

Nemetschek SE

Munich

– ISIN: DE 0006452907 –

– WKN: 645290 –

We invite our shareholders to attend the  
regular annual general meeting  
on Friday, June 19, 2020, at 10:00 a.m.

The annual general meeting is held in the form of a virtual meeting at the hbw ConferenceCenter Haus der Bayerischen Wirtschaft, Europasaal, Max-Joseph-Straße 5, 80333 Munich, without the physical attendance of the shareholders or their proxies (with the exception of the voting representatives of the company). The participation of the shareholders and of their proxies is by means of electronic communication as per the specifications contained in the provisions and explanations below under Section II (Further information on calling the annual general meeting).

## 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 2019 financial year**

The supervisory board approved the annual financial statements and consolidated financial statements prepared by the executive board as per § 172 of the German Stock Corporation Act (AktG) on March 27, 2020, and thus promulgated the annual financial statements. Therefore, a resolution of the annual general meeting on the promulgation is dispensed with. The documents specified under Agenda Item 1 are explained at the annual general meeting by the executive board and – with reference to the report of the supervisory board – by the chairman of the supervisory board.

**2. Resolution on the use of the balance sheet profit**

The executive board and supervisory board propose to use the balance sheet profit of Nemetschek SE arising from the 2019 financial year past in the amount of EUR 224,627,586.86 as follows:

Payment of dividends in the amount of EUR 0.28 per bearer share entitled to a dividend	EUR 32,340,000.00
Profit carried forward	EUR 192,287,586.86

The entitlement to the dividend is effective on Wednesday, June 24, 2020.

**3. Resolution on approving the action of the executive board for the 2019 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 2019 financial year.

**4. Resolution on approving the action of the supervisory board for the 2019 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 2019 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. Choice of auditor for the 2020 financial year**

The supervisory board proposes that the Ernst & Young GmbH auditing firm, Munich, be selected as the auditors and group auditors for the 2020 financial year.

**6. Resolution on the amendment of the Articles of Incorporation to provide for the option for shareholders to participate in the annual general meeting online, as well as for the exception to the requirement of attendance for the members of the supervisory board in certain cases**

In accordance with § 118 Para. 2 of the German Stock Corporation Act (AktG), the Articles of Incorporation can accommodate shareholders, or can permit the executive board to accommodate shareholders, who do not attend the meeting so that these shareholders can submit their votes in writing or by means of electronic communication (absentee voting). Such permission is already provided for in § 17 Para. 4 of the company's Articles of Incorporation. As per § 118 Para. 1 Sentence 2 of the German Stock Corporation Act (AktG), the Articles of Incorporation can additionally accommodate shareholders, or can permit the executive board to accommodate shareholders, who do not attend the meeting on site and who do not have a proxy so that these shareholders can participate in the annual general meeting and can exercise all of their rights or individual rights in whole or in part by means of electronic communication. In accordance with § 118 Para. 3 Sentence 2 of the German Stock Corporation Act

(AktG), the Articles of Incorporation can further accommodate specific cases in which it is permitted for members of the supervisory board to participate by means of video and audio transmission. Lastly, in accordance with § 118 Para. 4 of the German Stock Corporation Act (AktG), the Articles of Incorporation can accommodate video and audio transmission, or can permit the executive board or chairperson of the meeting to permit video and audio transmission.

As a result of the experiences made with the COVID-19 pandemic, it would be wise to broaden the flexibility of the company and grant the executive board and/or chairman of the meeting the described course of action to the extent that the company's Articles of Incorporation do not yet contain any corresponding provisions.

The executive board and supervisory board therefore propose that:

- 6.1 The following be added to the heading of § 17 of the Articles of Incorporation (Participation right and voting right):

"Participation right and voting right, absentee voting and online participation"

- 6.2 The following Paragraphs 5 – 7 be added to § 17 of the Articles of Incorporation:

"5. The executive board is permitted to accommodate shareholders who do not attend the meeting on site and who do not have a proxy so that these shareholders can participate in the annual general meeting and can exercise all of their rights or individual rights in whole or in part by means of electronic communication. The executive board is also permitted to determine provisions as to the scope and process of participation and the exercising of rights as per Sentence 1. These provisions will be announced when the annual general meeting is called.

6. If it is not possible for a member of the supervisory board to attend the annual general meeting on site for reasons relating to health or relating to work in conjunction with his/her main profession, then this person can, in coordination with the chairperson of the meeting, participate by means of video and audio transmission.

7. The chairperson of the meeting is permitted to allow the complete or partial transmission of video and audio of the annual general meeting in a manner to be specified in more detail by the chairperson in the meeting convocation."

## **II. Further information on calling the annual general meeting**

### **1. Total number of shares and voting rights**

Of the total of 115,500,000 bearer shares of the company issued, each of which grants one voting right, 115,500,000 bearer shares entitle the holders to participate and vote

at the time this annual general meeting is called. The company holds no treasury shares at the time the annual general meeting is called.

## 2. **The annual general meeting held as a virtual annual general meeting without the shareholders or their proxies being in physical attendance**

On the basis of § 1 of the law governing measures in corporate, cooperative society, association, foundation and residential property law in response to the impact of the COVID-19 pandemic (the German COVID-19 Act – “COVID-19-Gesetz”), the supervisory board consents to the annual general meeting on June 19, 2020 being held as a virtual annual general meeting without the shareholders or their proxies being in physical attendance.

The shareholders and their proxies, with the exception of the voting representatives of the company, are entitled to not be in physical attendance at the annual general meeting.

The shareholders, themselves or through proxies, have the option of exercising their voting right in writing or by means of electronic communication, as well as the option of exercising their opportunity to ask questions and exercising their right to object by means of electronic communication (“**Exercising of shareholders’ rights in view of the annual general meeting**”). They can follow the annual general meeting in its entirety by means of video and audio transmission via the company’s online portal (also referred to as “**AGM portal**” in the following) on the company’s website:

<https://ir.nemetschek.com/agm>.

Instead of the usual admission ticket, the duly registered shareholders will be sent a voting rights access card with further information on exercising their shareholders’ rights in connection with the virtual annual general meeting. The voting rights access card also includes the access code with which the shareholders can use the AGM portal.

The planned video and audio transmission of the annual general meeting does not support participation in the annual general meeting in the context of § 118 Para. 1 Sentence 2 of the German Stock Corporation Act (AktG).

## 3. **Prerequisites for the exercising of shareholders’ rights in view of the virtual annual general meeting**

In view of the virtual annual general meeting, only those shareholders who have registered in good time prior to the annual general meeting and who have submitted proof of their holding shares are authorized to exercise their shareholders’ rights, especially the voting right. The proof of share ownership is to be provided to the company by means of presentation of special proof of share ownership in text form (§ 126b of the German Civil Code – BGB) in German or English issued by the custodian institution. The special proof of share ownership with the company is to refer to the start of June 7, 2020, 12 midnight CEST, (referred to as “**proof date**” in the following).

The registration and the special proof of ownership of shares must be received by the company no later than the end of June 15, 2020, 12 midnight CEST, via one of the following contact options:

**Nemetschek SE**  
**c/o Commerzbank AG**  
**GS-BM General Meetings**  
**60261 Frankfurt / Main**  
**Germany**  
**Fax: +49 (0) 69 136 26351**  
**E-mail: [generalmeetings@commerzbank.com](mailto:generalmeetings@commerzbank.com)**

After company's receipt of the registration and the special proof of share ownership, the shareholders will be sent voting rights access cards for exercising rights in connection with the annual general meeting; these cards will include the access data for the AGM portal for the exercising of shareholders' rights in view of the virtual annual general meeting.

Most custodian institutions ensure prompt receipt of the voting rights access card, provided that the shareholders complete the registration form sent to them by their custodian institution and return it to their custodian institution promptly enough for that institution to be able to submit the registration and proof for the shareholder before the deadline. In your own best interests, please contact your custodian institution as early as possible in order to ensure early registration and receipt of the voting rights access card in good time.

#### **Web-based AGM portal**

Under the Internet address

<https://ir.nemetschek.com/agm>,

the company maintains a web-based online portal (AGM portal) starting June 7, 2020. Via the AGM portal, duly registered shareholders (or their proxies, as the case may be) can exercise their voting right, grant powers of attorney, submit questions and declare an objection to be put on record, among other things. In order to use the AGM portal, you must log in using the access code you receive with your voting rights access card. The various options available for exercising your rights are then displayed in the form of buttons and menus on the user interface of the AGM portal.

The shareholders receive further details about the AGM portal and the terms and conditions of registration and usage together with their voting rights access card and/or on the company's website at

<https://ir.nemetschek.com/agm>.

Please also note the technical information provided at the end of this announcement of invitation.

#### **4. Significance of the proof date**

In relation to the company, in view of the virtual annual general meeting, only those who have registered by the deadline and who have provided the special proof of share ownership are deemed to be valid shareholders for the exercising of shareholders' rights, especially the voting right. In case of doubts as to the correctness or authenticity of the proof, the company is entitled to demand appropriate further proof. If this proof is not provided, or is not provided in the proper form, the company can disregard the shareholder.

The permission to exercise shareholders' rights in view of the virtual annual general meeting, and the scope of the voting right are determined solely on the basis of the shares owned by the shareholder as of the proof date. The proof date does not constitute a block to the salability of the shareholding. Also in the case of the sale of the shareholding in whole or in part after the proof date, only the shares owned by the shareholder as of the proof date are definitive for the permission to exercise shareholders' rights in view of the virtual annual general meeting and the scope of the voting right, i.e. sales of shares after the proof date do not affect the shareholder's entitlement or the scope of the voting right. This applies correspondingly to the acquisition of shares after the proof date. Persons who do not yet own shares as of the proof date, and who do not become shareholders until after that point in time, are, with reference to the annual general meeting and in terms of these shares which they have acquired and now hold, only entitled (especially entitled to vote) if they have been granted power of attorney by the previous shareholder or have been authorized to exercise rights. The proof date does not signify for the shares' constituting entitlement to dividends.

## 5. **Exercising the voting right by means of absentee voting**

Shareholders who are entitled to vote can submit their votes in writing or by means of electronic communication ("**absentee voting**"). Voting by means of absentee ballot is via the AGM portal at

<https://ir.nemetschek.com/agm>

or by using the absentee ballot form intended for this purpose, which is sent with the voting rights access card and is additionally available, as described in more detail below.

For this as well, as described in the section "*Prerequisites for the exercising of shareholders' rights in view of the virtual annual general meeting*", it is necessary to register before the deadline. If, in the case of absentee voting, no express or clear vote is cast with regard to an agenda item, this vote is deemed to be an abstention for this agenda item.

### **Exercising the voting right prior to the annual general meeting**

The absentee ballot form sent to you with the voting rights access card is available for you to exercise your voting right by means of absentee ballot prior to the annual general meeting. The absentee ballot form can also be requested from the following contact address:

NEMETSCHEK SE  
Investor Relations  
Konrad-Zuse-Platz 1  
81829 Munich  
Germany

Fax: +49 89 540459-444  
E-mail: [hauptversammlung@nemetschek.com](mailto:hauptversammlung@nemetschek.com)

In addition, the absentee ballot form can be downloaded from the company's website at

<https://ir.nemetschek.com/agm>.

If you use the absentee ballot form, this must be sent solely to the above-mentioned postal address or fax number or e-mail address, and must be received there no later than June 18, 2020, 12 midnight CEST.

Written revocation or amendment of such votes cast by means of absentee voting is possible if sent to the above-mentioned postal address no later than June 18, 2020 (date of receipt of post) or by means of transmission of the declaration made in writing by fax to the above-mentioned fax number or by transmission of the declaration made in writing by e-mail to the above-mentioned e-mail address no later than June 18, 2020, 12 midnight CEST (date of receipt).

Absentee ballots which cannot be allocated to a valid registration with absolute certainty will not be considered.

### **Exercising the voting right via the AGM portal prior to and during the annual general meeting**

Prior to and during the annual general meeting, the AGM portal at

<https://ir.nemetschek.com/hv>

is also available for you to exercise your voting right by means of absentee (electronic) ballot.

Voting by means of electronic absentee ballot via the AGM portal is possible from June 7, 2020 until voting starts on the day of the annual general meeting. The "Online absentee ballot" button on the AGM portal is provided for this purpose. Via the AGM portal, you can amend or revoke any votes previously cast by means of absentee ballot even during the annual general meeting until voting begins.

If the voting right is exercised for one and the same shareholdings by means of the absentee ballot form as well as via the AGM portal by means of the electronic absentee

ballot – each prior to the deadline respectively – the vote submitted at the later point in time on the basis of the receipt data will be deemed valid.

The voting rights access card, which is sent to shareholders who are duly registered, contains further information on voting by means of absentee ballot. The corresponding information and a more detailed description of voting by means of the electronic absentee ballot via the AGM portal can also be viewed on the company's website at

<https://ir.nemetschek.com/agm>.

## **6. Exercising the voting right by granting power of attorney to the company's voting representatives**

Shareholders who are entitled to vote can exercise their voting right by granting power of attorney to voting representatives. These voting representatives are appointed by the company and bound by instructions. Also in the case of granting power of attorney, registration for the annual general meeting before the deadline and submission of proof of share ownership before the deadline and according to the above provisions are required.

The granting of power of attorney to the voting representative appointed by the company as well as the issuing of instructions must be in writing (§ 126b of the German Civil Code – BGB). Prior to the annual general meeting, the form for granting power of attorney and issuing instructions, which was sent with the voting rights access card, is available for you. The form for granting power of attorney and issuing instructions can also be requested from the following contact address:

NEMETSCHEK SE  
Investor Relations  
Konrad-Zuse-Platz 1  
81829 Munich  
Germany

Fax: +49 89 540459-444  
E-mail: [hauptversammlung@nemetschek.com](mailto:hauptversammlung@nemetschek.com)

In addition, the form for granting power of attorney and issuing instructions can be downloaded from the company's website at

<https://ir.nemetschek.com/agm>.

If you use the form for granting power of attorney and issuing instructions, this must be sent solely to the above-mentioned postal address or fax number or e-mail address, and must be received there no later than June 18, 2020, 12 midnight CEST (date of receipt).

Prior to and during the annual general meeting, the AGM portal at

<https://ir.nemetschek.com/agm>



is also available for you to exercise your voting right by means of granting power of attorney to the company's voting representatives.

Granting power of attorney via the AGM portal is possible from June 7, 2020 until voting starts on the day of the annual general meeting. The button "Power of attorney and instructions for voting representatives of the company" on the AGM portal is provided for this purpose. Via the AGM portal, you can amend or revoke any previously granted power of attorney or previously issued instructions even during the annual general meeting until voting begins.

Inasmuch as voting representatives appointed by the company are granted power of attorney, these representatives must be given instructions with regard to exercising the voting right. The voting representatives appointed by the company exercise the voting right solely on the basis of the instructions they are given by the shareholder and are entitled to commission subagents. In the case that no express instruction has been issued, or that an instruction which is contradictory or unclear has been issued, the voting representatives appointed by the company will abstain from voting on the corresponding agenda item. Neither in advance of the annual general meeting nor during the annual general meeting will the voting representatives appointed by the company accept instructions to request leave to speak, to raise objections to resolutions of the annual general meeting, to ask questions or to submit proposals.

Inasmuch as absentee ballots (see Section 5 above) are also submitted, in addition to the power of attorney and instructions issued to the voting representatives of the company, the absentee ballots will always be considered as having precedence. The company's voting representatives will correspondingly not act on the power of attorney granted and will not represent the shares in question.

The voting rights access card, which is sent to shareholders who are duly registered, contains further information on granting power of attorney and issuing instructions to the voting representatives appointed by the company. This information and a more detailed description of how to use the AGM portal to grant power of attorney and issue instructions to voting representatives appointed by the company can also be viewed on the company's website at

<https://ir.nemetschek.com/agm>.

## **7. Granting power of attorney to third parties to exercise the voting right and other rights**

Shareholders can also have proxies, e.g. a credit institution, a shareholders' association or another person of their choice, represent them in the exercising of their rights, especially their voting right. In these cases as well, registration for the annual general meeting before the deadline and submission of proof of share ownership before the deadline and according to the above provisions are necessary. If the shareholder grants power of attorney to more than one person, the company can disregard one or more such persons.

The granting, revocation and proof of power of attorney vis-à-vis the company must be made in text form (§ 126b of the German Civil Code – BGB). If power of attorney is granted to an intermediary, shareholders' association, proxy adviser or other person in the context of § 135 Para. 8 of the German Stock Corporation Act (AktG), there may be diverging provisions which apply and which must correspondingly be asked of the party in question.

The granting of power of attorney can be made vis-à-vis the proxy or vis-à-vis the company. Proof of a granted power of attorney can be made by having the proxy submit the proof (e.g. a copy of the power of attorney) no later than June 18, 2020, 12 midnight CEST (receipt at the company), by regular mail, fax or e-mail to the following contact address:

NEMETSCHEK SE  
Investor Relations  
Konrad-Zuse-Platz 1  
81829 Munich  
Germany

Fax: +49 89 540459-444  
E-mail: [hauptversammlung@nemetschek.com](mailto:hauptversammlung@nemetschek.com)

These transmission channels are also available if power of attorney is to be granted by means of a declaration vis-à-vis the company; separate proof of the granting of power of attorney can be omitted in this case. It is also possible to revoke a power of attorney which has been granted up to the above-mentioned point in time, June 18, 2020, 12 midnight CEST (receipt at the company), via a declaration made directly to the company using the transmission channels already specified.

Shareholders wishing to grant power of attorney to a representative are requested to grant this power of attorney using the form provided by the company for this purpose. This form is sent to the duly registered shareholders together with the voting rights access card and can also be requested from the following address:

NEMETSCHEK SE  
Investor Relations  
Konrad-Zuse-Platz 1  
81829 Munich  
Germany

Fax: +49 89 540459-444  
E-mail: [hauptversammlung@nemetschek.com](mailto:hauptversammlung@nemetschek.com)

In addition, a power of attorney form can be downloaded from the company's website at

<https://ir.nemetschek.com/agm>.

It is also possible to grant powers of attorney electronically via the AGM portal. The button “Power of attorney for third party” on the AGM portal is provided for this purpose. Shareholders can find more detailed information on the company’s website at

<https://ir.nemetschek.com/agm>.

Via the shareholders’ portal, it is possible to grant or amend powers of attorney even during the annual general meeting until voting begins. The proxy will only be able to electronically join the proceedings via the AGM portal if the person granting the power of attorney has given the proxy the access code which was sent with the voting rights access card. The proxy’s use of the access code is simultaneously considered as proof of the proxy’s having been granted power of attorney.

It is recommended that, prior to the annual general meeting, intermediaries, shareholders’ associations, proxy advisers or other persons in the context of § 135 Para. 8 of the German Stock Corporation Act (AktG), who represent multiple shareholders, get in touch with the above-mentioned contact address for information regarding the exercising of the voting right.

The voting rights access card, which is sent to shareholders who are duly registered, contains further information on granting power of attorney to third parties. This information and a more detailed description of how to use the AGM portal to grant power of attorney to third parties can also be viewed on the company’s website at

<https://ir.nemetschek.com/agm>.

## **8. Opportunity for shareholders to ask questions**

Duly registered shareholders have the opportunity to ask questions by means of electronic communication (cf. § 1 Para. 2 Sentence 1 No. 3 of the German COVID-19 Act – “COVID-19-Gesetz”). Any questions are to be submitted via the AGM portal at

<https://ir.nemetschek.com/agm>

no later than the end of June 17, 2020, 12 midnight CEST.

The “Ask question” button on the AGM portal is provided for this purpose. In terms of this right to ask questions, the duly registered shareholders are limited to the scope of electronic communication. Beyond this, there is no entitlement to information or speaking time.

It is not possible to consider questions submitted after expiration of the deadline specified above.

According to § 1 Para. 2 Sentence 2 of the German COVID-19 Act (“COVID-19-Gesetz”), the executive board decides at its due and free discretion as to which questions it answers and how. It can in particular consolidate questions and choose meaningful answers in the interests of the other shareholders. Moreover, the executive board can give preference to shareholders’ associations and institutional investors with

considerable voting shares. Questions posed in foreign languages will not be considered. The executive board reserves the right to respond to questions which repeatedly come up by answering in a general manner in advance on the company's website.

**9. Declaration of objections to be put on record**

Until the end of the annual general meeting, duly registered shareholders who have exercised their voting right can electronically declare an objection against resolutions of the annual general meeting to be put on record with the notary via the ANG portal at

<https://ir.nemetschek.com/agm>.

The "Declaration of objection" button on the AGM portal is provided for this purpose.

**10. Shareholders' rights according to Section 56 Sentence 2 and Sentence 3 of the German SE Regulation (SE-VO), § 50 Para. 2 of the German SE Implementation Act (SEAG), § 122 Para. 2 of the German Stock Corporation Act (AktG) in conjunction with § 1 Para. 3 Sentence 4 of the German COVID-19 Act (COVID-19-Gesetz), § 126 Para. 1, § 127 of the German Stock Corporation Act (AktG)**

*Amendment of the agenda at the request of a minority according to Section 56 Sentence 2 and Sentence 3 of the German SE Regulation (SE-VO), § 50 Para. 2 of the German SE Implementation Act (SEAG), § 122 Para. 2 of the German Stock Corporation Act (AktG) in conjunction with § 1 Para. 3 Sentence 4 of the German COVID-19 Act (COVID-19-Gesetz)*

Shareholders, whose shares together amount to five percent of the share capital or the proportional amount of EUR 500,000.00 (this corresponds to 500,000 no-par shares), can request that items be placed on the agenda of the annual general meeting and announced. This quorum is required pursuant to Section 56 Sentence 2 and Sentence 3 of the German SE Regulation (SE-VO) in conjunction with § 50 Para. 2 of the German SE Implementation Act (SEAG) for requests for amendment of the agenda made by the shareholders of a European Company, or Societas Europaea (SE). § 50 Para. 2 of the German SE Implementation Act (SEAG) corresponds in terms of content to the provision of § 122 Para. 2 of the German Stock Corporation Act (AktG).

A justification or resolution must be submitted with every new item. Requests are to be made in writing, and must be addressed to the company's executive board and received by the company at least 14 days before the annual general meeting, i.e. by the end of June 4, 2020, 12 midnight CEST, at the latest.

We ask that any such requests be sent to the following address:

Executive Board of NEMETSCHEK SE  
Konrad-Zuse-Platz 1  
81829 Munich  
Germany

E-mail: [hauptversammlung@nemetschek.com](mailto:hauptversammlung@nemetschek.com)

Amendments to the agenda which are to be announced – unless this has already occurred when the annual general meeting is called – are announced in the Federal Gazette without delay after receipt of the request and 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

<https://ir.nemetschek.com/agm>

and communicated to the shareholders in accordance with § 125 Para. 1 Sentence 3 of the German Stock Corporation Act (AktG).

***Shareholder proposals and election nominations as per §§ 126 Para. 1, 127 of the German Stock Corporation Act (AktG)***

Shareholders can submit countermotions in response to proposals made by the executive board and/or supervisory board regarding specific agenda items as per § 126 Para 1 of the German Stock Corporation Act (AktG), and make nominations for elections as per § 127 AktG. Countermotions and election nominations must be sent solely by means of the following contact options:

NEMETSCHEK SE  
Investor Relations  
Konrad-Zuse-Platz 1  
81829 Munich  
Germany

Fax: +49 89 540459-444

E-mail: [hauptversammlung@nemetschek.com](mailto:hauptversammlung@nemetschek.com)

Proposals or election nominations addressed otherwise will not be considered.

Countermotions and election nominations to be made accessible which are received via one of the above contact options in good time, i.e. before the end of June 4, 2020, 12 midnight CEST, will be made accessible to the shareholders, including the shareholder's name and statement of reasons, without delay on the company's website at

<https://ir.nemetschek.com/agm>.

Any comments issued by Management will also be made accessible there.

The company can refrain from publishing a countermotion or election nomination as well as the reasons for such if the prerequisites stipulated in § 126 Para. 2 of the German Stock Corporation Act (AktG) (in conjunction with § 127 Sentence 1 AktG) are given. A justification is not required for an election nomination as per § 127 of the German Stock Corporation Act (AktG).

It is not necessary to make grounds accessible if, for instance any grounds for a countermotion and/or any grounds for an election nomination exceed 5,000 characters in length. Moreover, for example, as per § 127 Sentence 3 of the German Stock Corpora-

tion Act (AktG), it is not necessary for the executive board to make such an election nomination accessible if the nomination fails to contain the particulars required by § 124 Para. 3 Sentence 4 AktG and § 125 Para. 1 Sentence 5 AktG.

It is not possible to make any countermotions or election nominations during the virtual annual general meeting. Permissible countermotions and election nominations received by the company before the annual general meeting via one of the above contact options no later than the end of June 17, 2020, 12 midnight CEST, will be considered within the scope of the virtual annual general meeting as submitted if the shareholder presenting the countermotion or election nomination is duly registered for the virtual annual general meeting.

## 11. Technical information concerning the virtual annual general meeting

An Internet connection and an Internet-enabled end device are necessary for following the virtual annual general meeting and for using the AGM portal at

<https://ir.nemetschek.com/agm>

as well as for exercising shareholders' rights.

In order to view the annual general meeting with optimum video and audio transmission, it is recommended to have a stable Internet connection with sufficient transmission rates.

For access to the AGM portal, you will need your voting rights access card, which was sent to you after completion of the registration. This voting rights access card contains your individual access data which will enable you to sign in on the sign-in page of the AGM portal.

In order to avoid the risk of limitations affecting the exercising of shareholders' rights as a result of technical difficulties during the virtual annual general meeting, it is recommended that these rights (especially the voting right) be exercised **before the start of the annual general meeting**. It is possible to exercise the voting right on the AGM portal from June 7, 2020 on.

The shareholders receive further details about the AGM portal and the terms and conditions of registration and usage together with their voting rights access card and/or on the company's website at

<https://ir.nemetschek.com/agm>.

## 12. Information concerning the availability of video and audio transmission

The company's shareholders can follow annual general meeting in its entirety via video and audio transmission via the Internet. The video and audio transmission of the virtual annual general meeting and the availability of the AGM portal may, given today's levels of technology, be subject to fluctuations as a result of limited telecommunications network availability and restrictions to the Internet services of third-party providers which

are beyond the control of the company. The company can therefore assume no responsibility or liability for the functionality or continuous availability of the Internet services used, of the network elements provided by third parties, of the transmission of video and audio or for access to the AGM portal or its general availability. Neither does the company assume any responsibility for any faults or imperfections in the hardware and software used for the online service including such of the service providers used unless such involves willful intent. For this reason, the company recommends making early use of the above-mentioned options for exercising rights, in particular the exercising of the voting right.

### **13. Information provided on the website of the company**

The calling of the annual general meeting, documents and shareholders' proposals to be made available, more detailed explanations concerning the shareholders' rights according to Section 56 of the German SE Regulation (SE-VO), § 50 Para. 2 of the German SE Implementation Act (SEAG), § 122 Para. 2, § 126 Para. 1, § 127 of the German Stock Corporation Act (AktG), forms for the granting of power of attorney to representatives and other information can also be accessed on the company's website

<https://ir.nemetschek.com/agm>.

### **14. Information on privacy**

The company processes the personal data of its shareholders and any shareholder representatives in order to prepare and conduct its annual general meeting. In particular, this data includes the name, place of residence and/or address, e-mail address if available, the corresponding shareholdings, the number of the voting rights access card and the granting of any powers of attorney to exercise voting rights. Further personal data may be considered depending on the case.

The company is responsible for processing the data. The purpose of processing the data is to enable the shareholders and shareholder representatives to participate in the annual general meeting and to exercise their rights before and during the annual general meeting. The legal basis for the processing of the data is the German Stock Corporation Act (AktG) in conjunction with Article 6 Para 1 (c) GDPR.

The company commissions various service providers and consultants on the occasion of the annual general meeting. The company only provides these persons with access to the personal data which is required for the performance of the corresponding order. The service providers and consultants process this data exclusively in accordance with the instructions of the company. In addition, within the scope of the applicable provisions, personal data is made available to the shareholders and shareholder representatives.

The personal data is stored for as long as is required by law or for as long as the company has a vested interest in its being stored, e.g. in the case of disputes in or out of court arising from the occasion of the annual general meeting. The personal data will then be deleted.

Under certain applicable conditions, every shareholder has rights of access, rectification, restriction, objection and erasure with regard to his/her personal data and/or its processing as well as a right to data portability as per Chapter III GDPR. Moreover, he/she is entitled to lodge a complaint with the data protection supervisory authorities as per Art. 77 GDPR.

The contact details of the company:

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You can reach our data protection officer at:

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Munich, in May 2020

Nemetschek SE

The Executive Board

***The invitation to the annual general meeting was published in the Federal Gazette on May 26, 2020.***