2022

For the 2022 financial year, the shareholders resolved, for the tenth time in a row, a dividend increase to EUR 0.45 per share (previous year: EUR 0.39 per share). The total dividend payout amounted to EUR 52.0 million (previous year: EUR 45.0 million). The payout ratio for the 2022 financial year – based on the operating cash flow – was around 24% and was thus close to the long-term target payout ratio of around 25% of the operating cash flow. The dividend was distributed to the shareholders following the Annual General Meeting on May 23, 2023.

Additional agenda items

In addition to the dividend, the Annual General Meeting also voted on other agenda items. They related to the formal approval of the actions of the Executive Board, the formal approval of the actions of the individual Supervisory Board members, the appointment of the auditor for the 2023 financial year, the authorization to hold a virtual Annual General Meeting, the authorization of Supervisory Board members to attend the Annual General Meeting by way of video and audio transmission, and the resolution on the approval of the 2022 remuneration report. The shareholders approved all agenda items. The agenda items and voting results can be accessed at ir.nemetschek.com/agm.

Extensive communication with the capital market

Nemetschek SE is committed to open, transparent, and reliable communication with all stakeholders. The goal is to further strengthen the trust in the Nemetschek Group by timely publications as well as a continuous dialogue with its shareholders.

In the financial year 2023, the relationship with existing and potential new investors of the Nemetschek Group was again maintained and further expanded through a large number of contacts and discussions. Over the course of the year, there were a large number of personal meetings with investors at conferences as well as roadshows.

In addition, as part of the regular publication of the annual, half-year, and quarterly results, telephone conferences were again held. These conferences provided not only a platform for the Executive Board to report on the current and expected future business development, but also offered the opportunity for analysts and investors to have questions answered in direct exchanges with the Executive Board. Nemetschek SE also maintained a close and continuous exchange with relevant trade and business media.

In addition, the Nemetschek Group is currently covered by more than 20 analysts from various global banks and research houses, who regularly publish independent reports and comments on the current development of the company.

An overview of the current price targets of the analysts can be found on the company website at ir.nemetschek.com/analysts.