

**Declaration by the Executive and Supervisory Boards of Nemetschek SE on the Recommendations of the Government Commission of the German Corporate Governance Code (Regierungskommission Deutscher Corporate Governance Kodex) Pursuant to Section 161 of the German Stock Corporation Act (AktG)**

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 6, 2024, and will continue to be followed with the exception of the following deviations:

- a) Recommendation A.1, second sentence, (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 non-financial reporting in accordance with statutory provisions. The corporate and corporate social responsibility strategies are refined continuously. The short-term variable remuneration component of the Executive Board members (STIP) contained specific ESG (environmental, social and governance) targets for the first time in the 2024 financial year. 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 recommendation A.1, second sentence.

- b) Recommendations A.2, B.1 and C.1, second sentence (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 (recommendation B.1) as well as in determining specific targets for its composition and in creating a profile of required skills and expertise for the board as a whole (recommendation C.1, second sentence).

The Executive Board and Supervisory Board 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 and 2024 Annual General Meetings and in the composition of the Executive Board, the Supervisory Board placed particular emphasis on diversity. The Supervisory Board has 33.3 % 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 also stands at 33.3 %. 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) Recommendation B.5 (disclosure of the age limit for members of the Executive Board)

According to recommendation B.5, an age limit shall be specified for members of the Executive Board and disclosed in the corporate governance declaration. The Supervisory Board has specified an age limit for members of the Executive Board (70 years). Nemetschek SE will disclose the age limit in the next

corporate governance declaration, which is expected to be published in March 2025. As from that time, it will fully comply with recommendation B.5.

d) Recommendation C.2 (age limit for members of the Supervisory Board)

According to recommendation C.2, an age limit shall be specified for members of the Supervisory Board and disclosed in the corporate governance declaration. Nemetschek SE does not consider a universally applicable age limit to be a suitable criterion for the selection of members of the Supervisory Board. The suitability for discharging the duties of a position on the 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 Supervisory Board.

e) Recommendation D.1 (publication of the rules of procedure for the Supervisory Board)

According to recommendation D.1, the Supervisory Board shall adopt its own rules of procedure and shall publish these on the company's website. The Supervisory Board has 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.

f) Recommendation D.4 (formation of a Nomination Committee)

According to recommendation D.4, the Supervisory Board shall form a Nomination Committee, composed exclusively of shareholder representatives, which names suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting. Departing from recommendation D.4, the Supervisory Board has not set up a Nomination Committee as the Supervisory Board is composed solely of shareholder representatives. The Supervisory Board in its entirety is responsible for these tasks. The Supervisory Board considers this to be appropriate, as a Supervisory Board with six ordinary members is able to hold efficient discussions in a meeting of the full Supervisory Board and engage in an intensive exchange of views. Accordingly, the Supervisory Board sees no need to set up a Nomination Committee.

g) Recommendation G.4 (vertical comparison of remuneration)

According to recommendation G.4, in order to determine whether remuneration is in line with usual levels within the enterprise itself, the Supervisory Board shall take into account the relationship between Executive Board remuneration and the remuneration of upper management and the staff as a whole, and how remuneration has developed over time. Departing from recommendation G.4, in order to ascertain whether Executive Board remuneration is in line with usual levels within the company, 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. Furthermore, the Supervisory Board does not consider a comparison with the remuneration of upper management and the staff as a whole to be sufficiently meaningful. The company's international positioning, its various locations around the world and the associated regional differences result in highly differentiated salary structures that would not provide any meaningful transparency in comparison with the Executive Board's remuneration. 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.

h) 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 financial 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 financial year. Consequently, the company is declaring a provisional departure from recommendation G.7, first sentence.

- i) Recommendation G.10 (form of investment and time of accessibility of long-term variable remuneration components)

According to recommendation G.10, first sentence, variable remuneration amounts granted to Executive Board members shall be invested predominantly in company shares or shall be granted as share-based remuneration. Departing from 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 must not predominantly be granted in a share-based form. The remuneration system creates the possibility of granting to Executive Board members virtual stock appreciation rights (SARs) under the SAR plan as an additional, long-term remuneration element. The development of their value depends on the development of the Nemetschek SE stock price. Whether this share-based variable remuneration element outweighs the non-share-based variable remuneration elements (STIP, LTIP) depends on the circumstances of the individual case. Consequently, the company is declaring a provisional departure from recommendation G.10, first sentence.

According to recommendation G.10, second sentence, granted long-term variable remuneration amounts are intended to be accessible to Executive Board members only after a period of four years. The Executive Board remuneration system provides for long-term variable remuneration with a three-year term (LTIP), which is paid out in general in cash in the fourth year after being granted. Consequently, the company is declaring a departure from recommendation G.10, second sentence. 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 exercise of SARs granted under the SAR plan is usually only partially (25%) subject to a four-year waiting period.

The Supervisory Board is of the opinion that this remuneration system, which was established and approved in this form by the Annual General Meeting on May 12, 2022, is in the interests of the long-term and sustainable development of the company, takes the interests of the shareholders into appropriate account, and provides the members of the Executive Board with incentives that are sufficiently oriented towards the long term.

Munich, March 5, 2025

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For the Executive Board

Yves Padrines

Chief Executive Officer

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For the Supervisory Board

Kurt Dobitsch

Chairman of the Supervisory Board