

NEMETSCHKE  
GROUP

2022 INVITATION TO THE REGULAR  
ANNUAL GENERAL MEETING

SHAPE  
THE  
WORLD

**Nemetschek SE**

**Munich**

– ISIN: DE 0006452907 –

– WKN: 645290 –

We invite our shareholders to attend the  
**regular annual general meeting,**

**which will be held on Thursday, May 12, 2022, at 10:00 a.m. (CEST; which corresponds to 8:00 UTC)**

as a virtual annual general meeting without the shareholders or  
their proxies being in physical attendance.

The annual general meeting will be held as a virtual annual general meeting without the shareholders or their proxies (with the exception of the voting representatives of the company) being in physical attendance as per § 1 Para. 2, Para. 6 of the law which governs measures in corporation, cooperative society, association, foundation and residential property law in response to the impact of the Covid-19 pandemic of March 27, 2020 (BGBl I 2020, p. 570), last amended by Art. 15 of the German Reconstruction Aid Act (“Aufbauhilfegesetz”) of September 10, 2021 (BGBl. I p. 4147), (hereinafter the German “Covid-19 Measures Act” (“**Covid-19-Maßnahmengesetz**”)). For details on the rights and opportunities available to the shareholders and their proxies, please refer to the “Further information and instructions”, which are printed after the agenda.

The venue of the annual general meeting within the context of the German Stock Corporation Act (AktG) is: hbw ConferenceCenter Haus der Bayerischen Wirtschaft, Europasaal, Max-Joseph-Straße 5, 80333 Munich.

**Please note that the shareholders and their proxies will not be able to follow the annual general meeting on site.**

## I. Agenda

### 1. Submission of the promulgated annual financial statements, the approved consolidated financial statements, the consolidated management report for Nemetschek SE and the Group, the explanatory report of the executive board on the information in accordance with § 289a Para. 1 and § 315a Para. 1 of the German Commercial Code (HGB) as well as the report of the supervisory board for the 2021 financial year

The specified documents also include the remuneration report and the Corporate Governance Statement. The documents are available on the Internet at << [ir.nemetschek.com/agm](http://ir.nemetschek.com/agm) >>. They will also be virtually accessible there during the annual general meeting. At the annual general meeting, the aforementioned documents will be explained in more detail by the executive board and – inasmuch as these relate to the report of the supervisory board – by the chairman of the supervisory board.

The Corporate Governance Statement as per §§ 289f, 315d of the German Commercial Code (HGB) (including the Corporate Governance Report) is disclosed on the Internet under << [ir.nemetschek.com/en/corporate-governance](http://ir.nemetschek.com/en/corporate-governance) >> where it can be accessed. The nonfinancial declaration as per § 289b of the German Commercial Code (HGB) is part of the consolidated management report.

The supervisory board has approved the annual financial statements and consolidated financial statements prepared by the executive board. The annual financial statements are thus final as per § 172 Sentence 1, first half of sentence of the German Stock Corporation Act (AktG).<sup>1</sup> Therefore, in accordance with the applicable provisions, no resolution is provided for regarding this agenda item.

### 2. Appropriation of the balance sheet profit

The executive board and supervisory board propose to use the balance sheet profit of Nemetschek SE arising from the 2021 financial year past in the amount of EUR 312,660,214.06 as follows:

#### USE OF THE BALANCE SHEET PROFIT

|   | EUR                   |
|---|-----------------------|
| Payment of dividends of EUR 0.39 per no-par value share entitled to a dividend (115,500,000 shares) | 45,045,000.00         |
| Profit carried forward  | 267,615,214.06        |
| <b>Balance sheet profit</b>   | <b>312,660,214.06</b> |

This resolution proposal considers the bearer shares entitled to a dividend at the time the annual general meeting is called. If the number of these should change prior to the annual general meeting, a correspondingly adapted resolution proposal will be made

<sup>1</sup> The provisions of the German Stock Corporation Act (AktG) generally apply to the company as per Art. 9 Para. 1 lit. c) (ii) of the Regulation (EC) No. 2157/2001 of the Council of October 8, 2001 on the statute of the European Company (SE) (German SE Regulation (SE-VO)).

at the annual general meeting to be resolved upon, which will continue to provide for a dividend of EUR 0.39 per no-par value share entitled to a dividend. In this case, the amount allocated to no-par value shares which are not entitled to a dividend will be carried to a new account.

The entitlement to the dividend is effective on Tuesday, May 17, 2022.

### 3. Approving the action of the executive board for the 2021 financial year

The executive board and supervisory board propose to approve the action of the members of the executive board of Nemetschek SE for the 2021 financial year.

### 4. Approving the action of the supervisory board for the 2021 financial year

The executive board and supervisory board propose to approve the action of the members of the supervisory board of Nemetschek SE for the 2021 financial year.

It is anticipated to have the annual general meeting vote on approving the action of the members of the supervisory board by way of individual voting.

### 5. Appointment of the auditor and the Group auditor for the 2022 financial year

Based on the recommendation of the audit committee, the supervisory board proposes to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, as the auditor of the annual financial statements and the consolidated financial statements of Nemetschek SE for the 2022 financial year and as the auditor for any audit review of the half-yearly financial report as per §§ 115, 117 of the German Securities Trading Act (WpHG) for the 2022 financial year.

The audit committee declared that its proposal for appointment of the auditor is free from improper influence by a third party and that no restriction regarding the selection of a specific auditor has been imposed upon it within the context of Art. 16 Para. 6 of the EU Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014).

### 6. Expansion of the supervisory board and corresponding amendment of the articles of association

As per Art. 40 Para. 3 of the German SE Regulation (SE-VO), § 17 Para. 1 of the German SE Implementation Act (SEAG), in connection with § 10 Para. 1 Sentence 1 of the articles of association of Nemetschek SE, the supervisory board consists of four members, who are selected by the annual general meeting. The number of supervisory board members is to be increased to six members. The larger size of the supervisory board contributes to the expansion of the professional expertise of the committee. As a result of this, the efficiency of the oversight activities of the supervisory board will be further increased.



The executive board and supervisory board propose the following resolution:

**§ 10 Para. 1 Sentence 1 of the articles of incorporation is amended and is reformulated as follows:**

*"The supervisory board consists of six members, who are selected by the annual general meeting."*

**7. Supervisory board elections**

As per Art. 40 Para. 3 of the German SE Regulation (SE-VO), § 17 Para. 1 of the German SE Implementation Act (SEAG) and § 10 Para. 1 Sentence 1 of the articles of association, the supervisory board of Nemetschek SE currently consists of four members in total, who are selected by the annual general meeting. The company is not subject to involvement. As of the end of the annual general meeting on May 12, 2022, the term of office of all supervisory board members in office shall end. As a result, it is necessary to select four new supervisory board members.

Moreover, in view of the expansion of the supervisory board to six members proposed under Agenda Item 6, two members of the supervisory board are to be additionally selected. Effective as of the time of entry of the amendment of the articles of association in the commercial registry to be resolved as per Agenda Item 6, these two supervisory board members are to be selected.

The supervisory board proposes that the following persons specified under lit. a) up to and including lit. d) be selected as members of the supervisory board for a term from the end of the annual general meeting and until the end of the annual general meeting which resolves on approving the action of the supervisory board for the 2026 financial year. The term of office of the supervisory board members ends respectively six years after the taking of office at the latest.

- a) Mr. Kurt Dobitsch, residing in Markt Schwaben, Germany, Entrepreneur

Mr. Kurt Dobitsch is a member and chairman of the supervisory board of Nemetschek SE and is standing for reelection.

Membership in the following other domestic supervisory boards to be formed by law:

- » Bechtle AG (listed), Gaildorf, Germany (member of the supervisory board)
- » Singhammer IT Consulting AG, Munich (member of the supervisory board)
- » 1 & 1 AG (listed), Maintal, Germany (chairman of the supervisory board)

Companies associated with the Group:

- 1 & 1 Mail & Media Applications SE, Montabaur, Germany (chairman of the supervisory board)
- IONOS Holding SE, Montabaur, Germany (member of the supervisory board)

Membership in comparable domestic and international control committees of commercial enterprises:

- » None

- b) Mr. Bill Krouch, residing in Atlantic Beach, USA, consultant

Mr. Bill Krouch is a member of the supervisory board of Nemetschek SE and is standing for reelection.

Membership in other domestic supervisory boards to be formed by law:

- » None

Membership in comparable domestic and international control committees of commercial enterprises:

- » INVESTCORP, USA, member of the Corporate Investment North American Advisory Board (board member)

- c) Ms. Patricia Geibel-Conrad, residing in Leonberg, Germany, independent auditor and tax consultant

Membership in the following other domestic supervisory boards to be formed by law:

- » HOCHTIEF Aktiengesellschaft, Essen, Germany (member of the supervisory board)
- » DEUTZ AG, Cologne, Germany (member of the supervisory board)
- » CEWE Stiftung & Co. KGaA, Oldenburg, Germany (member of the supervisory board)

Membership in comparable domestic and international control committees of commercial enterprises:

- » None

- d) Dr. Gernot Strube, residing in Gräfelting, Germany, Entrepreneur

Membership in other domestic supervisory boards to be formed by law:

- » None

Membership in comparable domestic and international control committees of commercial enterprises:

- » None

The supervisory board proposes that the following persons specified under lit. e) and lit. f) be selected as members of the supervisory board for a term of office from the time of entry of the amendment of the articles of association in the commercial registry to be re-solved as per Agenda Item 6 until the end of the annual general meeting which resolves on approving the action of the supervisory board for the 2026 financial year. The term of office of the supervisory board members ends respectively six years after the taking of office at the latest.

- e) Ms. Christine Schöneweis, residing in Schriesheim, Germany, Senior Vice President and COO – Intelligent Enterprise Solutions, SAP SE

Membership in other domestic supervisory boards to be formed by law:

» None

Membership in comparable domestic and international control committees of commercial enterprises:

» None

f) Prof. Andreas Söffing, residing in Frankfurt am Main, Germany, tax consultant, partner at Flick Gocke Schaumburg Rechtsanwälte Wirtschaftsprüfer Steuerberater Partnerschaft mbB,

Membership in other domestic supervisory boards to be formed by law:

» United Internet AG, Montabaur, Germany  
(member of the supervisory board)

Membership in the following comparable domestic and international control committees of commercial enterprises:

» Advisory board of the Deutsche Oppenheim Family Office AG, Cologne, Germany, (member and deputy chairman)

According to the supervisory board, there are no personal or business relationships which are to be disclosed as per Recommendation C.13 of the German Corporate Governance Code (Deutscher Corporate Governance Kodex).

The election nominations consider the legal provisions and the targets resolved by the supervisory board on March 18, 2022, for its composition and, at the same time, aim to fulfill the competence profile resolved by the supervisory board for the committee as a whole. The résumés of all candidates can be accessed on the website of the company under [ir.nemetschek.com/agm](http://ir.nemetschek.com/agm).

Mr. Kurt Dobitsch has declared that, in the case of his reelection into the supervisory board, he will again run for the office of chairman. Ms. Geibel-Conrad has declared that, in the case of her election, she will be available to the chair on the audit committee.

The elections to the supervisory board are to be conducted as individual elections.

## 8. Election of Prof. Georg Nemetschek to honorary chairman of the supervisory board

The supervisory board proposes to the annual general meeting:

Prof. Georg Nemetschek will be elected honorary chairman of the supervisory board of Nemetschek SE as of the end of the annual general meeting.

The supervisory board justifies this unanimous proposal with the outstanding achievements of Prof. Nemetschek as the founder of the Nemetschek Group, a technological visionary and successful entrepreneur, who remains involved with his life's work. His benchmark-setting performance as CEO, chairman of the executive board and, since 2001, as a member of the supervisory board of Nemetschek SE are to be especially recognized with this honor.

## 9. Resolution on the approval of the 2021 remuneration report

§ 120a Para. 4 of the German Stock Corporation Act (AktG) provides for the annual general meeting of listed companies to resolve on the approval of the remuneration report created and audited as per § 162 AktG for the preceding financial year. The executive board and the supervisory board have prepared a remuneration report for the 2021 financial year. The 2021 remuneration report is printed out as an annex to this Agenda Item 9 following the agenda. The 2021 remuneration report was thus audited as per § 162 Para. 3 AktG by the auditor as to whether the legally required disclosures were made in accordance with § 162 Para. 1 and Para. 2 AktG. The 2021 remuneration report and the annotation regarding the audit thereof by the auditor can be accessed on the Internet under [ir.nemetschek.com/remuneration](http://ir.nemetschek.com/remuneration) and will also be available there during the annual general meeting.

The executive board and supervisory board propose that the annual general meeting approve the 2021 remuneration report of Nemetschek SE.

## 10. Approval of the remuneration system for members of the executive board

In accordance with § 120a Para. 1 of the German Stock Corporation Act (AktG), the annual general meeting of a listed company resolves on the approval of the remuneration system for the members of the executive board in the case of any major change to the system, albeit no less than every four years. On March 18, 2022, the supervisory board resolved amendments to the 2021 remuneration system for members of the executive board, which were approved at the 2021 annual general meeting. The main change in the new remuneration system (the "2022 remuneration system") is the introduction of an additional share-based remuneration for members of the executive board and the increase in the maximum remuneration for members of the executive board. With the 2022 remuneration report, the supervisory board is to be put in a position in which it can grant members of the executive board an additional variable remuneration component in the form of virtual shares (stock appreciation rights). This new remuneration component is linked to the development of the stock market price of the Nemetschek share. The 2022 remuneration system is available as an annex to this Agenda Item 10 following the agenda and can be accessed under [ir.nemetschek.com/remuneration](http://ir.nemetschek.com/remuneration) as of the calling of the annual general meeting. Further, 2022 remuneration system will also be available there during the annual general meeting.

The supervisory board proposes that the 2022 remuneration system for the members of the executive board, which was resolved upon by the supervisory board and is printed out as an annex to this Agenda Item 10 following the agenda, be approved.

### **11. Amendment of the provisions of the articles of incorporation on the remuneration of supervisory board members**

§ 15 of the articles of incorporation of Nemetschek SE regulates the remuneration of members of the supervisory board: In view of the expansion of the supervisory board proposed in Agenda Item 6, the fixed remuneration of the individual members of the supervisory board is to be lowered. Furthermore, the additional work in supervisory board committees is to be remunerated appropriately and in future an attendance fee is to be paid. The fixed remuneration of the members of the supervisory board is to be retained in order to ensure the independence of the supervisory board in its advisory function and in the monitoring function of the supervisory board.

The executive board and the supervisory board propose that § 15 of the articles of association of Nemetschek SE be amended as follows:

#### **“§ 15 Remuneration of the Supervisory Board**

1. The members of the supervisory board receive a fixed remuneration in the amount of EUR 140,000 for every full financial year of their belonging to the supervisory board. The chairman of the supervisory board receives a fixed remuneration in the amount of EUR 200,000.
2. For membership in a committee of the supervisory board, every member receives an additional remuneration of EUR 15,000 and the chairman EUR 30,000 for every full financial year of their belonging to such committee. No additional remuneration is granted for serving as a member or chairman of a nomination committee.
3. Members of the supervisory board or a committee who have not belonged to the supervisory board or a committee for a full financial year or have not served as chairperson for a full financial year receive the remuneration as per Section 1 and Section 2 proportionally rounded to full months. Proportional remuneration by time for committee activities requires that the committee in question held one session in the corresponding time period for the fulfillment of its duties.
4. The company pays every member of the supervisory board an attendance fee of EUR 4,000.00 as a performance-based component for the member's personal participation in a meeting of the supervisory board or of one of its committees (also as a guest of a committee). Participation in a meeting via video or teleconferencing, or the use of other comparable conventional means of telecommunication, is also deemed to be personal participation. If several meetings are held on one day, the attendance fee shall only be paid once.
5. The remuneration and attendance fee are due on the day after the end of the annual general meeting that resolves on approving the action of the Supervisory Board for the financial year in question.
6. The members of the Supervisory Board receive reimbursement for all expenses. They are included in a directors' and officers' pecuniary damage liability insurance, which is in the interest of the company and taken out by the company in an appropriate amount for institutions and certain employees of the Nemetschek Group. The premiums for this are paid by the company.
7. The company reimburses every member of the Supervisory Board for the value-added tax on his earnings.”

## Annex on Agenda Item 10 – 2022 remuneration system for members of the executive board

# Nemetschek SE Remuneration Report

The Executive Board and Supervisory Board of Nemetschek SE have, for the first time, prepared a remuneration report in accordance with Section 162 of the German Stock Corporation Act (AktG) as amended by the German Act Implementing the Second Shareholder Rights Directive (ARUG II) for the 2021 financial year.

As well as providing an overview of the remuneration systems for members of the Executive Board and Supervisory Board relevant for the reporting year, the report clearly and transparently sets out and explains the remuneration individually granted and owed to current and former members of the Executive Board and Supervisory Board of Nemetschek SE.

### A. Remuneration of Members of the Executive Board

#### A.1 Overview of the Remuneration System Underlying the Executive Board's 2021 Remuneration ("Old System")

For the 2021 financial year Nemetschek SE did not have a remuneration system according to section 87a German Stock Corporation Act in place. Therefore the remuneration system consisted of the relevant contractual agreements agreed with the Executive Board members.

The remuneration of members of the Executive Board comprises fixed and variable components. The fixed, non-performance-related remuneration consists of the basic remuneration and fringe benefits. The variable remuneration has a short-term and a long-term component. The short-term variable remuneration – also known as the Short-Term Incentive Plan (STIP) depends primarily on the achievement of corporate targets (revenues, EBITA and EPS) as well as individual targets, which are agreed between the Supervisory Board and the Executive Board at the beginning of each financial year. The long-term variable component of the remuneration of Executive Board members – also known as the Long-Term Incentive Plan (LTIP) – depends on the achievement of defined corporate targets for the development of revenues, the operating result (EBITA) and earnings per share as well as pre-defined strategic project targets. In each case, the period to be considered is three financial years.

The following table provides an overview of the components of the remuneration system underlying the remuneration for the 2021 financial year and the specific composition of these components.

| Fixed, non-performance-related remuneration                     |   |   |   |
|---|---|---|---|
|   | Fixed remuneration  | Fringe benefits   | Pension commitments   |
| <b>Regulation in the remuneration system</b>                    | Each member of the Executive Board receives a fixed remuneration, which is paid at the end of each calendar month, in twelve equal monthly installments. The fixed remuneration amount reflects the relevant role, experience, area of responsibility and market conditions.  | Each member of the Executive Board receives the customary fringe benefits, such as a company car that they can also use for private use.<br><br>The fringe benefits are sometimes provided by subsidiaries of the company, if the Executive Board member also has a role in the respective subsidiary.  | Pension commitments are not generally provided to members of the Executive Board.<br><br>In individual cases, the company may continue any existing, prior commitments. |
| <b>Contribution to the long-term development of the company</b> | Consideration of the global alignment, the market position, the success of the company and the general future business prospects. The fixed remuneration is intended to ensure adequate remuneration over the course of a business cycle.   |   |   |
| Variable, performance-related remuneration                      |   |   |   |
|   | One-year variable remuneration (STIP)   | Multi-year variable remuneration (LTIP)   |   |
| <b>Regulation in the remuneration system</b>                    | Each member of the Executive Board receives short-term, performance-related (variable) remuneration, which depends primarily on the achievement of corporate targets (in particular revenues, EBITA, and earnings per share) as well as individual targets, which are agreed between the Supervisory Board and the Executive Board at the beginning of each financial year.<br><br>Target achievement corridor generally after the threshold values for the individual performance criteria have been exceeded; payment limited to 150% of the contractually agreed target amount.<br><br>When a new member of the Executive Board is appointed, the Supervisory Board may, at its discretion, guarantee a certain percentage of the contractually agreed STIP target amount and pay this portion to the Executive Board member in monthly installments with the fixed remuneration.<br><br>Corona modifier from the 2020 financial year. | Following successful nomination by the Supervisory Board at the accounts meeting, each member of the Executive Board receives long-term, performance-related (variable) remuneration. The LTIP depends primarily on the achievement of defined corporate targets for the development of revenues, the operating result (EBITA), and earnings per share. In each case, the period to be considered is three financial years.<br><br>The target amount is defined by the Supervisory Board based on budget values for each LTIP period. The LTIP consists of two LTIP pools: one fixed and one dynamic. The scope of the fixed and dynamic pools is first calculated based on the relevant financial criterion of the adjusted EBITA. To do this, the actual figure for the reference year (last year before the start of the LTIP period) is deducted from the actual figure for the last year of the LTIP period. The difference is multiplied by the relevant pool percentage defined by the Supervisory Board at the start of the LTIP period. The fixed pool share for each member of the Executive Board is defined by the Supervisory Board at the start of the LTIP period. For regular members of the Executive Board, the dynamic pool share is distributed based on their division's share of the total revenues in the last year of the LTIP period.<br><br>Payment is limited to 150% of the target amount.<br><br>When a new member of the Executive Board is appointed, the Supervisory Board may, at its discretion, guarantee a certain percentage of the LTIP target amount and pay this portion to the Executive Board member in monthly installments with the fixed remuneration. |   |
| <b>Contribution to the long-term development of the company</b> | The variable remuneration provides an incentive to the Executive Board to achieve financial and non-financial targets both in the short term and long term and lays the foundation for sustainable value creation in order to increase shareholder value.   |   |   |

## A.2 Overview of the Remuneration System Underlying the Executive Board's Future Remuneration ("New System")

The Supervisory Board of Nemetschek SE passed a resolution on December 18, 2020 to adopt a new remuneration system [.<< ir.Nemetschek.com/remuneration >>](http://ir.Nemetschek.com/remuneration).

The Annual General Meeting approved the new remuneration system on May 12, 2021 with 74.83% of the votes cast (the "new 2021 remuneration system"). The new 2021 remuneration system implements the requirements of the German Stock Corporation Act as amended by ARUG II and takes into account the recommendations of the German Corporate Governance Code as amended on December 19, 2019, which entered into force on March 20, 2020. The new remuneration system applies to the active members of the Executive Board Mr. Várkonyi and Mr. Elliott upon extension of their contracts on January 1, 2022 and to any new members of the Executive Board appointed from January 1, 2022 onward.

The new remuneration system particularly provides for individual maximum remuneration for each of the members of the Executive Board.

## A.3 Remuneration of Members of the Executive Board Appointed in the 2021 Financial Year

### A.3.1 Members of the Executive Board in the 2021 Financial Year

In the 2021 financial year, the Executive Board of Nemetschek SE comprised the following members:

- » Dr. Axel Kaufmann, member and Spokesman of the Executive Board since January 2020
- » Viktor Várkonyi, member of the Executive Board since December 2013
- » Jon Elliott, member of the Executive Board since February 2019

In addition to their Executive Board role, members of the Executive Board may undertake other management and supervisory mandates, see notes to the consolidated financial statements [.<< Item 33 – Bodies of the company >>](#). for which they may also receive remuneration. The remuneration that Executive Board members receive from Group companies is reported under the remuneration granted and owed. In addition to his Executive Board role, Jon Elliott is the CEO of the Bluebeam brand. Member of the Executive Board Viktor Várkonyi, who was the CEO of Graphisoft for many years, continues to advise the company as a business consultant.

### A.3.2 Remuneration Granted and Owed in the 2021 Financial Year

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

- » The term "granted" means "the actual receipt of the remuneration component";
- » The term "owed" means "all legally established liabilities relating to remuneration components that are due but have not yet been fulfilled."

The following remuneration tables show the remuneration granted and owed to active members of the Executive Board in the 2021 financial year. The remuneration granted and owed in 2020 is also listed by way of comparison. The tables thus contain all amounts that individual members of the Executive Board received de facto during the respective reporting period as remuneration granted and all remuneration legally due but not yet received (remuneration owed). The remuneration component is received de facto if the assessment period for the remuneration component was fully concluded in the reporting year. The timing of the actual payment is therefore not the only determining factor. Accordingly, for the 2021 financial year, the following is classed as remuneration granted and owed:

- » the fixed remuneration paid in the 2021 financial year and the fringe benefits,
- » the STIP for the 2021 financial year paid at the beginning of the 2022 financial year,
- » any advance payments for the 2021 STIP paid in the 2021 financial year,
- » the payment amount for the 2019-2021 LTIP tranche paid at the beginning of the 2022 financial year and
- » any advance payments made toward the 2021-2023 LTIP tranche in the 2021 financial year.

The pension commitment continued for Dr. Kaufmann by way of direct insurance as a result of a prior commitment is also reported as remuneration granted and owed in the relevant amounts based on the date that the premiums are paid and is included in the fringe benefits.

The remuneration tables also show the relative share of all fixed and variable remuneration components in the total remuneration. The relative shares specified in this regard relate to the remuneration components granted and owed in the respective financial year in accordance with Section 162 (1) (1) of the AktG.



### A.3.3 Tabular Overview<sup>1</sup>

**REMUNERATION GRANTED AND OWED IN ACCORDANCE WITH SECTION 162 (1) (1) AKTG**  
(MEMBERS OF THE EXECUTIVE BOARD IN OFFICE AS OF DECEMBER 31, 2021)

|  |                                    | <b>Dr. Axel Kaufmann</b><br>(since January 2020) |            |                    |            |
|--|------------------------------------|--|------------|--------------------|------------|
|  |                                    | 2021   |            | 2020               |            |
|  |                                    | in EUR<br>thousand                               | as % of TR | in EUR<br>thousand | as % of TR |
| Fixed remuneration                         | Basic remuneration                 | 408  | 28         | 408                | 37         |
|  | Fringe benefits <sup>2</sup>       | 130  | 9          | 121                | 11         |
|  | <b>Total fixed remuneration</b>    | <b>538</b>                                       | <b>37</b>  | 529                | 47         |
| Variable remuneration                      | 2020 STIP advance payment          | –  | –          | 286                | 26         |
|  | 2020 STIP                          | –  | –          | 0 <sup>3</sup>     | 0          |
|  | 2021 STIP advance payment          | 286  | 20         | –                  | –          |
|  | 2021 STIP                          | 326  | 22         | –                  | –          |
|  | 2020-2022 LTIP advance payment     | –  | –          | 300                | 27         |
|  | 2021-2023 LTIP advance payment     | 300  | 21         | –                  | –          |
|  | <b>Total variable remuneration</b> | <b>912</b>                                       | <b>63</b>  | 586                | 53         |
| <b>Total remuneration granted and owed</b> |                                    | <b>1,450</b>                                     | <b>100</b> | 1,115              | 100        |

<sup>2</sup> Of which EUR 104,999.19 as pension contribution for the continuing pension plan.

<sup>3</sup> Dr. Kaufmann was guaranteed 70% of the 2020 STIP and this was already paid in the 2020 financial year. No further payment for the 2020 STIP was made.

**REMUNERATION GRANTED AND OWED IN ACCORDANCE WITH SECTION 162 (1) (1) AKTG**  
(MEMBERS OF THE EXECUTIVE BOARD IN OFFICE AS OF DECEMBER 31, 2021)

|  |   | <b>Viktor Várkonyi</b><br>(since December 2013) |            |                    |            |
|--|---|---|------------|--------------------|------------|
|  |   | 2021  |            | 2020               |            |
|  |   | in EUR<br>thousand                              | as % of TR | in EUR<br>thousand | as % of TR |
| Fixed remuneration   | Basic remuneration                          | 100   | 5          | 100                | 9          |
|  | Fringe benefits                             | 0   | 0          | 0                  | 0          |
|  | <b>Total fixed remuneration</b>             | <b>100</b>                                      | <b>5</b>   | 100                | 9          |
| Variable remuneration  | 2020 STIP                                   | –   | –          | 213                | 20         |
|  | 2021 STIP                                   | 700   | 35         | –                  | –          |
|  | 2018-2020 LTIP                              | –   | –          | 481                | 44         |
|  | 2019-2021 LTIP                              | 891   | 45         | –                  | –          |
|  | <b>Total variable remuneration</b>          | <b>1,591</b>                                    | <b>80</b>  | 694                | 644        |
| <b>Total remuneration granted and owed for Nemetschek SE</b> |   | <b>1,691</b>                                    | <b>85</b>  | 794                | 73         |
| Graphisoft SE remuneration                                   | Basic remuneration                          | 280   | 14         | 280                | 26         |
|  | Fringe benefits                             | 13  | 1          | 14                 | 1          |
|  | <b>Total remuneration for Graphisoft SE</b> | <b>293</b>                                      | <b>15</b>  | 294                | 27         |
| <b>Total remuneration granted and owed</b>                   |   | <b>1,984</b>                                    | <b>100</b> | 1,088              | 100        |

<sup>1</sup> The percentages are rounded mathematically. As a result, there may be differences when added together.

**REMUNERATION GRANTED AND OWED IN ACCORDANCE WITH SECTION 162 (1) (1) AKTG**  
(MEMBERS OF THE EXECUTIVE BOARD IN OFFICE AS OF DECEMBER 31, 2021)

|  |  | <b>Jon Elliott</b><br>(since February 2019) |            |                    |            |
|--|--|---|------------|--------------------|------------|
|  |  | 2021  |            | 2020               |            |
|  |  | in EUR<br>thousand                          | as % of TR | in EUR<br>thousand | as % of TR |
| Fixed remuneration   | Basic remuneration                           | 100   | 5          | 100                | 9          |
|  | Fringe benefits                              | 0   | 0          | 0                  | 0          |
|  | <b>Total fixed remuneration</b>              | <b>100</b>                                  | <b>5</b>   | 100                | 9          |
| Variable remuneration  | 2020 STIP                                    | –   | –          | 450 <sup>1</sup>   | 41         |
|  | 2021 STIP                                    | 500   | 26         | –                  | –          |
|  | 2019-2021 LTIP                               | 639   | 33         | –                  | –          |
|  | <b>Total variable remuneration</b>           | <b>1,139</b>                                | <b>58</b>  | 450                | 41         |
| <b>Total remuneration granted and owed for Nemetschek SE</b> |  | <b>1,239</b>                                | <b>63</b>  | 550                | 50         |
| Bluebeam, Inc.<br>remuneration                               | Basic remuneration                           | 300   | 15         | 277                | 25         |
|  | Fringe benefits                              | 44  | 2          | 42                 | 4          |
|  | 2020 STIP                                    | –   | –          | 226                | 21         |
|  | 2021 STIP                                    | 377   | 19         | –                  | –          |
|  | <b>Total remuneration for Bluebeam, Inc.</b> | <b>721</b>                                  | <b>37</b>  | 545                | 50         |
| <b>Total remuneration granted and owed</b>                   |  | <b>1,960</b>                                | <b>100</b> | 1,095              | 100        |

<sup>1)</sup> Overpayment of EUR 2,820 due to incorrect calculation of payment in 2021. This is offset against the payment of the STIP 2021 in 2022.

### A.3.4 Explanations

#### A.3.4.1 Performance Criteria for Variable Remuneration

##### A.3.4.1.1 STIP

The Supervisory Board of Nemetschek SE agreed individual targets for the STIP with each member of the Executive Board for the 2021 financial year. The targets are tailored to the relevant responsibilities of the Executive Board members and contribute toward the overarching target of delivering a strong annual financial and non-financial performance to support the long-term corporate strategy and a sustainable increase in value. The individual target figures are defined by the Supervisory Board based on the budget planning and are set out in the following table. Up to two threshold values are specified for the individual targets. Below the lower threshold value, the payment entitlement for the performance criterion concerned is zero. Between the lower threshold

value and the upper threshold value, the corresponding bonus amount defined by the Supervisory Board for the financial year is paid per unit achieved (cent per share in the case of EPS or EUR million in the case of EBITDA or revenues). If the upper threshold value is exceeded, a higher bonus amount is paid per unit. There is no maximum figure for achieving the individual targets. However, the payment amount is limited contractually.

In deviation from the above, Dr. Kaufmann is guaranteed 70% of the 2020 and 2021 STIP target amount. This share was paid in the 2020 and 2021 financial years in twelve equal monthly installments together with the monthly fixed remuneration.

The following tables show the individual performance criteria, target achievement, and the respective payment amounts for the individual members of the Executive Board as well as the respective STIP-Cap. Before the start of the financial year, the bonus amount related to the respective target achievement is deter-

mined for the financial performance criteria. For the non-financial performance criteria, the target achieved is determined after the end of the financial year at the discretion of the Supervisory Board. The payment amount therefore ranges between 0 € and the respective STIP-Cap.

|  |   | <b>Dr. Axel Kaufmann</b><br>2021 STIP |                               |
|--|---|---------------------------------------|-------------------------------|
|  |   | <b>Target achievement</b>             |                               |
|  | <b>Performance criteria</b>             | <b>2021 actual value</b>              | <b>Partial payment amount</b> |
| Financial targets  | EPS in cent per share                   | € 1.17                                | € 900,000                     |
|  | Media & Entertainment division revenues | € 70.5m                               | € 37,500                      |
|  | Media & Entertainment division EBITDA   | € 25.5m                               | € 45,000                      |
|  | Nemetschek Group revenues               | € 681.5m                              | € 112,250                     |
|  | Nemetschek Group EBITDA                 | € 222.0m                              | € 230,000                     |
| Non-financial targets  | IR performance                          | 156%                                  | € 410,000                     |
|  | Corporate Ventures expansion            | 175%                                  | € 35,000                      |
| <b>Total target achievement</b>  |   |                                       | <b>€ 1,769,750</b>            |
| Carryover amount from corona modifier                                    |   |                                       | € 120,000                     |
| <b>Total target achievement following application of corona modifier</b> |   |                                       | <b>€ 1,889,750</b>            |
| <b>STIP cap</b>  |   |                                       | <b>€ 612,000</b>              |
| Already paid as an advance payment in the 2021 financial year            |   |                                       | € 285,600                     |
| <b>2022 payment amount</b>   |   |                                       | <b>€ 326,400</b>              |

|  |   | <b>Viktor Várkonyi</b><br>2021 STIP |                               |
|--|---|-------------------------------------|-------------------------------|
|  |   | <b>Target achievement</b>           |                               |
|  | <b>Performance criteria</b>                     | <b>2021 actual value</b>            | <b>Partial payment amount</b> |
| Financial targets  | Planning & Design division revenues             | € 351.8m                            | € 138,600                     |
|  | Planning & Design division EBITDA               | € 118.9m                            | € 232,600                     |
|  | Nemetschek Group revenues                       | € 681.5m                            | € 53,200                      |
|  | Nemetschek Group EBITDA                         | € 222.0m                            | € 160,200                     |
| Non-financial targets  | Planning & Design division business development | 114%                                | € 112,000                     |
| <b>Total target achievement</b>  |   |                                     | <b>€ 696,600</b>              |
| Carryover amount from corona modifier                                    |   |                                     | € 195,760                     |
| <b>Total target achievement following application of corona modifier</b> |   |                                     | <b>€ 892,360</b>              |
| <b>STIP cap</b>  |   |                                     | <b>€ 700,000</b>              |
| <b>2022 payment amount</b>   |   |                                     | <b>€ 700,000</b>              |

|                                 |                                     | <b>Jon Elliott<br/>2021 STIP</b> |                               |
|---------------------------------|-------------------------------------|----------------------------------|-------------------------------|
|                                 |                                     | <b>Target achievement</b>        |                               |
| <b>Performance criteria</b>     |                                     | <b>2021 actual value</b>         | <b>Partial payment amount</b> |
| Financial targets               | Build & Construct division revenues | € 221.8m                         | € 513,200                     |
|                                 | Build & Construct division EBITDA   | € 91.8m                          | € 596,800                     |
|                                 | Nemetschek Group revenues           | € 681.5m                         | € 44,900                      |
|                                 | Nemetschek Group EBITDA             | € 222.0m                         | € 79,000                      |
|                                 | Regional Bluebeam revenues          | € 39.5m                          | € 98,500                      |
| Non-financial targets           | Bluebeam business development       | 0%                               | € 0                           |
|                                 | Special initiative                  | 100%                             | € 50,000                      |
| <b>Total target achievement</b> |                                     |                                  | <b>€ 1,382,400</b>            |
| <b>STIP cap</b>                 |                                     |                                  | <b>€ 500,000</b>              |
| <b>2022 payment amount</b>      |                                     |                                  | <b>€ 500,000</b>              |

Due to the ongoing global coronavirus situation in the 2020 and 2021 financial years, a corona modifier was applied to the final calculation of the 2020 STIPs to take into account the impact of this situation on the development of the business.

For the settlement of the 2020 financial year and payment of the 2020 STIP, this means that each STIP euro earned based on the actual 2020 target achievement was multiplied by a factor of 2 (corona modifier) and the resulting amount was paid. If the payment amount did not reach the STIP target amount, the difference between the payment amount and the target amount was carried over to the 2021 STIP ("carryover amount"). This was done for Dr. Kaufmann (EUR 120,000) and Mr. Várkonyi (EUR 195,760). For the 2021 STIP, the Supervisory Board has defined a specific amount in euro for Dr. Kaufmann and Mr. Várkonyi (Dr. Kaufmann EUR 330,000; Mr. Várkonyi EUR 320,000) ("exercise amount"). If the payment amount from the 2021 STIP exceeds the exercise amount, the difference between the payment amount and the exercise amount will additionally be paid out ("additional payment amount"). The additional payment amount is limited to the carryover amount. Due to the target achievement shown for the 2021 STIP, the payment amounts already exceeded the STIP cap, so no additional payment was made for the 2021 STIP on the basis of the carryover amounts.

#### A.3.4.1.2 LTIP

The 2019–2021 LTIP has a period of three years and is paid at the beginning of the 2022 financial year. The LTIP consists of two LTIP pools: one fixed and one dynamic. The scope of the fixed and dynamic pools is first calculated based on the relevant financial criterion of the EBITA. To do this, the actual figure for the reference year (last year before the start of the LTIP period [2018]) is deducted from the actual figure for the last year of the LTIP period (2021). The difference is multiplied by the relevant pool percentage defined by the Supervisory Board at the start of the LTIP period (1% for the fixed pool share and 1.5% for the dynamic pool share for the 2019–2021 LTIP). The fixed and dynamic pool shares are then distributed to the members of the Executive Board. The fixed pool share for each member of the Executive Board is defined by the Supervisory Board at the start of the LTIP period and is based on the number of members of the Executive Board. A fixed pool share of 25% was defined for both Mr. Várkonyi and Mr. Elliott. For members of the Executive Board, the dynamic pool share was distributed based on their division's share of the total revenues in the last year of the LTIP period. Mr. Várkonyi's Planning & Design Division accounted for 52% of the total revenues in the 2021 financial year; Mr. Elliott's Build & Construct division accounted for 33%. The LTIP payment amount for the 2019–2021 LTIP period was capped at EUR 1,059,000 for Mr. Várkonyi and EUR 687,000 for Mr. Elliott.

The business strategy is aligned with long-term targets as well as short-term ones. The long-term variable remuneration promotes sustainable engagement and commitment from the members of the Executive Board and provides incentives for sustainable value creation in line with the interests of the shareholders and for the achievement of strategic and financial targets.



For the 2019-2021 LTIP, the fixed LTIP pool is EUR 866,159. EUR 216,540 of this is attributable to Mr. Várkonyi and EUR 216,540 to Mr. Elliott. The dynamic LTIP pool is EUR 1,299,238. EUR 674,655 of this is attributable to Mr. Várkonyi and EUR 422,859 to Mr. Elliott. This results in the following payment amounts for the 2019–2021 LTIP:

- » Mr. Várkonyi: EUR 891,195
- » Mr. Elliott: EUR 639,399

Dr. Kaufmann is guaranteed 70% of the 2021-2023 LTIP target amount. As contractually agreed, EUR 300,000 has already been paid in the 2021 financial year in twelve equal monthly installments together with the monthly fixed remuneration.

There is also a 2020-2022 LTIP and a 2021-2023 LTIP for all current members of the Executive Board. Targets, target achievement levels and payment amounts are reported in the remuneration report for the financial year in which the respective LTIP is granted to the members of the Executive Board in accordance with Section 162 AktG.

#### **A.3.4.2 Compliance with the Remuneration System (Old System)**

In the 2021 financial year, for the members of the Executive Board, there was no remuneration system in line with Section 87a AktG. Accordingly, there were no deviations subject to the reporting requirements pursuant to section 162 (1) sentence 2 no. 5 German Stock Corporation Act within the meaning of section 87a (2) sentence 2 German Stock Corporation Act. The corona modifier described under A.3.4.1.1 deviates from the contractual remuneration agreements agreed in previous years, but did not have any effect in the financial year 2021 as the STIP-Cap was reached.

The remuneration system approved by the Supervisory Board before ARUG II entered into force does not provide for maximum remuneration within the meaning of Section 87a (1) (1) of the AktG that goes beyond the payment caps for the STIP and LTIP. The new 2021 remuneration system, which applies from January 1, 2022 for Mr. Várkonyi and Mr. Elliott and for any new members of the Executive Board appointed from January 1, 2022 onward, contains such a maximum remuneration, which is defined individually for the members of the Executive Board.

#### **A.3.4.3 Benefits and Benefit Obligations toward Members of the Executive Board in Case of Early Termination**

In the case of the revocation of the appointment for good cause where this does not at the same time justify extraordinary termination of the employment contract, as well as in the case of resignation, the employment contracts of members of the Executive Board end following a notice period of twelve months or following the applicable notice period in accordance with Section 622 (2) of the German Civil Code (BGB). In such cases, the company is entitled to release the relevant member of the Executive Board

from their duties while continuing to pay the pro-rata fixed remuneration. Severance pay may not exceed the value of one year's remuneration or the remaining term of the contract. However, there is no entitlement to severance pay.

#### **A.3.4.4 Benefit Obligations toward Members of the Executive Board in Case of Regular Termination of Activity**

A post-contractual non-compete clause of twelve months was agreed with Dr. Kaufmann in 2021, which the company can waive. If this prohibition of competition is implemented, Dr. Kaufmann will receive 100% of his fixed remuneration as compensation.

#### **A.3.4.5 No Clawbacks in the 2021 Financial Year**

The employment contracts for the members of the Executive Board active in the 2021 financial year do not provide for any malus and clawback arrangements until the contracts are renewed.

#### **A.4 Remuneration of Former Members of the Executive Board**

In accordance with Section 162 (1) (1) of the AktG, the remuneration granted and owed to former members of the Executive Board must also be reported. No former members of the Executive Board were granted or owed remuneration in the 2021 financial year.

## **B. Remuneration of Members of the Supervisory Board**

### **B.1 Overview of the Remuneration**

Section 113 (3) of the AktG as amended by ARUG II stipulates that, in the case of listed companies, the Annual General Meeting must pass a resolution on the remuneration of members of the Supervisory Board at least every four years. The Supervisory Board and Executive Board presented the remuneration system for the Supervisory Board to the Annual General Meeting on May 12, 2021 for a decision. This Annual General Meeting confirmed the remuneration with 99.69% of the votes cast and approved the remuneration system.

The remuneration of members of the Supervisory Board is governed in Section 15 of the Articles of Incorporation of Nemetschek SE. The Articles of Incorporation are publicly available online at [ir.Nemetschek.com/articles](http://ir.Nemetschek.com/articles). In accordance with the Articles of Incorporation, members of the Supervisory Board receive fixed remuneration of EUR 200,000 for each full year that they belong to the board. The Chairman of the Supervisory Board receives fixed remuneration of EUR 250,000 while the Deputy Chairman receives remuneration of EUR 225,000. Members of the Supervisory Board who have not been on the Supervisory Board for the full financial year receive the remuneration proportional to the time that they have been on the board. The company reimburses each member for any value-added tax incurred on their earnings. The limitation to fixed remuneration takes into account the Supervisory Board's duties and provides an incentive for the Supervisory Board to appropriately scrutinize the manage-

ment activities of the Executive Board while undertaking its monitoring and advisory duties without focusing primarily on the development of operational key figures. The limitation to fixed remuneration is also in line with Recommendation G. 18 (1) of the German Corporate Governance Code.

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

In line with Article 15 (1) of the Articles of Incorporation, the remuneration for members of the Supervisory Board for the 2021 financial year is due on the day following the Annual General Meeting at which the actions of the Supervisory Board are decided upon.

## B.2 Remuneration Granted and Owed to Members of the Supervisory Board for the 2021 Financial Year

The following table shows the remuneration individually granted and owed to each member of the Supervisory Board for the 2021 financial year. Remuneration “granted and owed” is understood to mean the same as in the context of the remuneration of the Executive Board. The remuneration reported in the table for the 2021 financial year comprises the amounts payable for the Supervisory Board activities undertaken in the 2021 financial year, which will be paid after the 2022 Annual General Meeting.

### SUPERVISORY BOARD REMUNERATION GRANTED AND OWED

| Figures in EUR thousand | 2021       | 2020       |
|-------------------------|------------|------------|
| Kurt Dobitsch           | 250        | 250        |
| Prof. Georg Nemetschek  | 225        | 225        |
| Rüdiger Herzog          | 200        | 200        |
| Bill Krouch             | 200        | 200        |
| <b>Total</b>            | <b>875</b> | <b>875</b> |

All members of the Supervisory Board were on the board for the full financial year. With the exception of Mr. Dobitsch, none of the members of the Supervisory Board held any other positions in the Group. Mr. Dobitsch did not receive any remuneration for supervisory mandates undertaken in associated companies in the 2021 financial year.

## C. Comparative Table

The following table shows the percentage change in the remuneration of members of the Executive Board and Supervisory Board alongside the earnings performance and the average remuneration of employees on a full-time equivalent (FTE) basis compared to the previous year.

The earnings performance is presented based on the financial performance indicators of revenues and operating result (EBITDA), as well as the net loss/net income for the year.

For the comparison with the development in the average remuneration of employees, the development of the remuneration of employees worldwide is used. The figure is calculated by dividing the global salary payments, see notes to the consolidated financial statements << [Item 4 Personnel expenses](#) >>, adjusted by remuneration for governing bodies, by the average number of employees over the year (FTE).

### ANNUAL CHANGE IN %

|  | Change 2021<br>vs. 2020 <sup>1)</sup> |
|--|---------------------------------------|
| <b>Executive Board remuneration<sup>2)</sup></b>   |                                       |
| Dr. Axel Kaufmann                                  | +30%                                  |
| Viktor Várkonyi                                    | +82%                                  |
| Jon Elliott  | +79%                                  |
| <b>Supervisory Board remuneration<sup>2)</sup></b> |                                       |
| Kurt Dobitsch                                      | 0%                                    |
| Prof. Georg Nemetschek                             | 0%                                    |
| Rüdiger Herzog                                     | 0%                                    |
| Bill Krouch  | 0%                                    |
| <b>Earnings performance</b>                        |                                       |
| Nemetschek Group revenues                          | +14,2%                                |
| Nemetschek Group operating result (EBITDA)         | +28,8%                                |
| Nemetschek SE net income/loss for the year         | +9,5%                                 |
| Nemetschek Group net income/loss for the year      | +40,2%                                |
| <b>Staff</b>                                       |                                       |
| Personnel expenses per FTE                         | +4,7%                                 |

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

<sup>2)</sup> Remuneration “granted” and “owed” within the meaning of Section 162 (1) (1) of the AktG.

## Annex to agenda item 10 – 2022 remuneration system for the Executive Board members

### Remuneration system for the Executive Board members of Nemetschek SE

#### 1. Principles of the remuneration system

##### 1.1 Introduction, background, purpose of the revised remuneration system

The remuneration system for the Executive Board is aimed at appropriately remunerating the members of the Executive Board in line with their respective tasks and performance, taking into account the success of the Company. It also aims to promote the sustainable and long-term development of the Company.

The adjusted remuneration system applies with effect from January 1, 2022 for all Executive Board members whose employment contracts are concluded or renewed on or after the date of the Annual General Meeting that approved this adjusted remuneration system (the “transition date”). The Executive Board members already appointed as of the transition date may switch to the new remuneration system retroactively as of January 1, 2022.

##### 1.2 General principles for the assessment of the remuneration of the Executive Board

The remuneration system for members of the Executive Board of Nemetschek SE makes a significant contribution to promoting the long-term corporate strategy of the Nemetschek Group. The Executive Board is tasked with leading the Nemetschek Group to continuous success in an economic environment currently characterized by major changes and uncertainties. This must be rewarded with performance-related and competitive remuneration. At the same time, remuneration should create incentives for long-term successful and sustainable corporate development. The following principles apply:

- » The remuneration system comprises both performance-related parameters and parameters linked to the Company’s success. These parameters are in an appropriate relationship to each other.
- » The performance-related remuneration components are dependent on the short-term and long-term development of the Company. The Supervisory Board believes that linking remuneration to corporate results, which reflect the overall value of the Company, is a suitable means of ensuring that the work of the Executive Board is committed and successful in the long term.
- » In drawing up the remuneration system, the Supervisory Board takes particular account of the size, economic situation, success and growth potential of the Company.
- » When determining the total remuneration of the individual Executive Board member, care is taken to ensure that the amount is in reasonable proportion to the tasks and performance of the respective Executive Board member. Special achievements of an Executive Board member should be

rewarded appropriately, whereas missed targets result in a reduction of the remuneration.

#### 2. Determination of the specific target total remuneration (structure and amount)

The Supervisory Board greatly values the appropriate remuneration of the Executive Board as a whole. An appropriate remuneration takes into account the market remuneration level (horizontal orientation). The companies SAP SE, Software AG, CompuGroup Medical SE & Co. KGaA, SUSE AG and TeamViewer AG, which are comparable in terms of size, revenues, number of employees, market capitalization and industry sector with regard to one or more of the above criteria, are used as reference points in terms of their remuneration level. This horizontal orientation ensures that the remuneration of the members of the Executive Board adequately reflects the market position of the Company and remains competitive. At the level of Nemetschek SE, the Supervisory Board does not take into account the remuneration level of senior managers and the workforce as a whole. As a holding company, Nemetschek SE does not offer any appropriate standards of comparison for either upper management circles or the staff as a whole. Nevertheless, the Supervisory Board takes the remuneration of the managing directors of the most important product organizations as a benchmark for comparison when making actual remuneration decisions.

##### 2.1 Structure

The remuneration of the Executive Board members consists of fixed, non-performance-related and variable, performance-related components, the sum of which determines the total remuneration of an Executive Board member. The fixed, non-performance-related remuneration comprises the fixed remuneration and fringe benefits. The performance-related remuneration comprises a short- and medium-term variable component (Short Term Incentive Plan, STIP) and two long-term variable components. The first long-term variable remuneration component is a bonus plan with a three-year term (Long Term Incentive Plan, LTIP). In addition, the Executive Board members participate in the Stock Appreciation Rights Plan (SAR plan) of Nemetschek SE with a term of four years, which represents the second long-term variable remuneration component (also referred to as LTIP II).

The total annual remuneration of the members of the Executive Board is determined by the respective contractually agreed-upon fixed remuneration including fringe benefits and the target amounts in the case of 100% target achievement for the variable remuneration components. Based on 100% achievement of targets, the ratio of the individual remuneration components – fixed remuneration, STIP and LTIP – in the total target remuneration is as follows:

- » Fixed remuneration: 15%–25%
- » STIP component: 30%–40%
- » LTIP component: 40%–65%

In accordance with the requirements of the German Stock Corporation Act and the recommendations of the DCGK, the long-term variable remuneration components make up the largest part of the remuneration and exceeds the part of the remuneration resulting from short-term targets. As a result, the focus is placed on the successful sustainable development of the Company, but the short-term development of the operating business is also taken into account.

In addition to the above remuneration components, the Executive Board members receive virtual stock appreciation rights under the SAR plan. This further increases the ratio of the long-term variable remuneration to the total target remuneration. As the Executive Board members may not receive an allocation of SARs every financial year and the target value of the SARs is difficult to forecast, these are not included when reporting this ratio. The actual payment amounts after exercising the SARs and their ratio to total remuneration are reported subsequently in the remuneration report.

Remuneration received by individual Executive Board members directly from a subsidiary for management activities performed at the level of the subsidiary and that is not counted toward the remuneration as an Executive Board member of Nemetschek SE is fully taken into account when determining the amount of the total target remuneration.

The total remuneration actually granted for a financial year depends on the respective degree of target achievement in the case of the variable components. The remuneration actually granted is reported in the remuneration report.

## 2.2 Maximum remuneration

In accordance with sec. 87a para. 1 sentence 2 no. 1 AktG and the recommendations of the DCGK, the total remuneration is limited in amount ("maximum remuneration"). The maximum amount is:

- » EUR 9.5 million for the Executive Board Spokesperson
- » EUR 5 million for ordinary Executive Board members

The maximum remuneration determined in this way includes all remuneration components that were earned as a result of Executive Board activities in the fiscal year in question, even if they are not payable until later. The fixed maximum remuneration is therefore independent of the actual monetary inflow in the remuneration year. The maximum remuneration in this sense includes the fixed basic salary, the STIP, the LTIP, the SAR plan, and any remuneration of the Executive Board member for management activities performed at subsidiaries of the Company.

In addition, the amount of the three variable remuneration components is limited. The STIP is limited to 150% of the individual target amount. The LTIP is limited to EUR 2.0 million per year for regular members of the Executive Board and EUR 3 million per year for the Executive Board Spokesperson. The SAR plan is limited to EUR 3.0 million for regular members of the Executive Board and EUR 6.5 million for the Executive Board Spokesperson.

## 3. Components of the Executive Board remuneration in detail

### 3.1 Non-performance-related remuneration

The non-performance-related remuneration comprises a fixed remuneration and customary fringe benefits.

#### 3.1.1 Fixed remuneration

Each member of the Executive Board receives a fixed remuneration. The fixed remuneration is paid at the end of each calendar month in twelve equal monthly installments. The amount of the fixed remuneration reflects the role in the Executive Board, experience, area of responsibility and market conditions.

#### 3.1.2 Fringe benefits

The fixed remuneration is supplemented by contractually assured customary fringe benefits. This particularly includes the provision of a company car for private use as well as subsidies for health and care insurance. The Company takes out a D&O insurance policy for the members of the Executive Board.

The Supervisory Board may promise new Executive Board members additional fringe benefits for a limited period to compensate for the costs of moving to Nemetschek (e.g. relocation costs, temporary assumption of costs for suitable hotel accommodation in Munich and regular flights home).

#### 3.1.3 Pension benefits, retirement and early retirement schemes

The remuneration system does not include pension benefits or retirement and early retirement schemes. In deviation from this, the Company took over a direct insurance policy for Dr. Kaufmann from his former employment relationship and is continuing this. The Supervisory Board may also resolve to take over and continue pension commitments from former employment relationships for new Executive Board members. In case a new member of the Executive Board has concluded a pension contract with their previous employer, the Company can take over that contract.

### 3.2 Performance-related remuneration

The performance-related variable remuneration consists of a short-term component (STIP) and two long-term components, the LTIP and the SAR. The business strategy of the Nemetschek Group comprises short-term and long-term goals. The variable remuneration therefore provides incentives for the Executive Board to achieve operational targets both in the short term and long term. For all variable remuneration components, the main aspects considered when measuring performance are success orientation and sustainability. The Executive Board is required to act both in the interests of shareholders and those of other stakeholders. The variable remuneration of the STIP and the LTIP is based primarily on the economic development of the Nemetschek Group. Growth-related parameters in particular are a good indicator of a successful Executive Board strategy. However, the variable remuneration also takes into account the performance of the Executive Board members in the divisions for which they are



responsible. Remuneration from the SAR plan depends on the Nemetschek SE share price performance. As share-based remuneration, the SAR plan contributes to the alignment of interests between the Executive Board and the shareholders. The three components of the variable remuneration differ according to performance period and performance criteria in order to comprehensively reflect the Company's success. The variable remuneration components are structured in such a way that the amount paid out can fall to zero. On the other hand, maximum amounts (caps) are defined for both the short-term variable remuneration (STIP) and the long-term variable remuneration (LTIP and SAR plan).

### 3.2.1 Short-term variable remuneration: Short Term Incentive Plan (STIP)

As a short-term variable remuneration component (STIP), the Executive Board members are granted a performance-related bonus for a fiscal year. The amount of the bonus to be paid depends on the Nemetschek Group achieving certain revenue and earnings targets in the fiscal year and on certain individual performances by the members of the Executive Board in their divisions.

An individual target amount is fixed for each Executive Board member at 100% target achievement. For the Executive Board members, the following performance criteria play a role in measuring the target achievement for the short-term variable remuneration, with different weightings depending on the tasks and areas of responsibility of the Executive Board members:

- » The annual revenues of the Nemetschek Group, the division of the respective Executive Board member and/or a subsidiary in the area of responsibility of the respective Executive Board member
- » The adjusted EBITDA, EBITA and/or EBT of the Nemetschek Group or of the division of the respective Executive Board member and/or a subsidiary in the area of responsibility of the respective Executive Board member
- » The increase in the value of the Company, measured in terms of the earnings per share (EPS) of Nemetschek SE
- » The special objectives individually defined for each Executive Board member within his/her area of responsibility. These special objectives can be formulated as financial goals or non-financial goals (e.g. the implementation of certain strategic initiatives or plans or sustainability goals relating to environmental, social or governance aspects, "ESG goals").

In this way, the Supervisory Board provides targeted incentives for profitable growth in the individual segments, rewards individual non-financial performance of Executive Board members, particularly in the area of sustainability, and creates value for shareholders.

The specific performance criteria and targets are fixed as far as possible by mutual agreement between the Supervisory Board and the Executive Board.

The Supervisory Board and the Executive Board are not bound by targets agreed or set for previous periods. If a mutual agreement has not been reached by 28 February of the financial year, the Supervisory Board shall determine the specific targets at its reasonable discretion. The target achievement criteria are intended to reward the performance of the Executive Board in the fiscal year in line with the Company's short-term development. If the target achievement is measured in terms of key financial figures, certain thresholds are set in EUR million. If revenues and the actual adjusted EBITDA, EBITA or EBIT based on the consolidated financial statements exceed the thresholds in each case, members of the Executive Board are entitled to a fixed amount (referred to as bonus) for each EUR million achieved that exceeds the threshold. If a non-financial special objective is relevant for the target achievement, a fixed bonus is also granted if the objective is met. If neither a threshold value nor a non-financial special objective is met, no bonus is paid.

After the end of the fiscal year, the Supervisory Board determines the actual degree of target achievement and the amount of the bonuses to be paid out depending on the Executive Board members' target achievement. For this purpose, the bonuses achieved by the Executive Board members are added up, taking into account the target and the actual annual results. The amount paid out from the STIP can range from 0% to 150% of the respective individual target amount. The STIP payment amount is therefore limited to 150% of the target amount (cap). The Supervisory Board can decide to deviate from this provision temporarily to take sufficient account of extraordinary developments. Deviations in individual cases do not establish a legal claim of members of the Executive Board. The STIP payment amount is granted pro rata temporis if the employment relationship did not exist for the entire year. Similarly, the STIP payment amount is reduced pro rata temporis for the duration of a leave of absence or suspension of employment. The STIP payment amount are paid in the following year.

If an Executive Board member is newly employed, the Supervisory Board may, at its reasonable discretion, guarantee a certain percentage of the individual target amount of the short-term variable remuneration and pay it out to the Executive Board member in monthly installments with the fixed salary.

### 3.2.2 Long-term variable remuneration: Long Term Incentive Plan (LTIP)

The long-term variable remuneration program (LTIP) is designed to reward the Executive Board members' focus on long-term and sustainable corporate development. The calculation basis for the long-term variable remuneration is the sustainable increase in the value of the Company, measured primarily in terms of the growth trend in the adjusted EBITDA, EBITA or EBT of the Nemetschek Group generated annually according to the consolidated financial statements or in the EPS (earnings figure).

The LTIP has a duration of three fiscal years in each case (LTIP period) following the so-called reference year of the LTIP. The LTIP

period generally begins on January 1 of the year following the reference year and ends on December 31 of the third year following the reference year. If targets are achieved, in each case the Executive Board member is paid the long-term variable remuneration achieved in cash in the fourth year following the reference year (year of payment). Alternatively, the Supervisory Board may resolve to pay up to 100% of the payment amount from the LTIP in Company shares. The Supervisory Board may nominate Executive Board members at its reasonable discretion to participate in the LTIP annually. This requires a separate resolution of the Supervisory Board.

The amount of the long-term variable remuneration is calculated using a fixed and a dynamic LTIP pool.

- » In the first step, the respective scope of the fixed and dynamic pools is calculated. This is done by determining the difference between the earnings figure selected by the Supervisory Board at the beginning of the respective LTIP period in the final year of the LTIP period and the earnings figure in the reference year. The result is multiplied by the respective pool percentage. The amount of the pool percentage is determined by the Supervisory Board at the beginning of the respective performance period, with the fixed and the dynamic pool percentages usually coming to between 1% and 3%.
- » In the second step, the fixed and the dynamic LTIP pools are distributed to the members of the Executive Board. To this end, the Supervisory Board specifies at the beginning of the performance period how the share of the respective Executive Board member is to be determined from the fixed and the variable pool.

The fixed pool share is generally distributed to the Executive Board members in equal parts, i.e. the Supervisory Board specifies the share of the fixed pool at the beginning of the performance period based on the expected number of Executive Board members over the performance period.

The dynamic share is determined after the end of the performance period. For Executive Board members with responsibility for (operating) divisions, it depends on the percentage of Group revenues accounted for by their area of responsibility. For other Executive Board members, the dynamic share depends on the development of EPS (earnings per share) in percent or on the development of total Group revenues, and thus represents the increase in value of the Company as a whole.

Yet again, both the growth of the individual divisions and the increase in profitability of the Group as a whole are being incentivized here. A calculation model based on the business plans is created with the nomination resolution of the Supervisory Board, which reflects the target amount for the respective LTIP period.

The amount of long-term variable remuneration for each LTIP period is limited to EUR 2.0 million for regular members of the

Executive Board and EUR 3.0 million for the Executive Board Spokesperson. In the year of payment, the Supervisory Board determines the specific degree of target achievement and specifies the amount of the long-term variable remuneration to be paid. The long-term variable remuneration is then paid out to the Executive Board member in cash. The Supervisory Board may decide at its reasonable discretion to transfer Nemetschek shares instead of cash to the Executive Board member for up to 100% of the payment amount. If shares are transferred, the Supervisory Board may require the Executive Board member to keep these in his/her possession for a period of one year.

All claims arising from a current LTIP period will expire without any substitution or compensation being payable if the employment contract is terminated extraordinarily by Nemetschek SE before the payment date for good cause for which the Executive Board member is responsible, the appointment of the Executive Board member is revoked on account of a gross breach of duty or the Executive Board member resigns without good cause and without the agreement of Nemetschek SE. In deviation from this, the Supervisory Board may decide that the outstanding LTIP tranches will not expire unless there is good cause pursuant to sec. 626 of the German Civil Code (Bürgerliches Gesetzbuch, BGB). If the term of office of an Executive Board member starts during a fiscal year, the target amount for this fiscal year will be reduced pro rata temporis to the date his term of office starts. If the term of office of an Executive Board member ends during a fiscal year, the target amount will be reduced at the reasonable discretion of the Supervisory Board taking account of the performance of the Executive Board member in question. This also applies to periods in which the Executive Board member is not entitled to remuneration despite still being employed (because his/her employment has been suspended or he/she is unable to work but is not entitled to continued remuneration, for example). The date on which the bonus is due and the parameters for calculating the LTIP will not be affected by the Executive Board member joining the board or leaving it during the year.

If an Executive Board member is newly employed, the Supervisory Board may, at its reasonable discretion, guarantee a certain percentage of the individual target amount of the long-term variable remuneration and pay it out to the Executive Board member in monthly installments with the fixed salary.

The Supervisory Board is authorized to adjust the LTIP plan conditions appropriately at its reasonable discretion in the event of extraordinary developments.

### 3.2.3 Stock Appreciation Rights Plan (SAR plan)

For the NEMETSCHKEK GROUP, consisting of NEMETSCHKEK SE and its affiliates, the SAR Plan is intended to allow key employees to share in the Company's future success on a medium- and long-term basis and to strengthen NEMETSCHKEK SE's connection with its employees. The Executive Board members can also participate in the SAR plan. Through the SARs, the Executive

Board members are given a claim to compensation for increases in the value of the NEMETSCHEK SE share over the term of the SAR plan. Granting SARs ensures that the Executive Board members' interests are sustainably tied to the NEMETSCHEK SE shareholders' interests in a long-term increase in the value of the Company. Therefore, granting SARs represents an incentive for the Executive Board members to gear decisions toward the achievement of clearly defined success targets in order to participate in the positive future development in the value of the Company. In addition to establishing a close connection with the Company's long-term success and its share price performance, the SAR plan has the purpose of retaining Executive Board members and employees in key positions at the Company on a long-term basis.

The SARs are virtual subscription rights that can be granted as "Performance SARs" or as "New Hire SARs." The Supervisory Board decides whether SARs are to be offered to the Executive Board member and concludes an individual SAR agreement with the Executive Board member. There is no entitlement to the allocation of SARs. When first appointing Executive Board members, the Supervisory Board may allocate SARs to them on a one-time basis as "New Hire SARs."

The number of SARs to be allocated is specified in the individual SAR agreement. The issue price for a Performance SAR corresponds to the average (arithmetic mean) of the closing prices of the NEMETSCHEK share in Xetra trading (or a functionally comparable successor system) on the Frankfurt Stock Exchange on the last 10 trading days before the day of the Supervisory Board's resolution on the allocation of the Performance SARs (the "issue price"), while for the allocation of "New Hire SARs" the issue price corresponds to the average (arithmetic mean) of the closing prices of the NEMETSCHEK share on the last 200 trading days before the day of the Supervisory Board's resolution on the allocation of the New Hire SARs. The allocation generally takes place after the audited annual financial statements for the previous financial year have been approved (end of March).

The individual SAR agreement usually regulates a term of the allocated SARs of four years, which can be exercised as follows: 25% of the allocated SARs can be exercised one year after the allocation, another 25% two years after the allocation, another 25% three years after the allocation and the remaining 25% four years after the allocation ("vesting period"). All SARs must be exercised before five years have passed since the allocation date, otherwise they expire without compensation (exercise period). The Supervisory Board is authorized to adjust the vesting period and the exercise period for SARs to be allocated in the future at its reasonable discretion.

In addition to the end of the vesting period and compliance with the exercise period, the following allocation condition applies: The percentage growth in the Nemetschek Group's revenues in the past financial year must be equal to or higher than the arithmetic mean of the percentage growth in revenues of Nemetschek SE's international peer group, as defined by the Supervisory Board before the respective SARs were allocated.

The amount of the payment is determined by multiplying the allocated SARs by the difference between the issue price and the exercise price (average price on the last ten trading days on the Frankfurt Stock Exchange Xetra before the day when the exercise notification is received). The payment amount is generally paid in cash. Alternatively, the Supervisory Board may decide to settle the payment amount fully or partly in Nemetschek shares.

SARs for which the one-year vesting period is not yet over expire without compensation when the Executive Board member's term in office ends if the Executive Board member is no longer employed in the Group.

SARs for which the one-year vesting period is over expire without compensation in the event of extraordinary termination of the employment contract by the Company for good cause or in the event of revocation of the appointment on account of a gross breach of duty. The Supervisory Board may deviate from this in individual cases. Exercisable SARs for which the vesting period is over and that have not expired must be exercised no later than at the end of the employment relationship in compliance with the insider rules, otherwise they expire without compensation. In the event of the death of the Executive Board member, the SARs initially do not expire after the end of the vesting period. SARs expire without compensation, regardless of whether the vesting period is over, if they are transferred, pledged or otherwise encumbered with third-party rights or if insolvency proceedings are opened against the Executive Board member's assets or in the event of an infringement of confidentiality obligations.

Nemetschek SE is authorized to offer early exercise of SARs, possibly at adjusted conditions, in special cases such as mergers or spin-offs, a delisting or similar events.

The payment amount per SAR is limited to 100% of the issue price per SAR, i.e. the increase in value per SAR to be paid out corresponds at the most to the defined issue price per SAR. The SARs are assigned to the maximum remuneration in the respective financial year for which they can be exercised for the first time.

In the case of extraordinary circumstances such as a change of control, the Supervisory Board may adjust the SAR plan or the individual SAR agreements, particularly the exercise price, at its reasonable discretion.

## 4. Other remuneration-related stipulations

### 4.1 Clawback provisions regarding variable remuneration components

STIP and LTIP payments may be reclaimed by the Company. The Supervisory Board is entitled to reclaim STIP and LTIP payments from Executive Board members if it later turns out that the payment was made wrongly in whole or in part because targets were actually not achieved or not achieved to the extent assumed when determining the payment amount on the basis of false information. In addition, the Supervisory Board is entitled to reclaim STIP and LTIP payments from Executive Board members if the Executive Board member gives good cause for his/her dismissal within the meaning of sec. 84 para. 3 AktG in the respective assessment period or if the General Meeting refuses to approve the actions of the Executive Board member. Recovery is also possible in the event of a serious breach of an Executive Board member's legal obligations or of internal Company guidelines of conduct in the respective assessment period.

### 4.2 Remuneration for internal and external mandates

To the extent that Executive Board members hold Supervisory Board mandates or comparable functions within the Group, the remuneration for such mandates is included in the remuneration structure in accordance with this remuneration system. Group-external Supervisory Board mandates or similar functions may be undertaken only with the Supervisory Board's prior consent. When accepting external Supervisory Board mandates or comparable positions, the Supervisory Board also decides whether and to what extent the remuneration is to be credited.

## 5. Terms of contract and benefits upon termination of Executive Board activities

When appointing Executive Board members and for the duration of their contracts, the Supervisory Board observes the requirements of sec. 84 AktG and the recommendations of the DCGK. The service contracts of Executive Board members apply for the duration of the current appointment and have the following terms at the date the Supervisory Board passes the resolution on the remuneration system:

- » Yves Padrines: until December 31, 2025
- » Dr. Axel Kaufmann: until December 31, 2024
- » Jon Elliott: until December 31, 2024
- » Viktor Várkonyi: until December 31, 2024

### 5.1 Cancellation and termination of the employment contracts of the Executive Board

The employment contract is generally concluded for the term of the appointment to the Executive Board. According to sec. 84 para. 1 sentence 1 AktG, an appointment is permissible for a maximum of five years. In the event of reappointment or extension of the term of office of an Executive Board member, the term of the employment contract shall be extended for the duration of

the reappointment or extension. The employment contract shall be automatically terminated upon termination of the Executive Board office. The revocation of the appointment of the Executive Board is subject to the following special provisions: if the revocation of the appointment is based on a good cause within the meaning of sec. 84 para. 3 AktG, which is not at the same time a good cause within the meaning of sec. 626 BGB for the termination of the employment contract without notice, the employment contract ends with a notice period of twelve months to the end of the month or – if this date falls earlier – with the end of the regular term of the employment contract. This also applies in the case of effective resignation from the Executive Board. In deviation from this, the Supervisory Board may decide that the employment contract will continue until its regular end if the resignation took place by mutual agreement. If the appointment ends before the end of the employment contract, the Company is authorized to release the Executive Board member while continuing to pay the basic salary. In deviation from this, the Supervisory Board may decide also to continue to pay the STIP and the LTIP with an assumed target achievement level of 100% and to allow the SARs to remain. If the Executive Board office ends due to a merger or transformation, the employment contracts of the regular Executive Board members also end with a notice period of 12 months to the end of the month. In addition, the employment contract ends, without the need for termination, at the time an unlimited disability pension is granted, but at the latest at the end of the month in which the Executive Board member is first entitled to the statutory regular retirement pension. In all other respects the statutory provisions shall apply.

### 5.2 Severance payments

In the event of premature termination of an Executive Board member's contract, severance payments to be agreed upon should not exceed the value of the annual remuneration (severance payment cap) or the value of the remuneration for the remaining term of the employment contract. The severance payment cap is calculated on the basis of the sum of the fixed salary and the amount of the STIP paid on 100% achievement of targets. In deviation from this, the Supervisory Board may decide also to include the LTIP on 100% target achievement. Claims arising from the exercise of SARs are not taken into account when calculating a possible severance payment.

### 5.3 Post-contractual non-competition clauses

The Executive Board members shall be subject to a post-contractual non-competition clause for a period of twelve months after termination of their employment. For the duration of the non-competition clause, the Company undertakes to pay a monthly compensation in the amount of 50% of the last contractual benefits received by the Executive Board member. The benefits to be included are agreed in the employment contract. In the event of a post-contractual non-competition clause, the severance payment is to be credited against the compensation. The



Company may withdraw from the post-contractual non-competition clause with a notice period of six months.

#### 5.4 Other

The Supervisory Board may agree cut-off periods for asserting remuneration claims.

### 6. Temporary deviation from the agreed remuneration system

In exceptional cases, temporary deviations from individual components of the agreed remuneration system may be made if this is necessary in the interest of the long-term well-being of the Company. Deviations from the remuneration system must be resolved by the Supervisory Board. In this way, deviations may be made from the performance and target achievement criteria of the STIP and LTIP.

## Further information and instructions

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

As of the point in time that the annual general meeting is called, the share capital of the company amounts to EUR 115,500,000.00 and is divided into 115,500,000 no-par value shares, each of which entitles to one vote. The company holds no treasury shares as of the point in time that the annual general meeting is called.

### II. Prerequisites for exercising the voting right and further rights and opportunities in connection with the virtual annual general meeting

With the consent of the supervisory board, the executive board resolved to conduct the annual general meeting as per § 1 Para. 2, Para. 6 of the German Covid-19 Measures Act (Covid-19-Maßnahmegesetz) as a virtual annual general meeting without the shareholders or their proxies being in physical attendance.

#### 1. Registration for the virtual annual general meeting and proof of authorization

For the exercise of shareholders' rights and opportunities in connection with the virtual annual general meeting, in particular that of the voting right, as per § 17 Para. 1 of the articles of association, only those shareholders are authorized who register for the annual general meeting in good time and who have submitted proof of their shareholdings. For this, proof of share ownership in written form prepared by the custodian institution or proof as per § 67c Para. 3 of the German Stock Corporation Act (AktG) (each referred to as "**proof of authorization**") is sufficient. This proof of authorization is to refer to the beginning of the twenty-first day (local time at the registered office of the company) before the annual general meeting, i.e. to April 21, 2022, 00:00 (CEST) ("**proof date**").

In relation to the company, only those who have submitted proof of authorization are deemed shareholders for the exercise of rights and opportunities in connection with the virtual annual general meeting and in particular the voting right. This means that shareholders who do not acquire their shares until after the proof date will not be able to exercise any rights or opportunities in connection with the virtual annual general meeting. The proof date has no effect on the shares' salability. Shareholders who sell their shares after the proof date are – given registration in good time and presentation of the proof of authorization – nevertheless, in relation to the company, entitled to exercise shareholders' rights and opportunities in connection with the virtual annual general meeting, especially their voting right. The proof date is of no relevance for the entitlement to dividends.

The registration and the proof of authorization must be received by the company no later than **May 5, 2022, 24:00** (CEST), either in written form

» at the address

NEMETSCHEK SE  
c/o Commerzbank AG  
GS-BM General Meetings  
60261 Frankfurt am Main

or

» to the e-mail address

hv-eintrittskarten@commerzbank.com

or by means of transmission via intermediaries subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG). Please note that, in the case of transmission via intermediaries, at present there still may be unforeseeable delays since the electronic systems and preparations required for this have not yet been ensured completely by all intermediaries.

Especially as a result of current developments of the Covid-19 pandemic, there may be delays in the postal service. We recommend registration and submission of the proof of authorization via e-mail.

After receipt of the registration and the proof of authorization at the company before the deadline, the shareholders and/or their proxies will be sent a "**voting rights access card**" for the virtual annual general meeting. In order to ensure receipt of the voting rights access card in good time, we request that shareholders register and submit the proof of authorization as early as possible. The voting rights access cards contain the access code for the company's password-protected online portal, which can be reached at the Internet address  [<< ir.nemetschek.com/agm >>](http://ir.nemetschek.com/agm) (in the following: "**AGM portal**"). Via the AGM portal, shareholders and their proxies can follow the video and audio transmission of the annual general meeting (see below "Transmission of the annual general meeting on the Internet") as well as exercise the voting right via absentee ballot (see below "Procedure for casting

votes via absentee ballot”) or by using the voting representatives appointed by the company (see below “Procedure for casting votes via voting representatives”). Furthermore, shareholders and/or their proxies have a right to ask questions via the AGM portal prior to the virtual annual general meeting (see below “Right to ask questions”) as well as the option of objecting to resolutions adopted by the virtual annual general meeting (see below “Option of objecting”).

## 2. Instructions for casting votes via absentee ballot

Shareholders can exercise their voting right in connection with the virtual annual general meeting themselves by means of absentee ballot. This requires registration before the deadline and receipt of the proof of authorization at the company before the deadline in one of the forms described above.

For details concerning casting votes via absentee ballot, please refer to the section “Procedure for casting votes via absentee ballot”.

## 3. Instructions for casting votes by means of a proxy

Not only can shareholders exercise their voting right in connection with the virtual annual general meeting themselves by means of absentee ballot, it is also possible to exercise the voting right by means of a proxy, e.g. a credit institute, shareholders’ association or other representative, e.g. using so-called voting representatives appointed by the company. Also in the case of a power of attorney, registration before the deadline and receipt of the proof of authorization before the deadline in one of the forms described above are required.

For details on the procedure of granting power of attorney, please refer to the sections “Procedure for casting votes via proxies” and “Procedure for casting votes via voting representatives”.

## III. Transmission of the virtual annual general meeting on the Internet

Shareholders and/or their proxies who have registered for the annual general meeting before the deadline and who have submitted the proof of authorization to the company before the deadline can follow the video and audio transmission of the entire virtual annual general meeting after entering their access data via the AGM portal on the website of the company under <http://ir.nemetschek.com/agm>.

## IV. Procedure for casting votes

After due and proper registration and submission of the proof of authorization, shareholders can exercise their voting right themselves via absentee ballot. They can, however, also exercise their voting right by means of proxies, in particular by using the voting representatives appointed by the company.

### 1. Procedure for casting votes via absentee ballot

Votes can be cast via absentee ballot either (i) by post or e-mail, (ii) via the AGM portal or (iii), subject to the prerequisites of § 67c

of the German Stock Corporation Act (AktG), by means of transmission via intermediaries.

a) For casting votes via absentee ballot **by post or e-mail**, please use the absentee ballot form sent with the voting rights access card. Votes cast via absentee ballot by post or e-mail must be received by the company no later than **May 11, 2022, 18:00 (CEST)**

» at the address

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

or

» to the e-mail address

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

This also applies to the amendment or revocation of votes cast via absentee ballot by post or e-mail.

b) Votes can be cast via absentee ballot via the **AGM portal** in accordance with the procedures stipulated by the company **until the commencement of voting** at the virtual annual general meeting.

c) Votes cast via absentee ballot can also be transmitted to the company by means of intermediaries subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG) until **May 11, 2022, 18:00 (CEST)**. The receipt of the votes cast via absentee ballot at the company is decisive. This also applies to the amendment or revocation of votes cast via absentee ballot by means of transmission using intermediaries. Please note that, in the case of transmission via intermediaries, at present there still may be unforeseeable delays since the electronic systems and preparations required for this have not yet been ensured completely by all intermediaries.

d) Until the commencement of voting at the virtual annual general meeting, it is possible to amend or revoke votes already cast via absentee ballot via the company’s AGM portal on the Internet using the specified access data. This option is also provided for votes cast via absentee ballot in good time by post or e-mail or, subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG), by means of transmission using intermediaries.

e) Intermediaries granted power of attorney pursuant to § 135 Para. 1 of the German Stock Corporation Act (AktG) or other persons or institutions treated as equivalent pursuant to § 135 Para. 8 of the German Stock Corporation Act (AktG) (e.g. shareholders’ associations) can also cast votes via absentee ballot.

f) If declarations regarding the casting, amendment or revocation of absentee ballot votes are received via several of the possible

transmission channels (i) post, (ii) e-mail, (iii) AGM portal and (iv), subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG), by means of intermediaries, the declaration received last is deemed binding.

- g) Voting via absentee ballot does not exclude the casting of votes via proxies (for this, see below “Procedure for casting votes via proxies”). Casting votes via proxies, including voting representatives appointed by the company, is deemed as revocation of votes previously cast by absentee ballot.
- h) The casting of votes via absentee ballot with reference to Agenda Item 2 of this invitation is also valid in case of adaptation of the proposal on the appropriation of profits as a result of a change in the number of shares which are entitled to a dividend.
- i) Should a separate vote rather than a block vote be carried out in respect of an agenda item, the vote cast via absentee ballot in respect of this agenda item will apply accordingly to each point of the separate vote.

## 2. Procedure for casting votes via proxies

Shareholders who do not wish to exercise their voting right themselves via absentee ballot, but rather by way of proxies, must grant such due and proper power of attorney prior to voting. The following is to be noted in this regard:

- a) If neither an intermediary pursuant to § 135 Para. 1 of the German Stock Corporation Act (AktG) nor another person or institution treated as equivalent pursuant to § 135 Para. 8 of the German Stock Corporation Act (AktG) (e.g. a shareholders' association) has been granted power of attorney, power of attorney is to be granted to either
  - aa) the company in written form using one of the addresses specified above for voting via absentee ballot by post or e-mail (under IV.1.a.) or, subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG), by means of transmission via intermediaries, or
  - bb) directly in written form to the proxy (in this case, the power of attorney must be proven vis-à-vis the company in written form or, subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG), by means of transmission via intermediaries)

The same applies to revocation of the power of attorney.

Shareholders and their proxies may submit proof of the granting of power of attorney or revocation of the power of attorney in written form to the company to one of the addresses specified above for casting votes via absentee ballot by post or e-mail (under IV.1.a.) or, subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG), via intermediaries. The proxy can use the access data of the shareholder he/she represents for the exercise of shareholder' rights and opportunities on the AGM portal.

- b) For the granting of power of attorney to intermediaries pursuant to § 135 Para. 1 of the German Stock Corporation Act (AktG) or other persons or institutions treated as equivalent pursuant to § 135 Para. 8 of the German Stock Corporation Act (AktG) (e.g. shareholders' associations), as well as for the revocation and proof of granting power of attorney, the applicable provisions, especially § 135 of the German Stock Corporation Act (AktG), apply. Please also observe any rules specified by the respective proxy in this regard.
- c) If a shareholder grants power of attorney to more than one person, the company is entitled to reject one or more of them pursuant to § 134 Para. 3 Sentence 2 of the German Stock Corporation Act (AktG).
- d) Please inform your proxy regarding the privacy information provided in Section VII.

## 3. Procedure for casting votes via voting representatives

Shareholders can also have their voting right exercised by voting representatives appointed by the company. The following is to be noted in this regard:

- a) Voting representatives may only vote on the agenda items for which they have received express instructions on how to exercise the voting right. The voting representatives are obliged to vote according to the instructions given to them.
- b) Please note that the voting representatives (i) cannot accept any requests to speak, to lodge objections to annual general meeting resolutions or to ask questions and/or submit motions and that they (ii) are only available for voting on such motions and election nominations in respect of which resolution proposals by the executive board and/or supervisory board pursuant to § 124 Para. 3 of the German Stock Corporation Act (AktG) or by shareholders pursuant to Art. 56 of the German SE Regulation (SE-VO), § 50 Para. 2 of the German SE Implementation Act (SEAG), §§ 124 Para. 1, 122 Para. 2 Sentence 2 of the German Stock Corporation Act (AktG) have been published in this invitation or subsequently, or which pursuant to §§ 126, 127 of the German Stock Corporation Act (AktG) have been made available, inasmuch as these motions or election nominations are respectively voted on at the virtual annual general meeting.
- c) Powers of attorney and instructions for voting representatives may be issued, amended or revoked in written form sent to the company using one of the addresses specified above (under IV.1.a) for casting votes via absentee ballot by post or e-mail no later than **May 11, 2022, 18:00** (CEST). In all of these cases, the receipt of the power of attorney and/or instruction, amendment or revocation at the company is decisive.
- d) Via the **AGM portal**, it is possible to grant, amend and revoke powers of attorney and issue, amend and revoke instructions for the voting representatives in accordance with the proce-

dures stipulated by the company until the commencement of voting at the virtual annual general meeting.

- e) It is also possible to grant, amend or revoke powers of attorney and issue, amend or revoke instructions for the voting representatives vis-à-vis the company subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG) no later than **May 11, 2022, 18:00** (CEST) also by means of transmission via intermediaries. The receipt of the power of attorney and/or instruction, amendment or revocation at the company is decisive. Please note that, in the case of transmission via intermediaries, at present there still may be unforeseeable delays since the electronic systems and preparations required for this have not yet been ensured completely by all intermediaries.
- f) Up to the commencement of voting at the virtual annual general meeting, it is possible to amend or revoke any powers of attorney and instructions for voting representatives which have already been submitted via the AGM portal. This option is also provided for powers of attorney and instructions for the voting representatives submitted in good time by post, e-mail or, subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG), by means of transmission using intermediaries.
- g) Intermediaries granted power of attorney pursuant to § 135 Para. 1 of the German Stock Corporation Act (AktG) or other persons or institutions treated as equivalent pursuant to § 135 Para. 8 of the German Stock Corporation Act (AktG) (e.g. shareholders' associations) can also make use of voting representatives appointed by the company.
- h) If declarations regarding the granting, amendment or revocation of powers of attorney or the issue, amendment or revocation of instructions for voting representatives are received via several of the possible transmission channels (i) post, (ii) e-mail, (iii) AGM portal and (iv), subject to the prerequisites of § 67c of the German Stock Corporation Act (AktG), by means of intermediaries, the declaration received last is deemed binding.
- i) The granting of power of attorney to voting representatives appointed by the company does not exclude the casting of votes by means of absentee ballot. The casting of votes by means of absentee ballot is deemed a revocation of previously submitted powers of attorney and instructions for the voting representatives appointed by the company.
- j) Instructions for the voting representatives with reference to Agenda Item 2 of this invitation are also valid in case of adaptation of the proposal on the appropriation of profits as a result of a change in the number of shares which are entitled to a dividend.
- k) Should a separate vote rather than a block vote be carried out in respect of an agenda item, the instruction in respect of this agenda item will apply accordingly to each point of the separate vote.

#### 4. Forms for granting powers of attorney and voting via absentee ballot

It is possible to register, grant powers of attorney and vote via absentee ballot in any of the ways described above in Sections II.1, IV.1, IV.2 and IV.3 in due form. A form for voting by means of absentee ballot as well as for granting powers of attorney and issuing instructions for voting representatives of the company is also made available on the company's website at [.<<ir.nemetschek.com/agm>>](http://ir.nemetschek.com/agm).

If you wish to grant power of attorney to an intermediary pursuant to § 135 Para. 1 of the German Stock Corporation Act (AktG) or to another person or institution treated as equivalent pursuant to § 135 Para. 8 of the German Stock Corporation Act (AktG) (e.g. a shareholders' association), please vote via the proxy using the form for granting power of attorney.

#### V. Shareholders' rights and opportunities

In the run-up to and during the virtual annual general meeting, the shareholders will, inter alia, have the following rights and opportunities. Further details regarding this are available on the Internet at [.<<ir.nemetschek.com/agm>>](http://ir.nemetschek.com/agm).

##### 1. Amendment of the agenda

Shareholders, whose shares together represent the proportional amount of the share capital of EUR 500,000.00 (this corresponds to 500,000 shares), can, pursuant to Art. 56 of the German SE Regulation (SE-VO) and § 50 Para. 2 of the German SE Implementation Act (SEAG), request that items be placed on the agenda and announced. Moreover, the annual general meeting can, pursuant to § 87 Para. 4 of the German Stock Corporation Act (AktG), request that, pursuant to § 122 Para. 2 Sentence 1 AktG, the maximum remuneration for the executive board, specified pursuant to § 87a Para. 1 Sentence 2 No. 1 AktG, be reduced. A request received at the company after the annual general meeting has been called is to be made accessible on the website of the company as per § 124a Sentence 2 of the German Stock Corporation Act (AktG) immediately after its receipt at the company.

A justification or resolution must be submitted with every new item. The request must be submitted in writing to the executive board of the company. Please submit a corresponding request to the following address:

NEMETSCHEK SE  
Vorstand  
Konrad-Zuse-Platz 1  
81829 Munich

It must be received by the company at least 30 days prior to the meeting, i.e. by not later than **April 11, 2022, 24:00** (CEST). Resolution proposals which are received up to this point in time in connection with items that have been placed on the Agenda or are to be placed on the Agenda pursuant to § 122 Para. 2 of the German Stock Corporation Act (AktG) will be treated in the virtual

annual general meeting as if they had been proposed in the annual general meeting.

Amendments to the agenda which are to be announced will be announced in the Federal Gazette without delay after receipt of the request and, pursuant to § 121 Para. 4a of the German Stock Corporation Act (AktG), transmitted to such media for publication which can be assumed to distribute the information throughout the entire European Union. In addition, they will be made accessible on company's website at [ir.nemetschek.com/agm](http://ir.nemetschek.com/agm) and communicated to the shareholders.

## 2. Countermotions; election nominations

Each shareholder is, pursuant to § 126 Para. 1 AktG, entitled to submit countermotions to proposed resolutions in respect of the agenda items. If the countermotions are to be made available to the company, they must be submitted at least 14 days prior to the annual general meeting, i.e. by no later than **April 27, 2022, 24:00** (CEST)

» at the address

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

or

» to the e-mail address

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

or

» subject to the prerequisites of § 67c AktG, by means of transmission via intermediaries.

Countermotions sent to a different address need not be made available. In all cases of submission of a countermotion, the receipt of the countermotion at the company is decisive.

Shareholders' countermotions that are to be made available will be made available together with the name of the shareholder and, as applicable, any grounds as well as any statements by the Administration in this regard on the Internet at [ir.nemetschek.com/agm](http://ir.nemetschek.com/agm).

The company may decide not to make a countermotion and any grounds for it available if the prerequisites of § 126 Para. 2 of the German Stock Corporation Act (AktG) are given. The grounds on which the company may exclude such are listed on website [ir.nemetschek.com/agm](http://ir.nemetschek.com/agm).

These provisions apply analogously, pursuant to § 127 AktG, to the proposal of a shareholder for the election of members of the supervisory board or auditors of the annual financial statements. In addition to the grounds specified in § 126 Para. 2 AktG, the executive board need not make an election nomination available

if, inter alia, the nomination does not include the name, practiced profession and place of residence of the candidate. Nor is it required to make nominations for the election of members of the supervisory board available if no information is included on membership held by the proposed supervisory board candidate on other supervisory boards to be formed as required by law within the context of § 125 Para. 1 in Sentence 5 AktG.

Since this year's annual general meeting of the company is being held as a virtual annual general meeting without the shareholders or their proxies being in physical attendance, it is not possible to submit any motions at the virtual annual general meeting. Motions or election nominations from shareholders which are, pursuant to § 126 or § 127 AktG, to be made available are deemed as submitted in the annual general meeting if the shareholder submitting the motion or election nomination is duly legitimized and registered for the annual general meeting.

## 3. Right to ask questions pursuant to § 1 Para 2 No. 3 German Covid-19 Measures Act (Covid-19-Maßnahmengesetz)

Shareholders and/or their proxies, excepting voting representatives appointed by the company, have, pursuant to § 1 Para. 2 No. 3 of the German Covid-19 Measures Act (Covid-19-Maßnahmengesetz), a right to ask questions by means of electronic communication. The right to ask questions is provided only for shareholders that have duly registered for the virtual annual general meeting before the deadline and that have submitted proof of authorization to the company before the deadline, and for their proxies.

Questions can be submitted exclusively via the AGM portal until **May 10, 2022, 24:00** (CEST). Please note that the names of shareholders and proxies who submit questions may be mentioned by name within the scope of responding to the questions at the virtual annual general meeting unless they have expressly objected to such mention by name.

## 4. Option of objecting pursuant to § 1 Para. 2 No. 4 of the German Covid-19 Act ("Covid-19-Maßnahmengesetz")

Shareholders who have exercised their voting right by means of absentee ballot or by means of proxies can, pursuant to § 1 Para. 2 No. 4 of the German Covid-19 Measures Act (Covid-19-Maßnahmengesetz) – personally or by means of proxies – submit an objection to resolutions of the virtual annual general meeting for the duration of the virtual annual general meeting via the AGM portal, without being in physical attendance at the annual general meeting. The option to submit an objection is provided only for shareholders that have duly registered for the virtual annual general meeting before the deadline and that have submitted proof of authorization to the company before the deadline, and for their proxies.



## VI. Information and documents for the virtual annual general meeting; website

This invitation to the virtual annual general meeting, the documents to be made available to the virtual annual general meeting, including the required information as per § 124a of the German Stock Corporation Act (AktG), motions from shareholders as well as more detailed explanations on shareholders' rights and opportunities are available on the company's website (<http://ir.nemetschek.com/agm>) from the time the annual general meeting is called.

It is anticipated that the main statements made in the speeches and presentations of the executive board will be published there on Tuesday, May 10, 2022. Further, after the annual general meeting, the voting results will be announced there.

## VII. Information on privacy

In connection with the annual general meeting, Nemetschek SE, as the party responsible within the scope of data protection law, collects and processes personal data (name, address, alternative delivery address, if applicable, e-mail address, if applicable, number of shares, type of shareholding and access data for the AGM portal) of shareholders and their proxies on the basis of applicable data protection law. This is carried out within the scope of legal obligations and in order to enable shareholders to exercise their rights within the scope of the annual general meeting, in particular in the form of the virtual annual general meeting without the shareholders or their proxies being in physical attendance as a result of the German Covid-19 Measures Act (Covid-19-Maßnahmengesetz).

The legal bases for the processing are Art. 6 Para. 1 lit. c) of the General Data Protection Regulation (GDPR) and § 67e Para. 1 of the German Stock Corporation Act (AktG).

The service providers commissioned with setting up the annual general meeting receive from Nemetschek SE only such personal data which is necessary for the provision of the commissioned service. The service providers process the data on the basis of an agreement with Nemetschek SE and exclusively in accordance with the instructions of Nemetschek SE. In addition, within the scope of the applicable provisions, personal data is made available to the shareholders and shareholder representatives in connection with the virtual annual general meeting, e.g. possibly via the list of participants. The names of shareholders and proxies who submit questions will possibly be mentioned within the scope of responding to the questions at the virtual annual general meeting unless they have expressly objected to such mention by name. This data processing may be necessary in order to protect the vested interest of the remaining shareholders to know the name of the party asking the question and thus be able to better frame the question. The legal bases for this data processing are Art. 6 Para. 1 lit. f) GDPR and § 67e Para. 1 of the German Stock Corporation Act (AktG).

The company saves the personal data in connection with the virtual annual general meeting within the scope of legal obligations. The data is regularly deleted after three years inasmuch as the data is no longer required for any disputes concerning the conclusion or validity of resolutions of the annual general meeting. If the company becomes aware that a shareholder is no longer a shareholder of the company, the personal data of this shareholder is generally saved for a maximum of twelve further months provided that the data is not required for any disputes concerning the conclusion or validity of resolutions of the annual general meeting.

Under applicable conditions, the shareholders and proxies have rights to information, correction, limitation, objection and deletion at any time in view of the processing of their personal data as well as a right to data portability as per Section III GDPR. The shareholders and proxies can assert these rights vis-à-vis the company free of charge using the following contact information:

- » NEMETSCHEK SE  
Investor Relations  
Konrad-Zuse-Platz 1  
81829 Munich
- or
- » via the e-mail address  
[hauptversammlung@nemetschek.com](mailto:hauptversammlung@nemetschek.com).

Shareholders and proxies can reach the Data Protection Officer of the company at:

- » intersoft consulting services AG  
Marsstr. 37  
80335 Munich
- or
- » via the e-mail address  
[datenschutz@nemetschek.com](mailto:datenschutz@nemetschek.com).

Moreover, the shareholders and proxies are entitled to lodge a complaint with the data protection supervisory authorities as per Art. 77 GDPR.

Further information on privacy is published on our website ([www.nemetschek.com](http://www.nemetschek.com)) in the "Privacy Notice" section.

Munich, in April 2022

NEMETSCHEK SE  
The Executive Board



**NEMETSCHKE  
GROUP**

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