





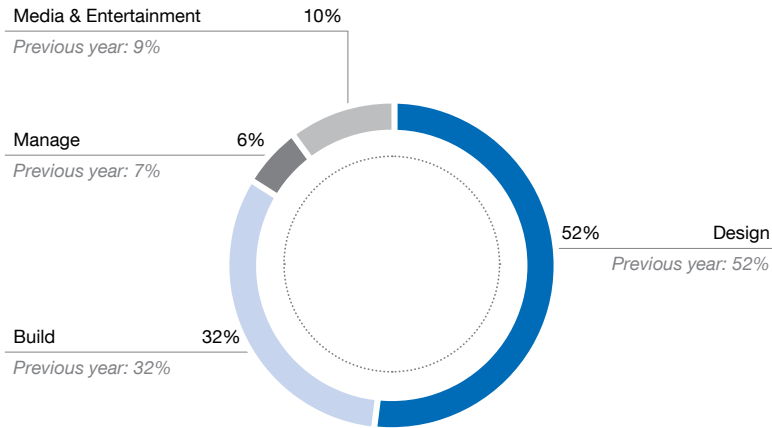
# Key Figures

## NEMETSCHEK GROUP

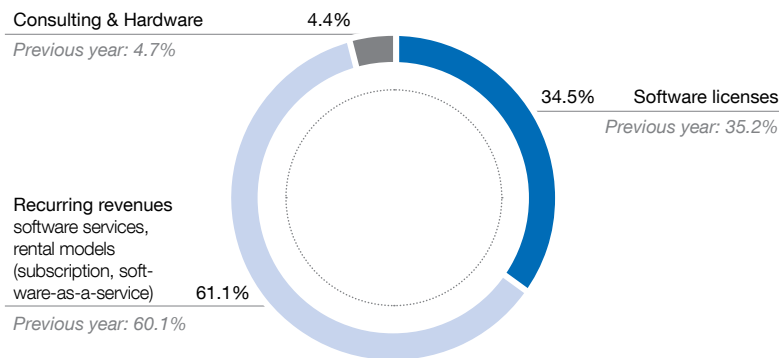
in EUR million	Dec. 31, 2021	Dec. 31, 2020	Dec. 31, 2019	Dec. 31, 2018	Dec. 31, 2017
<b>Revenues</b>	<b>681.5</b>	<b>596.9</b>	<b>556.9</b>	<b>461.3</b>	<b>395.6</b>
- thereof software licenses	234.8	210.0	228.2	216.8	195.0
- thereof recurring revenues	416.7	359.0	299.5	225.8	183.9
- subscription (as part of the recurring revenues)	132.0	90.4	50.3	23.4	13.7
<b>EBITDA</b>	<b>222.0</b>	<b>172.3</b>	<b>165.7</b>	<b>121.3</b>	<b>108.0</b>
as % of revenue	32.6%	28.9%	29.7%	26.3%	27.3%
<b>EBITA</b>	<b>199.6</b>	<b>149.3</b>	<b>143.7</b>	<b>112.5</b>	<b>99.9</b>
as % of revenue	29.3%	25.0%	25.8%	24.4%	25.3%
<b>EBIT</b>	<b>172.0</b>	<b>122.5</b>	<b>123.6</b>	<b>97.8</b>	<b>86.4</b>
as % of revenue	25.2%	20.5%	22.2%	21.2%	21.9%
<b>Net income (group shares)</b>	<b>134.6</b>	<b>96.9</b>	<b>127.2</b>	<b>76.5</b>	<b>74.7</b>
per share in €	1.17	0.84	1.10	0.66	0.65
<b>Net income (group shares) adjusted for DocuWare effect</b>	<b>134.6</b>	<b>96.9</b>	<b>97.7</b>	<b>76.5</b>	<b>74.7</b>
per share in €	1.17	0.84	0.85	0.66	0.65
<b>Net income (group shares) before purchase price allocation</b>	<b>153.9</b>	<b>115.2</b>	<b>140.3</b>	<b>88.1</b>	<b>85.2</b>
per share in €	1.33	1.00	1.21	0.76	0.74
<b>Cash flow figures</b>					
Cash flow from operating activities	214.4	157.5	160.4	99.7	97.4
Cash flow from investing activities	-147.6	-111.0	-83.8	-74.4	-54.6
Cash flow from financing activities	-55.4	-109.1	10.7	-10.4	-44.8
Free cash flow	66.7	46.5	76.6	25.4	42.8
Free cash flow before M&A investments	193.8	148.2	174.5	88.5	88.2
<b>Balance sheet figures</b>					
Cash and cash equivalents	157.1	139.3	209.1	120.7	104.0
Net liquidity/net debt	28.4	9.0	21.0	-9.9	24.0
Balance sheet total	1,054.2	889.7	857.2	580.6	460.8
Equity ratio in %	51.4%	46.9%	40.7%	43.0%	49.5%
Headcount as of balance sheet date	3,180	3,074	2,875	2,587	2,142
<b>Share figures</b>					
Closing price (Xetra) in €	112.80	60.40	58.80	31.92	24.95
Market Capitalization	13,028.40	6,976.20	6,791.40	3,686.38	2,881.34

Prior years adjusted due to the stock splits.

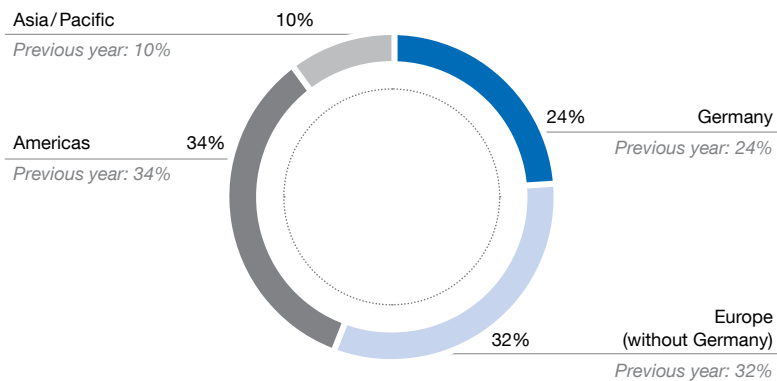
**REVENUES BY SEGMENT IN %**



**REVENUES BY TYPE IN %**



**REVENUES BY REGION IN %**



# Letter to Shareholders

Dear Shareholders,

We continued the success story of the Nemetschek Group in 2021 and recorded once again an outstanding year. Revenues, earnings and profitability reached new record levels and we were even able to exceed our already raised targets for the financial year 2021. The Nemetschek Group therefore stayed on its long-running growth course in this past year as well. Additionally, we continued to strengthen and expand our market position as one of the world's leading partners for the AEC/O industry (Architecture, Engineering, Construction and Operation). Our solutions cover the entire life cycle of buildings and infrastructure facilities. In addition, we have further developed and strengthened our position in the media & entertainment market. Looking at our results, this means:

- » Group revenue increased by 14.2% to EUR 681.5 million in 2021; currency-adjusted growth amounted to an even higher 15.6%. The currency-adjusted revenue growth was therefore slightly above the published forecast range of 12% to 14%.
- » Earnings before interest, taxes, depreciation and amortization (EBITDA) grew over-proportionally compared to the revenue at a rate of 28.8% to EUR 222.0 million.
- » The corresponding EBITDA margin consequently improved from 28.9% in the previous year to 32.6% in 2021 and was thus also above the forecast range of 30% to 32%.
- » Net income increased significantly by 38.9% from EUR 96.9 million to EUR 134.6 million.

We are pleased to see that this growth has been achieved on broad operational basis. We were able to increase the revenues as well as the earnings in all four of our segments. In line with our strategy, the share of recurring revenues from service contracts as well as subscription and SaaS offerings continued to grow and today account for more than 61% of the total group revenue. In fact, our revenues from subscription and SaaS even grew at an even faster rate at 46%. This development means that our reve-

nues are becoming increasingly predictable, and our business is becoming structurally more robust and resistant – even across economic cycles. We will therefore continue to push the subscription business in the coming years, and our US brand Bluebeam in particular will accelerate the transition of its business in 2022.

As you have come to expect from Nemetschek, we want you, as our shareholders, to participate appropriately in the company's success. We will therefore propose to the Annual General Meeting on May 12, 2022, a dividend of EUR 0.39 per share for the fiscal year 2021.

This represents a 30% increase compared to last year's dividend (EUR 0.30 per share). Together with the outstanding price development of the Nemetschek share, this once again demonstrates the attractiveness of an investment in the Nemetschek Group.

## Strategic Highlights

In 2021, we achieved an important strategic step in the long-term development of the Nemetschek Group by further strengthening our Media & Entertainment segment with our subsidiary Maxon. After the acquisitions of the two US companies Redshift and Red Giant in 2019 there followed a phase of integration. By combining the technologies and know-how of the acquisitions, we were able to significantly expand Maxon's customer base, accelerate its growth while simultaneously substantially strengthening its subscription business.

Maxon offers professional 3D modeling, painting, animation and visualization software solutions for the creative industry. Maxon's – often long-standing – customers are the "Who's Who" of the global media and entertainment industry as well as well-known industrial companies, and of course our architecture customers continue to use Maxon's software to visualize their designs.

With our Media & Entertainment segment, which accounted for around 10% of the group's revenue in 2021, we are systematically

tapping into new customer groups outside the AEC/O industry. We continue to see enormous growth opportunities for this business in the long-term. At the end of last year, we further strengthened our business with the acquisition of the Los Angeles-based company Pixologic, a specialist in digital 3D sculpting and painting.

Starting in 2021, we also focused on investment in start-up companies in order to further increase the innovative strength of the Nemetschek Group. Last year, we for example participated with minority stakes in funding rounds of three young and highly innovative companies from Germany, the USA and Norway. We will continue these investments in start-ups in the future because product excellence and innovative strength are the key to our ability to offer architects, engineers and facility managers real technological added value in the future.

#### **More customer proximity and increased efficiency via the integration of our brands**

Nemetschek's aspiration has always been to provide customers with a broad and integrated offering for all phases of the design, construction, and management process. To achieve this goal, it's important that we intelligently combine the know-how of our brands, exploit synergies, and offer solutions from a single source. With this in mind we merged Data Design System, our design software specialist for technical building equipment, with Graphisoft, the world's leading provider of Building Information Modeling (BIM) solutions, at the end of 2021.

Similarly, our brands Allplan and SDS/2 joined forces at the end of 2021 to combine their respective expertise in order to create a cross-disciplinary platform for architects, engineers and contractors which will also provide end-to-end support and integration for the design and construction process across all service phases.

Going forward, we will continue to examine our structures to see where a greater degree of integration creates additional value for our customers while simultaneously increasing our internal efficiency.

#### **New levels of digitization**

This is essential because the demands on the construction industry are constantly increasing worldwide. Global climate change, the energy transition as well as growing urbanization are continuing to increase the pressure to design, construct and subsequently operate buildings in a more environmentally friendly and resource-saving way. It is therefore becoming increasingly clear that sustainable planning and construction, including concepts for a true circular economy, cannot be possible without consistent digitization. In addition, the global Covid-19 pandemic has further strengthened the willingness of all project participants to communicate digitally. It is now important to further accelerate this trend.

New technologies such as artificial intelligence (AI), digital twins, robotics or virtual reality will help users to master the challenges of the AEC/O industry in the future. The Nemetschek Group will be a pioneer and pacesetter in these developments because the key factor in it all remains our core competence: enabling efficient collaboration between all parties involved in the construction process, with end-to-end workflows based on open standards.

We would like to express our sincere thanks to the more than 3,000 employees of our Group, who once again made this outstanding business performance last year possible with a high degree of commitment and under conditions that were not always easy. We would also like to thank you, our shareholders, for your continued confidence in our company.

Best regards,

The Executive Board

## Executive Board

### Yves Padrines

Chief Executive Officer (CEO)  
Born in 1976 / Nationality: French



### Dr. Axel Kaufmann

Chief Financial & Operations Officer (CFOO)  
Born in 1969 / Nationality: German



»With outstanding brands and a strong customer focus, a clear M&A strategy and an agile start-up & venture approach, we are accelerating growth in the construction and media & entertainment industries.«

Yves Padrines was appointed as Chief Executive Officer of the Nemetschek Group on March 1, 2022. In addition to leading the overall group, he is also directly responsible for the fast-growing Media & Entertainment (M&E) Division and Nemetschek Venture Investments business units and oversees merger and acquisition activities.

»Our attractive business model with high recurring revenues has again proven to be a driver of sustainable and profitable performance. Internationalization, operational excellence, and innovations are the pillars of our success.«

Dr. Axel Kaufmann was appointed to the Executive Board on January 1, 2020 and is Chief Financial & Operations Officer (CFOO) of Nemetschek SE. In this role, he focusses on financial and operational functions.

## Viktor Várkonyi

Chief Division Officer,  
Planning & Design Division  
Born in 1967 / Nationality: Hungarian



## Jon Elliott

Chief Division Officer,  
Build & Construct Division  
Born in 1976 / Nationality: US American



»Our mission is to empower AEC/O professionals to shape the world. With the data-driven approach of Building Lifecycle Intelligence and Digital Twins, they can design, build and manage buildings and structures more efficiently and sustainably.«

Viktor Várkonyi has been a member of the Executive Board since December 2013, and was appointed as Chief Division Officer, Planning & Design Division in February 2019. In this role, he is responsible for the division's global strategic alignment as well as for positioning the Nemetschek Group as a BIM market leader for connected end-to-end AEC/O workflows.

»Through the combined strengths of our market leading brands, we seek to continuously deliver innovative and valuable solutions that improve the lives of those who create our built environment.«

Jon Elliott was appointed to the Executive Board as Chief Division Officer, Build & Construct Division in February 2019. In this role, he is responsible for the global cross-brand strategic positioning and international expansion of the brands in his division.



# Supervisory board's report on the 2021 financial year of Nemetschek SE

The supervisory board of Nemetschek SE involved itself extensively with the situation and development of the Nemetschek Group during the 2021 financial year. Over the course of the financial year, the committee followed the executive board closely, advised it with regard to important issues and monitored it in addition to carrying out the tasks assigned to the supervisory board by law, the Articles of Incorporation and the Articles of Association with the utmost care.

The supervisory board was involved directly and at an early stage in all decisions of fundamental importance to the company, and debated these intensively and in detail with the executive board.

## Constructive deliberations between supervisory board and executive board

In the 2021 financial year, the collaboration between the supervisory board and the executive board was always constructive and marked by open and trustful discussions. The executive board instructed the supervisory board regularly, promptly and comprehensively, orally as well as in writing, about all relevant topics pursuant to corporate development and corporate strategy. Inherent opportunities and risks, corporate planning and the development of revenues, earnings and liquidity were extensively debated. Moreover, the supervisory board obtained information on planned and current investments, the implementation of the planning of the Group, of the segments and of the individual brands as well as on risk management and compliance.

The supervisory board regularly and intensively discussed the developments in the respective months and reporting quarters, the short-term and medium-term prospects and the long-term growth and earnings strategy internally and together with the executive board. In the 2021 financial year, this also comprised information on deviations in business development vis-à-vis planning as well as the impacts of the ongoing Covid-19 pandemic on business development. Outside the regularly scheduled sessions as well, the supervisory board and the executive board remained in close contact and maintained a regular exchange. In addition, the supervisory board convened regularly, at times without the executive board.

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

## Meetings, individualized participation in sessions and main topics

In the financial year 2021, four regular supervisory board meetings were held, at which the executive board informed the supervisory board of the economic situation and business development. Due to the Covid-19 pandemic, the meetings in 2021 were conducted as virtual meetings or in-person meetings with the option of participating virtually. There was 100% attendance at the meetings of the supervisory board. In addition to the meetings, there were further resolutions on current topics, for which the written circular procedure was used.

Supervisory board members' participation in the meetings of the supervisory board is disclosed in individualized form in the following table:

### MEETINGS OF THE SUPERVISORY BOARD AND PARTICIPATION RATES

	Number of meetings/ Participation	Participation rate in %
Kurt Dobitsch (Chairman)	4/4	100%
Prof. Georg Nemetschek (Deputy Chairman)	4/4	100%
Rüdiger Herzog	4/4	100%
Bill Krouch	4/4	100%
<b>Total participation rate</b>		<b>100%</b>

In the 2021 financial year, deliberations revolved in particular around long-term strategic development of the four segments in the Group with a focus on further internationalization of business activities and the impacts of the ongoing Covid-19 pandemic on short-term business development as well as on potential acquisition targets and investments in start-ups and ventures, strategic projects at holding and segment level and the further development of the solution portfolio of the Nemetschek Group. Detailed reports concerning the four segments and the brand companies were received by the supervisory board. Business performance which deviated from the corresponding annual targets was discussed in detail at the supervisory board meetings and analyzed. The executive board presented its planning for acquisitions and corresponding actual projects and decided on these in close collaboration with the supervisory board. Moreover, interim reports were discussed by the supervisory board and executive board prior to publication.

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

In all meetings, the supervisory board was provided with information on the current course of business, the internal control and early stage risk detection systems and the audit and compliance report. Moreover, in the meetings, there was debate in particular on the following topics:

#### Meeting on March 18, 2021:

- » Annual financial statements and consolidated financial statements as well as the consolidated management report for the 2020 financial year including the nonfinancial declaration
- » Proposal on the appropriation of profits for the 2020 financial year
- » Supervisory board's report for the 2020 financial year
- » Invitation and agenda items for the 2021 regular annual general meeting with proposed resolutions to the annual general meeting, in particular the resolutions for the selection of the auditor for the 2021 financial year
- » Targets reached by the executive board and general managers and release of payment of variable remuneration shares for the 2020 financial year
- » Definition of target agreements for the 2021 financial year and nominations for participation in the "Long-Term Incentive Plan" (LTIP)
- » Discussion of strategic projects at brand level, segment level and Group level, including M&A activities
- » Discussion of the current market conditions and competitive situation
- » Capital market communication including forecast for the 2021 financial year

#### Meeting on July 27, 2021:

- » Half-year financial reporting for the 2021 business year
- » Capital market communication including adjustment of the forecast for the 2021 financial year

- » Strategic projects on segment level and Group level, including cross-brand and cross-segment initiatives
- » Current M&A activities as well as investments in start-ups & ventures
- » Long-term strategic further development of the company

#### Meeting on October 27, 2021:

- » Planning process and planning premises for the 2022 financial year
- » Strategic projects on segment level and Group level, including cross-brand and cross-segment initiatives
- » Current M&A activities as well as investments in start-ups & ventures

#### Meeting on December 17, 2021:

- » Discussion of planned projects and initiatives on brand level, segment level and holding level
- » Current M&A activities as well as investments in start-ups & ventures
- » Business planning on brand level, segment level and Group level for the 2022 financial year, also with consideration of the impacts resulting from the Covid-19 pandemic
- » Business planning, including investment planning, on Group level for the 2022 financial year
- » Cash flow and liquidity planning for the financial years 2022 to 2024
- » Discussion in the supervisory board of the findings of the efficiency evaluations conducted
- » Passing of resolution on Declaration of Conformity in accordance with the German Corporate Governance Code as well as on the women's quota in the supervisory board and executive board
- » Resolution on the founding of an audit committee in the supervisory board

#### Committees

The supervisory board of Nemetschek SE formed no committees in the reporting period. The supervisory board consists of four members. On a board of this size, the efficient and effective discharging of duties is also ensured without the formation of specialized committees. The duties for which the German Corporate Governance Code recommends the formation of such committees were all performed by the supervisory board of Nemetschek SE in the reporting period.

As per the applicable provisions, the supervisory board set up an audit committee as of January 1, 2022. The chairman of the audit committee is Mr. Rüdiger Herzog. The other members are Prof. Georg Nemetschek and Kurt Dobitsch.

The supervisory board is composed exclusively of shareholder representatives and, as a result, no nomination committee was set up.

#### **Audit of the annual financial statements and consolidated financial statements**

On May 12, 2021, the regular annual general meeting appointed auditing firm Ernst & Young GmbH, Munich, as the auditor for the audit of the individual financial statements and the consolidated financial statements for 2021 as well as the corresponding consolidated management report. The supervisory board was convinced as to the independence of the auditor and obtained a written declaration from the auditor.

The annual financial statements of Nemetschek SE for the 2021 financial year prepared by the executive board according to the German Commercial Code (HGB), as well as the consolidated financial statements prepared according to the International Financial Reporting Standards (IFRS), as applicable in the EU, and also according to § 315e (1) of the German Commercial Code (HGB), and the consolidated management report for Nemetschek SE and the Group for the 2021 financial year were audited and approved without qualification by auditing firm Ernst & Young GmbH, Munich.

The specified final documents of the SE, the Group and the executive board's proposal on the appropriation of profits as well as the auditor's reports were available to the members of the supervisory board sufficiently in advance of the balance sheet meeting on March 18, 2022. The auditor took part in the meeting, reported extensively on his auditing activities and the main audit results, explained the audit report and provided detailed answers to all of the supervisory board members' questions. He explained in particular the especially important key audit matters and the audit procedures conducted. No material weaknesses with regard to the internal control system or the risk management system were reported.

Taking the auditor's reports into consideration, the supervisory board has examined the annual financial statements, the consolidated financial statements and the consolidated management report for Nemetschek SE and the Group and is convinced of the correctness and completeness of the actual information. The supervisory board concurs with the result of the audit performed by the auditor and has determined that there are no reservations to be raised. The supervisory board approved the 2021 financial statements and consolidated financial statements of Nemetschek SE at the balance sheet meeting of March 18, 2022. The 2021 annual financial statements are thus final within the scope of § 172 of the German Stock Corporation Act (AktG).

Moreover, the supervisory board assessed the services rendered by the auditor and concerned itself with evaluating the quality of the auditing firm Ernst & Young GmbH as an auditor. In doing so, no grounds were determined which would oppose an audit performed by Ernst & Young GmbH.

#### **Reporting on sustainability / Investor communication**

Nemetschek SE integrated its nonfinancial declaration in the consolidated management report. Auditing firm Ernst & Young GmbH subjected the nonfinancial Group declaration of the Nemetschek Group to an audit for obtaining limited assurance. The supervisory board also checked the nonfinancial declaration and has come to the conclusion that the nonfinancial declaration provides no grounds for reservations.

The chairman of the supervisory board additionally conducts regular dialogs with shareholders in order to increase transparency. The main topics of the talks are especially issues in connection with the governance structure of the Nemetschek Group.

#### **Reporting on executive board and supervisory board remuneration (remuneration report)**

The report on the remuneration of the executive board and supervisory board to be created on the basis of the German Act Implementing the Second Shareholder Rights Directive (ARUG II) was created for the first time in the 2021 financial year and was prepared by the executive board and the supervisory board. Auditing firm Ernst & Young GmbH reviewed the remuneration report and in doing so determined that it contains the disclosures required as per § 162 (1) and (2) of the German Stock Corporation Act (AktG). The corresponding report on the verification of the remuneration report in accordance with § 162 (3) AktG is attached to the separate remuneration report.

#### **Conflicts of interest / Self-assessment**

In the reporting year, there were no conflicts of interest on the part of supervisory board members. Moreover, no conflicts of interest on the part of executive board members were reported to the supervisory board.

The supervisory board regularly assesses how effectively it discharges its duties. The self-assessment planned for the 2021 financial year was completed by all members of the supervisory board << [Corporate Governance Declaration](#) >>.

#### **Corporate governance**

The supervisory board was continuously occupied with the principles of good corporate governance in the 2021 financial year. On December 17, 2021, the executive board and supervisory board resolved to submit a Declaration of Conformity as per §161 of the German Stock Corporation Act (AktG), in accordance with which the company has, since submission of the previous Declaration of Conformity of December 18, 2020, conformed and in future will also conform to the recommendations of the German Corporate Governance Code in the version of December 16, 2019 (published in the Federal Gazette on March 20, 2020) with the exception of the justified deviations specified in the Declaration of Conformity. The formulation of the Declaration of Conformity of December 17, 2021, is included in the section << [Corporate Governance Declaration](#) >> in the "To our shareholders" part of the annual report for the 2021 financial year. The Declaration of

Conformity was made permanently available to shareholders on the company website under [ir.Nemetschek.com/de/corporate-governance](https://ir.Nemetschek.com/de/corporate-governance).

#### **Changes to the executive board and supervisory board**

The executive board consisted of three members in the 2021 financial year and the supervisory board consisted of four members. The composition of the executive board and of the supervisory board in terms of personnel remained unchanged over the course of the financial year. As of March 1, 2022, the executive board was expanded and Yves Padrines was unanimously appointed CEO by the supervisory board.

#### **Thanks for dedicated performance**

In the year 2021, which was also marked by the impacts of the continuing Covid-19 pandemic, the Nemetschek Group also demonstrated its operative strength and was able to further expand its strong and highly profitable growth. This business success is attributable to the attractive solutions of the Nemetschek Group, the consistent implementation of strategic focus points and the high levels of commitment of the entire staff and of management.

Thus, it was again possible to close a very successful financial year and achieve new highs in terms of revenue and earnings. It was possible to even exceed the targets for the 2021 financial year, which had been increased mid-year.

The past year continued to be marked by great uncertainties and challenges. Despite all this, the company remained on its successful course and was able to prove its strategic and operative strength. Our employees played a major role in this successful development. The supervisory board thanks all employees for their excellent performance and personal commitment. At the same time, the supervisory board would like to express its recognition and high level of appreciation to the executive board and the CEOs of all the brands for the services rendered.

Munich, March 18, 2022



Kurt Dobitsch  
Chairman of the Supervisory Board

# Corporate Governance Declaration

The Nemetschek Group is a globally active corporation with an international shareholder structure. The executive and supervisory boards place particular importance on responsible and transparent company leadership and control which is aligned with increasing value in the long term. Meaningful and transparent corporate communication, observance of shareholder interests, forward-looking handling of risks and opportunities and efficient and trustful cooperation between the executive board and the supervisory board are major aspects of good and effective corporate governance. The latter is conducive to the Nemetschek Group's gaining the trust of shareholders, business partners, employees and ultimately society as a whole. At the same time, these principles are important orientation standards for the management and control of the Group.

The Corporate Governance Statement as per § 289f and § 315d of the German Commercial Code (HGB) is part of the consolidated management report. In accordance with § 317 Section 2 Sentence 6 HGB, the audit of the information provided as per § 289f and § 315d HGB by the auditor is to be limited to whether the disclosures were made. Within the scope of the Corporate Governance Statement, the executive board and supervisory board also report on the company's corporate governance.

## **Declaration of Conformity in accordance with the "German Corporate Governance Code"**

On December 17, 2021, the executive board and the supervisory board submitted the following updated declaration as per § 161 of the German Stock Corporation Act (AktG) and made this permanently available to shareholders via the website of the Nemetschek Group:

"The executive board and supervisory board declare:

The recommendations of the 'Government Commission of the German Corporate Governance Code', version dated December 16, 2019 ('DCGK 2020'), published by the German Federal Ministry of Justice in the official part of the Federal Gazette on March 20, 2020, have been followed in the time period since the previous Declaration of Conformity of 18 December, 2020 and will continue to be followed with the exception of the following recommendations for the reasons specified therein and in the time periods specified.

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

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

The executive board and supervisory board of Nemetschek SE expressly welcome the objective of the Code to ensure diversity and are open to diversity in terms of the composition of the board and appointments to executive positions. However, with regard to appointments to executive positions and the composition of the executive board, as well as for election nominations for supervisory board members, the focus is on personal suitability, in particular on the individual's experience, skills and knowledge. The criterion of diversity will be regarded as being of lesser importance.

b) Recommendations B.5 and C.2 (age limit for members of the executive board and supervisory board)

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

c) Recommendation C.10 Sentence 2 (independence of the chairperson of the audit committee vis-à-vis the controlling shareholder)

The selected chairman of audit committee, Mr. Rüdiger Herzog, is a member of the executive governing body of the controlling shareholder and, as a result, is not independent from the controlling shareholder according to the criteria of Recommendation C.10.

d) Recommendation D.1 (making rules of procedure for the supervisory board accessible)

The Supervisory Board of Nemetschek SE set rules of procedure for itself. Departing from Recommendation D.1, however, the supervisory board did not make the rules of procedure accessible on the company's website. The main rules of procedure for the supervisory board are prescribed by law as well as by the Articles of Association and are publicly accessible. It is our opinion that publication of the rules of procedure above and beyond this would not generate any added value.

e) Recommendations D.2 to D.5 (supervisory board committees)

The supervisory board of Nemetschek SE formed no committees in the reporting period. The supervisory board consists of four members. On a board of this size, the efficient and effective discharging of duties is also ensured without the formation of specialized committees. The duties for which the Code recommends the formation of such committees were all performed by the supervisory board of Nemetschek SE in the reporting period. As per the applicable provisions, the supervisory board set up an audit committee as of January 1, 2022. Therefore, a departure from Recommendations D.2 and D.3 is only declared for the period ending December 31, 2021. The selected chairman of the audit committee is not independent from the controlling shareholder. In this respect, a departure from Recommendation D.4, second half of sentence, is declared beyond December 31, 2021. The supervisory board is composed only of shareholder representatives and, as a result, no nomination committee was set up (D.5).

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

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

g) Recommendation G.7 Sentence 1 (point in time of the specification of performance criteria for the variable remuneration components)

As per Recommendation G.7 Sentence 1, referring to the upcoming financial year, the supervisory board shall establish performance criteria for each executive board member which cover all variable remuneration components. In accordance with the remuneration system for the executive board members, the supervisory board will specify the performance criteria for the variable remuneration components and the targets respectively no later than February 28 of a given financial year. In individual cases, the supervisory board considers it wise to only make a decision concerning performance criteria and targets on the basis of preliminary business figures from the previous financial year. Consequently, a provisional departure from Recommendation G.7 Sentence 1 is declared.

h) Recommendation G.10 (no share-based remuneration and point in time of accessibility of long-term variable remuneration components)

Departing from Recommendation G.10 Sentence 1, executive board members will neither be granted variable remuneration on the basis of shares nor shall executive board members invest the granted variable remuneration predominantly in shares of the company. Share prices are also always subject to influences which lie outside the enterprise and are beyond the control of the executive board members. The variable remuneration of the executive board members of Nemetschek SE is therefore only dependent on enterprise-relevant events (such as revenue, income, earnings per share) which provide an undistorted reflection of corporate value and thus, in the opinion of the supervisory board, are better suited for measuring the performance of the executive board members for the purpose of determining an appropriate executive board remuneration.

The executive board remuneration system provides for long-term variable remuneration with a three-year term (LTIP), which is to be paid out in cash respectively in the fourth year, if granted. As a result, we also declare a departure from Recommendation G.10 Sentence 2, according to which the granted long-term variable remuneration components shall be accessible to executive board members only after a period of four years. A holding period of four years may be a suitable means of incentivizing executive board members in the long term in the case of share-based remuneration since the value of the shares can change during the holding period. On the other hand, in the case of a cash payment of the long-term variable remuneration, a later payout date has no comparable incentivizing effect since the amount is determined upon expiration of the corresponding LTIP term and is not subject to any further changes even if the payout date is later."

### Website of the company

The Declaration of Conformity in accordance with § 161 of the German Stock Corporation Act (AktG) is published on the website [ir.Nemetschek.com/en/corporate-governance](https://ir.Nemetschek.com/en/corporate-governance). It is also possible to view the Declarations of Conformity of previous years there.

In addition to the Declarations of Conformity, the website [ir.Nemetschek.com/en/corporate-governance](https://ir.Nemetschek.com/en/corporate-governance) has made further information on the Corporate Governance Statement and on the corporate governance of the Nemetschek Group publicly accessible.

The remuneration report on the 2021 financial year and the auditor's report pursuant to section 162 of the German Stock Corporation Act, the applicable remuneration system pursuant to section 87a (1) and (2) sentence 1 of the German Stock Corporation Act and the last remuneration resolution pursuant to section 113 (3) of the German Stock Corporation Act are publicly available on the Company's website under [ir.Nemetschek.com/remuneration](https://ir.Nemetschek.com/remuneration).

### Relevant information on corporate governance practices which are applied above and beyond the legal requirements, in addition to specification as to where these are accessible to the general public

The Nemetschek Group is to be perceived worldwide as a responsibly acting enterprise with high ethical and legal standards.

The specific culture of the Nemetschek Group is the common basis for action. This culture is reflected in the fair and respectful treatment of coworkers amongst themselves and vis-à-vis third parties, and is distinguished by high performance willingness, open communication, integrity and trustworthiness as well as the careful use natural resources.

These principles are summarized in the Nemetschek Group's Code of Conduct, which was revised and extended in the 2021 financial year. This Code of Conduct is binding for all employees regardless of role or position in the Group. It is only by maintaining an ongoing focus on these values and integrating them in day-to-day actions that a clear commitment to the company culture is made and the long-term entrepreneurial success of the company is ensured. Likewise, in the 2021 financial year, a Supplier Code of Conduct was developed and published. This Supplier Code of Conduct sets the standards for collaboration with suppliers and other external business partners of the Nemetschek Group. The Code of Conduct and the Supplier Code of Conduct can be accessed on the company website at [www.nemetschek.com/en/responsibility](https://www.nemetschek.com/en/responsibility).

You will find further information on this subject in the 2021 consolidated management report [« 2.2 Nonfinancial declaration »](#).

Moreover, details on enterprise controlling and corporate governance are reported in the consolidated management report under [« 1.3 Enterprise controlling and corporate governance »](#).

### Compliance and the management of opportunities and risks

Weighing opportunities and risks continuously and responsibly is one of the principles of responsible company leadership. The objective of opportunity and risk management is to develop a strategy and define targets which generate a balanced equilibrium between growth targets and profit targets on the one hand and the risks inherent to such on the other. Please refer to the consolidated management report section [« 5 Opportunity and risk report »](#) for details on the opportunity and risk management system of the Nemetschek Group.

### Compliance

Alignment of the business activities with all relevant laws and standards as well as with the company-internal principles is a basic prerequisite for successful economic activity in the long term. The success of the Nemetschek Group is therefore based not only on a good corporate policy but also on integrity in terms of business ethics, trust and open and fair dealings with employees, customers, business partners, shareholders and other stakeholders.

### Compliance culture and targets

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

In this context, the Nemetschek Group pursues an approach of preventive compliance and aims for a corporate culture that sensitizes and educates the staff so that potential violations of the rules are avoided from the start. The executive board and executives bear special responsibility in this regard. They are role models and as such required to ensure adherence to compliance provisions within their area of responsibility, to clearly communicate this expectation to every employee and to consistently set an example for ethical behavior according to the rules within the context of compliance.

### Compliance organization

Compliance activities are closely linked to risk management and the internal control system. The business unit Corporate Legal & Compliance controls compliance activities Group wide. The focus is on creating suitable structures and processes as well as providing support for the efficient implementation of compliance measures. In addition, the business unit Corporate Legal & Compliance is available as a contact partner in the case of individual questions arising from the organization. There is a direct line of reporting to the CFOO of the Nemetschek Group.

### Compliance program and communication

The compliance structures and measures for ensuring adherence to laws, guidelines and ethical principles are consistently aligned with the risk situation of the Nemetschek Group and continuously further developed. The point of departure for compliance activities is the Code of Conduct of the Nemetschek Group, which is binding for all employees. Besides the company website, employees can access the Code of Conduct and other company guidelines via the Group-internal intranet platform "Nemetschek ONE." Moreover, the Nemetschek Group uses a modern compliance training tool for efficiently and sustainably imparting this subject Group wide.

### Compliance reporting channels, reviews and further development

Reliable reporting channels and the protection of internal information providers against sanctions are major elements in identifying compliance risks.

The Nemetschek Group requires and supports an open, enterprise-wide speak-up culture. It encourages its employees to report any behavior which possibly violates the Code of Conduct. The ombudsman system used previously was replaced by a

modern, enterprise-wide, digital and anonymous whistleblower system. The new digital system serves all Group enterprises as a new whistleblower system and focuses in particular on the important topics of whistleblower protection, anonymity and data security. Implementing this new system has resulted in significant further development and professionalization, also in the area of whistleblowing.

In addition to using the digital whistleblower system, employees can communicate in German or English directly with superiors, heads of HR responsible or the Compliance business unit.

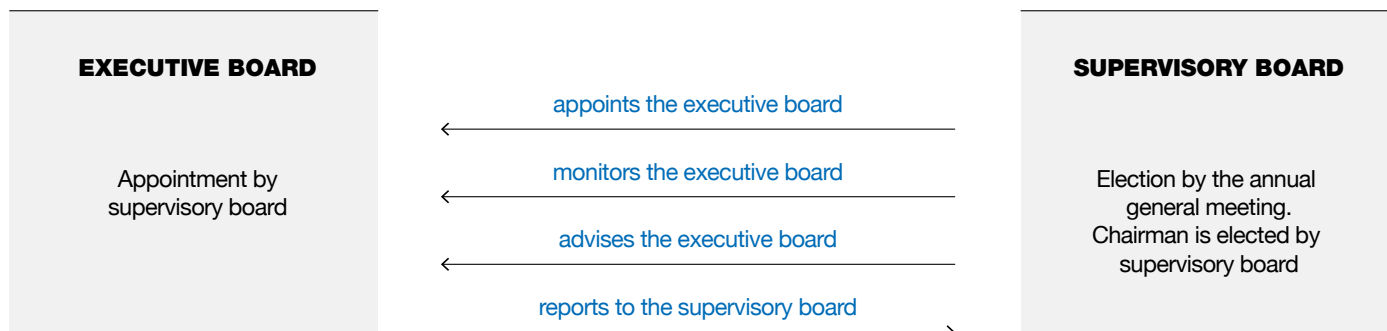
All information submitted is first checked for plausibility and treated with absolute confidentiality. As required, further investigations and steps are initiated. If necessary, in individual cases, further company divisions or external consultants are brought on board. The business unit Corporate Legal & Compliance regularly checks the whistleblower process in terms of its effectiveness and adapts it as required.

Adherence to internal guidelines and applicable provisions is subject to regular internal audits by the business unit Corporate Audit. The executive and supervisory boards are regularly informed about compliance-relevant issues and the extension of compliance structures as well as planned compliance-related action.

### Description of executive board and supervisory board procedures

Also after conversion of the form of business from a German "Aktiengesellschaft" (AG) to a Societas Europaea (SE) in 2016, Nemetschek SE retained the dual management and monitoring structure with the two bodies of executive board and supervisory board.

#### DUAL MANAGEMENT SYSTEM OF NEMETSCHKE SE





## Executive board

### Composition

The executive board, which was appointed by the supervisory board, consisted of three members as was the case in the previous year. The executive board structure with a focus on the segments proved its merits and was retained without changes. Thus consideration is given to the strategic alignment of the Nemetschek Group which involves even greater consolidation of the competencies of the brand companies in the four customer-oriented segments: Design, Build, Manage and Media & Entertainment.

In the 2021 financial year, the executive board was composed of the following three members:

- » Dr. Axel Kaufmann, Spokesman of the Executive Board and Chief Financial & Operations Officer (CFOO)
- » Viktor Várkonyi, Chief Division Officer, Planning & Design Division
- » Jon Elliott, Chief Division Officer, Build & Construct Division and CEO of the Bluebeam brand

For Nemetschek SE, the appointment of executive board members, like the filling of executive positions, is invariably subject to the relevant criteria of quality and suitability, and is independent of gender. As a result of the principle of qualification-based neutrality, Nemetschek SE is assured to best serve the interests of the company.

Details on further mandates performed by the executive board are provided in the notes to the consolidated financial statements << [Item 33 – Bodies of the company](#) >>. The remuneration of the executive board members is treated in a separate remuneration report.

### Procedures

The supervisory board issued rules of procedure for the executive board which govern cooperation within the executive board as well as cooperation between the executive board and the supervisory board. In compliance with corporate interests, the executive board performs its leadership role with the objective of sustainably increasing corporate value. The executive board bears overall responsibility for the management of the Nemetschek Group. In addition, every member of the executive board is solely responsible for the tasks assigned to him as a result of the business allocation plan. The executive board collaboratively resolves all matters which are of particular significance and impact for the company or its subsidiaries.

The executive board is responsible for the creation of the quarterly statements and half-year financial report as well as for the preparation of the annual financial statements and consolidated financial statements, the consolidated management report of Nemetschek SE and of the Group and, since the 2021 financial year, the remuneration report, which is to be created separately.

The executive board reports to the supervisory board regularly, quickly and comprehensively in written and verbal form about all relevant topics relating to business development, company planning, strategic alignment, the opportunity and risk situation, risk management, compliance and further current topics, e.g. sustainability and cybersecurity. The supervisory board is promptly involved and provided by the executive board with complete information concerning all decisions which may materially affect the net asset situation, financial situation and earnings situation of the company. In the case of acquisition projects, the executive board provides detailed information about project progress and project status at an early stage and coordinates the acquisition and integration processes in close collaboration with the supervisory board.

## Supervisory board

### Composition

In the 2021 financial year, the composition of the supervisory board in terms of personnel remained unchanged vis-à-vis the previous year.

The supervisory board consisted of the following four members:

- » Kurt Dobitsch, Chairman of the supervisory board
- » Prof. Georg Nemetschek, Deputy Chairman
- » Rüdiger Herzog, member of the supervisory board
- » Bill Krouch, member of the supervisory board

The supervisory board is elected by the annual general meeting.

Details on further mandates performed by the supervisory board are provided in the notes to the 2021 consolidated financial statements under << [Item 33 – Bodies of the company](#) >>. The remuneration of the supervisory board members is treated in a separate remuneration report.

## Procedures

The supervisory board serves the executive board in an advisory capacity, monitors the executive board in its management of the company and verifies all significant business transactions for the executive board by examining the documents in question in terms of the Regulation (EC) No. 2157/2001 of the Council on the statute of the European Company (SE-VO), the German SE Implementation Act (SEAG), the German Stock Corporation Act (AktG), the company's Articles of Incorporation and Articles of Association. The supervisory board is also provided with information on the position of segments including the individual brands and the Group as well as on major developments by the executive board outside of the regular supervisory board meetings. In this way, it can accompany operative business with advice and recommendations made on an appropriate base of information.

The supervisory board defines a catalog of business which requires approval as well as a business allocation plan in the Articles of Association for the executive board. The supervisory board acts on the basis of its own rules of procedure. Moreover, the supervisory board approves the annual financial statements, the consolidated financial statements and the consolidated management report of Nemetschek SE and of the Group as well as the remuneration report created separately for the first time in the 2021 financial year. The chairman of the supervisory board presents the activities of the supervisory board every year in his report to the annual general meeting as part of the annual report.

Together with the executive board, the supervisory board ensures that there is long-term succession planning. For this purpose, the supervisory board is in regular communication with the executive board. Together, the executive board and supervisory board evaluate the suitability of potential succession candidates and discuss how suitable internal candidates may be further developed. In addition, on an ongoing basis, the supervisory board examines the size and composition of the executive board. For this purpose, the chairman of the supervisory board discusses with the executive board what skills and experience as well as professional and personal areas of expertise in particular should be represented on the executive board with a view to the company's strategic development and to what extent the composition of the executive board already corresponds to these requirements.

In accordance with the recommendations of the German Corporate Governance Code, the supervisory board has specified actual objectives for its composition and has resolved a competence profile for the committee of the Nemetschek SE supervisory board as a whole. Every member of the supervisory board must accordingly meet the prerequisites required by law and the prerequisites as per the Articles of Association for membership in the supervisory board (cf. § 100 (1 to 4) of the German Stock Corporation Act – AktG). Every member of the supervisory board must possess the knowledge and skills necessary for due performance of the tasks required of the member by law and by the Articles of Association. The members of the supervisory board as a whole must be familiar with the sector in which the company is active (cf. § 100 (5) AktG). Every member of the supervisory board must have sufficient time available and the willingness to dedicate the necessary time and attention to this office. In addition to these general prerequisites, the board as a whole is to meet the following prerequisites in particular:

- » Every member is to have a general understanding of the business of the Nemetschek Group, especially of the worldwide AEC/O market environment, the individual business segments, the customer requirements, the regions in which the company conducts business and the strategic alignment of the enterprise.
- » At least one member is to have expertise in the area of accounting and at least one other member of the supervisory board should have expertise in the area of auditing.
- » At least two members are to meet the criterion of internationality to a high degree or have acquired operational experience in internationally active enterprises.
- » One or more members are to have expertise in the area of business administration.
- » On the board as a whole, one or more members are to have experience in the area of governance, compliance and risk management.
- » All members are to have operational experience in human resources management.

At present, the company's supervisory board considers that the specified targets for the composition of the supervisory board are met.

According to the supervisory board, in keeping with Recommendations C.1/C.6 of the German Corporate Governance Code (DCGK), it is appropriate for the supervisory board to have at least three members – i.e. more than half of the shareholder representatives – who are independent from the company and its executive board (cf. Recommendation C.7 DCGK) as well as at least two members who are independent from a controlling shareholder (cf. Recommendation C.9 DCGK). Overall, according to the supervisory board, it is appropriate for the supervisory board to have at least two members who are independent from the company and from its executive board as well as from a controlling shareholder.

According to the supervisory board, at the present time, all of the members are independent from the company and its executive board within the context of Recommendation C.7 of the German Corporate Governance Code (DCGK). This estimation does not conflict with the fact that Mr. Dobitsch, Prof. Nemetschek and Mr. Herzog have been members of the supervisory board for more than twelve years. Pursuant to Recommendation C.7 DCGK, membership of many years on the supervisory board is merely an indicator of a possible lack of independence; an indicator which also allows for a different estimation by the supervisory board. A purely formal consideration, which would automatically assume a lack of independence after more than twelve years on the supervisory board, is deemed inappropriate by the supervisory board. It is the view of the supervisory board that the mere fact of long-standing membership on the supervisory board neither constitutes grounds for a conflict of interest or conflict of role, nor does it impair the manner in which the office is discharged. In the work of the supervisory board over the previous years, there have been no major conflicts of interest, or any conflicts of interest which were not just temporary. No indications are or have been given that Mr. Dobitsch, Prof. Nemetschek or Mr. Herzog would possibly confront the executive board in a biased or prejudiced manner. The supervisory board is also of the absolute conviction that the fact of serving for more than twelve years does not hinder one's ability to critically reflect on one's own supervisory board activities or to work towards increasing efficiency.

Moreover, Mr. Dobitsch and Mr. Krouch are also independent from a controlling shareholder within the context of Recommendation C.9 of the German Corporate Governance Code (DCGK).

### **Committees of the supervisory board**

As per the applicable provisions, the supervisory board set up an audit committee for the first time as of January 1, 2022. The chairman of the audit committee is Mr. Rüdiger Herzog. The other members are Prof. Georg Nemetschek and Mr. Kurt Dobitsch. The supervisory board is composed exclusively of shareholder representatives and, as a result, no nomination committee was set up.

### **Self-assessment**

The supervisory board regularly assesses how effectively it discharges its duties. In the 2021 financial year, this was carried out by means of a self-evaluation. For this purpose, a questionnaire was developed with the involvement of an external expert and distributed to all members. In the questionnaire, the supervisory board members were able to submit their estimation of the effectiveness of the procedures as well as suggestions for improvements. General subject areas include the conducting of supervisory board meetings, the main topics to be discussed, collaboration of supervisory board members and the composition of the supervisory board, cooperation with the executive board and its composition as well as succession planning in the committees. In addition, the topics of accounting processes and auditing processes as well as the quality of the provision of information to the supervisory board were broached. The findings and suggestions for improvement were discussed in the following supervisory board meeting. The findings of the evaluation substantiate professional and constructive cooperation marked by high levels of trust and openness within the supervisory board and with the executive board. Likewise, the findings substantiate an efficient meeting organization and execution as well as an appropriate provision of information. No general change requirements were evident with the exception of the topic of diversity. Individual suggestions will also be acted on and implemented in the course of the year. The next self-assessment is scheduled for the year 2023.

Please refer to the [<< Supervisory board report >>](#) for further information on the subject areas and work of the supervisory board in the 2021 financial year.

Details on further mandates performed by the supervisory board are provided in the notes to the consolidated financial statements under [<< Item 33 – Bodies of the company >>](#).

### Remuneration of executive board and supervisory board

In accordance with the recommendations of the German Corporate Governance Code, Nemetschek SE has been reporting the remuneration of each member of the executive board and supervisory board for some time now. The remuneration of the members of the executive board consists of fixed compensation and the usual additional components such as health and long-term care insurance as well as a company car, and a variable, performance-based compensation. The variable compensation has a current and noncurrent component. The current, performance-based (variable) compensation mainly depends on corporate targets achieved (revenue, EBITA and earnings per share) which are agreed between the supervisory board and executive board at the beginning of each financial year. With a view to corporate management in the long term and in accordance with applicable provisions, the executive board remuneration system also contains a long-term variable component, also referred to as the Long-Term Incentive Plan (LTIP). The amount and payment of this depends on the achievement of specified targets for revenue, operating result and earnings per share as well as previously defined strategic project targets. The period which is relevant for this is always three financial years.

In accordance with the recommendations of the German Corporate Governance Code, the members of the supervisory board receive fixed remuneration.

In keeping with the changes in legislation resulting from the German Act Implementing the Second Shareholder Rights Directive (ARUG II), which went into effect on January 1, 2020, the supervisory board further developed the existing executive board remuneration system and resolved this at its meeting held on December 18, 2020. The annual general meeting approved the new remuneration system with 74.83% of the votes cast on May 12, 2021. The 2021 remuneration system implements the requirements of the German Stock Corporation Act (AktG) in the version of Second Shareholder Rights Directive (ARUG II) and accounts for the recommendations of the German Corporate Governance Code (DCGK) in the version of December 19, 2019, which went into effect on March 20, 2020. It is intended to successively adapt the existing executive board service contracts to the regulations of the new remuneration system. The new remuneration system is published on the company website under [ir.Nemetschek.com/remuneration](https://ir.Nemetschek.com/remuneration). The supervisory board will regularly review the remuneration system.

In the course of the changes in legislation, the Nemetschek Group is publishing a separate remuneration report for the first time as of the 2021 financial year. The report describes the principles of the remuneration systems for the executive board and for the supervisory board and reports individually on their remuneration. The

report is published on the website of the company [ir.Nemetschek.com/remuneration](https://ir.Nemetschek.com/remuneration).

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

#### Diversity at Nemetschek

Diversity is part of the company culture in place at the Nemetschek Group. The different cultures and pronounced individuality are important drivers for the company's innovative strength and are to be specifically supported accordingly. In the year 2020, a new workgroup was formed for this purpose. In coordination with the Spokesman of the Executive Board, the workgroup for DEIB – diversity, equity, inclusion, belonging – developed a guiding principle for the company on diversity and inclusion. You will find further information on diversity and inclusion in the 2021 consolidated management report under [« 2.2 Nonfinancial declaration »](#).

The objective to achieve diversity, including a diverse employee structure and committee composition as well as appointments to executive positions, is expressly welcomed.

#### Percentage of positions held by women

According to § 111 (5) of the German Stock Corporation Act (AktG), the supervisory board must define target values for the percentage of positions held by women on the supervisory board and executive board.

#### Executive board

##### Determination of the status quo of the percentage of women on the executive board

With the resolution of March 20, 2019, the supervisory board defined a target value of 0% for the executive board until December 31, 2021. The three-person executive board is currently composed only of men. The percentage of women on the executive board is therefore 0%, which corresponds to the defined target value.

##### Decision regarding the target value for the percentage of women on the executive board and justification

With the resolution of December 17, 2021, for the period until December 31, 2022, the supervisory board defined a target value of 0% for the percentage of women on the executive board, which corresponds to zero persons. All members of the company's executive board in office as at 31 December 2021 are appointed until December 31, 2024. The supervisory board generally supports the objective of achieving diversity in the executive board and views the future increase of the percentage of women

at all levels of the enterprise as an important part of the personnel and diversity concept of the globally operating Nemetschek Group. For the composition of the executive board, however, the experience, expertise and knowledge of the individual is of critical importance to the supervisory board; the prioritized appointment of women is not a major criterion for decisions in this regard. The members of the executive board in office are suitable individuals – they are international, with different backgrounds in terms of experience and training, and possess the necessary qualifications. The supervisory board is therefore convinced that for the year 2022 a target value of 0% women on the executive board is realistic, suitable and appropriate. By specifying a target value for a period of just one year, the supervisory board wants to enable the supervisory board which is to be newly elected by the 2022 annual general meeting to resolve on a suitable target value for the future regarding the percentage of women on the executive board from the year 2023 on, without there being any existing definition already in place.

### Supervisory board

#### **Determination of the status quo of the percentage of women on the supervisory board**

With the resolution of March 20, 2019, the supervisory board defined a target value of 0% for the supervisory board until December 31, 2021. The four-person supervisory board is currently composed only of men. The percentage of women on the supervisory board is therefore 0%, which corresponds to the defined target value.

#### **Decision regarding the target value for the percentage of women on the supervisory board**

With the resolution of December 17, 2021, for the period until December 31, 2025, the supervisory board defined a target value of 25% for the desired percentage of women on the supervisory board; this corresponds to one person on the supervisory board, which is currently comprised of four members.

The supervisory board has set itself the objective of increasing the percentage of women on the supervisory board. The supervisory board aims to consider the increase in the percentage of women in the proposals for the election of supervisory board members at the regular annual general meeting 2022, inasmuch as suitable candidates are available in the evaluation process.

#### **First management level**

As per § 76 (4) of the German Stock Corporation Act (AktG), the executive board defines target values for the percentage of women below executive board level.

There is one management level below the executive board at Nemetschek SE. Therefore, the following information refers only to this one management level. As a result of the structure of Nemetschek SE as a holding company with a low number of

employees, the definition of a second management level below the executive board is not appropriate. Consequently, the definition of a target value for the percentage of women in the second management level below the executive board has been and continues to be waived.

#### **Determination of the status quo of the percentage of women in the first management level**

With the resolution of March 20, 2019, the executive board defined a target value of at least 25% for the first management level for the period ending December 31, 2021. The executives with the title “Vice President” were defined as the first management level below the executive board of Nemetschek SE. These positions were held by two men and two women as of December 31, 2021. Thus, the percentage of women in the first management level amounted to 50% and the specified target value was achieved.

#### **Decision concerning the target percentage of women in the first management level**

Following an evaluation in the year 2021, the executive board amended the definition of the first management level below the executive board. All employees who report directly to members of the executive board now belong to the first management level below the executive board. At the time of passing the resolution, the newly defined first management level comprises 14 persons, four of them women. The current percentage of women is thus 28.6%.

With the resolution of December 17, 2021, the executive board specified the target value of 28.6% as the percentage of women in the first management level below the executive board for the period until December 31, 2025, which corresponds to four persons given a management level comprising 14 persons.

### Further information on corporate governance

#### **Financial reporting and year-end audit**

Nemetschek SE prepares its consolidated financial statements as well as the consolidated interim reports as per the International Financial Reporting Standards (IFRS). The annual financial statements of Nemetschek SE (individual financial statements) are prepared in accordance with the provisions of the German Commercial Code (HGB). The consolidated financial statements are prepared by the executive board, examined by the auditor and approved by the supervisory board. The annual general meeting selected auditing firm Ernst & Young GmbH, Munich, as auditors and Group auditors for the 2021 financial year. The supervisory board commissioned the audit, additionally set the remuneration for the audit, and verified the independence of the auditor. In addition, it assessed the services rendered by the auditor and resolved on evaluating the quality of the year-end audit.

### Shareholders and the annual general meeting

Shareholders can assert their rights and exercise their voting rights at the annual general meeting. One vote is granted for each Nemetschek SE share. The chairman of the supervisory board chairs the meeting. The executive board presents the consolidated financial statements and annual financial statements as well as more detailed reports, explains the prospects of the company and, together with the supervisory board, answers the shareholders' questions. The invitation to the annual general meeting and the corresponding documents and information are made available on the Nemetschek Group website the day the meeting is called in accordance with stock corporation laws or are made available for viewing in the offices of the company. Nemetschek supports its shareholders in the assertion of their voting rights by appointing voting representatives, who vote according to the instructions of the shareholders.

### Transparency and communication

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

### Directors' dealings, voting rights and stock option scheme

Nemetschek SE provides information on the trading of company shares by executive board and supervisory board members (directors' dealings) as per Art. 19 of the Market Abuse Regulation (MAR) as well as on reported changes in the shareholdings if the voting thresholds defined in the German Securities Trading Act (WpHG) are reached, surpassed or fallen below. Information on the shares held by the executive board and supervisory board is included in the notes. Nemetschek SE does not have a stock option scheme at the present time.

Munich, March 17, 2022



Yves Padrines



Dr. Axel Kaufmann



Viktor Várkonyi



Jon Elliott

# Nemetschek on the Capital Market

## Looking back at the year 2021

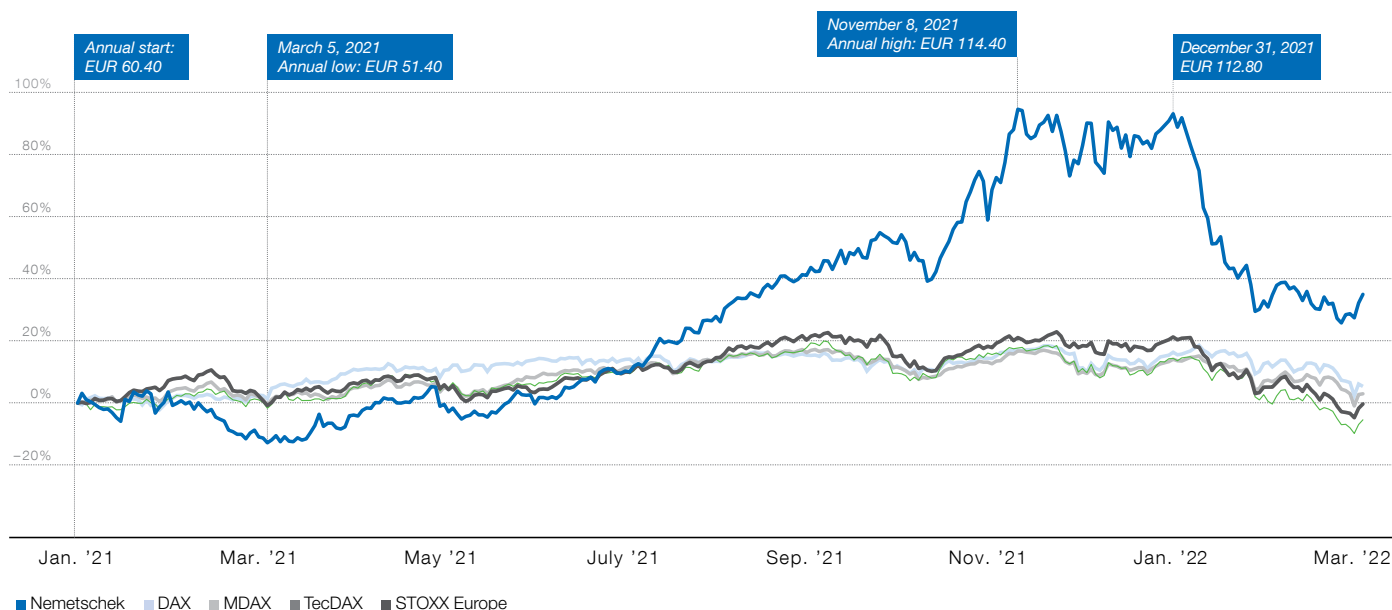
While global share markets were only able to make slight gains as a result of the renewed wave of Covid-19 in the first quarter of 2021, recovery began as of the beginning of the second quarter. This was driven by considerable improvement in the tense pandemic situation as well as by continuing expansive monetary and fiscal policies put in place to stabilize the global economy. Thus, it was possible for the DAX and MDAX to post a rise of about 13% and 10% respectively as of the end of the second quarter. In the course of the second half year, most share markets were merely able to maintain the price levels achieved or increase them slightly. Despite the continuing recovery of the global economy, this development arose in particular as a result of worsening global supply bottlenecks, the lack of further economic stimulus plans and bailout packages as well as growing fears of inflation.

Overall, share markets were able to continue to develop positively in 2021: For the year as a whole, the leading German index DAX increased by about 15.8%, and the MDAX by 14.1%. The TecDAX, which contains the 30 largest technology values, posted an overproportional rise in value of about 22.1%. The comparative index STOXX Europe Total Market Software & Computer Services again posted a positive development and increased by about 14.2%.

## Nemetschek shares: Strong rise in share price in the year 2021

In the 2021 financial year, following a stable share price development in the pandemic year 2020, the Nemetschek Group was able to continue again the strong share price growth of the recent years. With a plus of 86.8%, the growth of Nemetschek shares was considerably above the development of all comparable indexes as well as of European and US competitors.

**PRICE DEVELOPMENT OF NEMETSCHKEK SHARES IN THE YEAR 2021/BEGINNING OF 2022 COMPARED TO SELECTED INDEXES (INDEXED)**



On January 4, 2021, the share certificates of Nemetschek SE started the new year at a price of EUR 60.40 and, in the first few months, developed slightly more weakly than the prices of the major share indexes. This development was driven in part by uncertainty of the investors regarding the partial conversion of the Nemetschek Group's business model to subscription offerings. The strong results of operations of the first quarter of 2021, together with the introduction of a subscription strategy and new mid-term ambitions, however, were very favorably received by the

capital market and led to a subsequent shift in the trend. The subsequent trend of strong recovery was further reinforced by the positive business development in the second and third quarters.

Especially from mid-year on, the shares of Nemetschek SE were thus able to considerably exceed the overall market as well as the development of competitors' share certificates. Nemetschek shares reached a new historical all-time high of EUR 114.40 on November 8. It was also possible to maintain this high price level

until the end of the 2021 financial year with a closing price of EUR 112.80. In total, the price development of Nemetschek shares in the year 2021 corresponds to a growth rate of 86.8%.

### Nemetschek shares in the MDAX and TecDAX rankings

As of December 31, 2021, the ranking of Deutsche Börse listed Nemetschek 44th (previous year: 59th) for market capitalization (in terms of free float) on the MDAX and 7th on the TecDAX (previous year's ranking: 11th).

During the 2021 financial year, an average of 176,720 shares were traded daily via the electronic trading platform Xetra (previous year: 284,240 shares). The average daily volume on XETRA amounted to EUR 12.79 million (previous year: EUR 16.95 million).

## Overview of Nemetschek shares

### KEY FIGURES

	2021	2020
Closing price in €	112.80	60.40
High in €	114.40	70.90
Low in €	51.40	35.30
Market capitalization in € million as of year-end	13,028.40	6,976.20
Earnings per share in €	1.17	0.84
Price/earnings ratio as of year-end	96.40	71.90
Average number of shares traded per day (Xetra)	176,720	284,240
Average number of outstanding shares	115,500,000	115,500,000

For Nemetschek SE, there is currently no rating issued by a rating agency which assesses creditworthiness or credit rating.

### Dividend policy

The Nemetschek Group pursues a sustainable dividend policy, which plans for a payout of about 25% of the operating cash flow. The dividend policy is always subject to consideration of the development of the economy as a whole as well as the economic and financial situation of the company and the interests of the shareholders. For the 2021 financial year, the Supervisory Board and Executive Board will propose to the Annual General Meeting on 12 May 2022 to increase the dividend by 30% to 0.39 euros per share (previous year: 0.30 euros per share). With 115.5 million shares, the total dividend payout would increase to 45.0 million euros (previous year: 34.7 million euros).

### Shareholder structure

As of December 31, 2021, the free float was unchanged at 48.4 percent. It was spread across a regionally widely diversified shareholder structure with a high proportion of international investors, primarily from the USA, Germany, France, Great Britain, Switzerland and Scandinavia.

### Market development in the current financial year

At the beginning of the year 2022, growing fears of inflation led to capital restructuring measures on the international capital markets. The normalization of monetary policy, which was more rapid than expected, as well as the anticipated higher interest rates associated with this led to elevated levels of investor rotation out of growth and technology values and into value shares. Further, the clearly rising political conflicts in Ukraine and Russia's attack on Ukraine had a considerable impact on share markets.

Shares of Nemetschek SE were also unable to evade this trend and, similar to the TecDAX and most comparable enterprises, posted a strong decline in price in the first few weeks of the year. By the beginning of March, Nemetschek SE's share certificates had stabilized at a price of more than EUR 75.

In the 2021 financial year as well, with directly or indirectly held shareholdings remaining unchanged at 51.6%, the Nemetschek family continued to be the biggest shareholder of Nemetschek SE. The family of Prof. Georg Nemetschek realigned its holding structure in the course of the year and placed a major part of its shareholdings in Nemetschek SE indirectly or directly into the charitable foundations established by the family. The new holding structure consequently ensures an ongoing stable shareholder structure of Nemetschek SE. It generally serves the long-term stability of the family interest in the software company and the security of the life's work of company founder Prof. Georg Nemetschek.

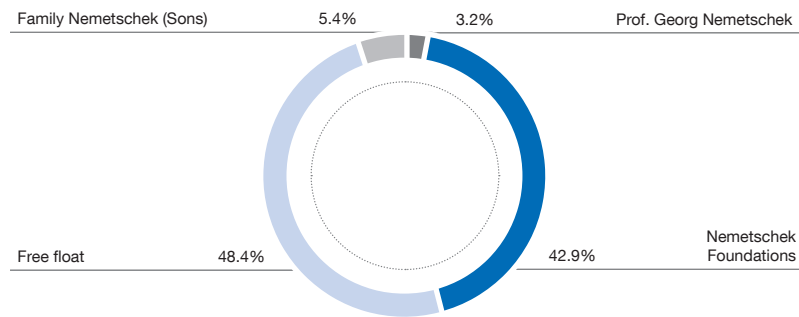
Thus, in future, about 38.9% of the share capital will be held by the new N-Integral GmbH. About 75.5% of the shares in N-Integral GmbH, and thus a majority, belong to the Nemetschek Familienstiftung (Nemetschek Family Foundation), of which Prof. Georg Nemetschek is the chairman of the foundation board. The charitable foundation Nemetschek Innovationsstiftung (Nemetschek Innovation Foundation), which holds the remaining approximately 24.5%, is an additional managing partner of N-Integral GmbH. Moreover, the charitable Nemetschek Stiftung (Nemetschek Foundation) will directly hold about 4% of the share capital of



Nemetschek SE. In addition, Prof. Georg Nemetschek remains directly involved with Nemetschek SE with a shareholding of about 3.2%; his sons Dr. Ralf Nemetschek and Alexander Nemetschek hold about 2.7% of share capital through holding companies.

The Nemetschek Innovationsstiftung (Nemetschek Innovation Foundation), founded in 2020, supports science and research; the Nemetschek Stiftung (Nemetschek Foundation) supports democracy in Germany.

**SHAREHOLDER STRUCTURE\***



\* Direct shareholdings as of December 31, 2021.

**Virtual annual general meeting**

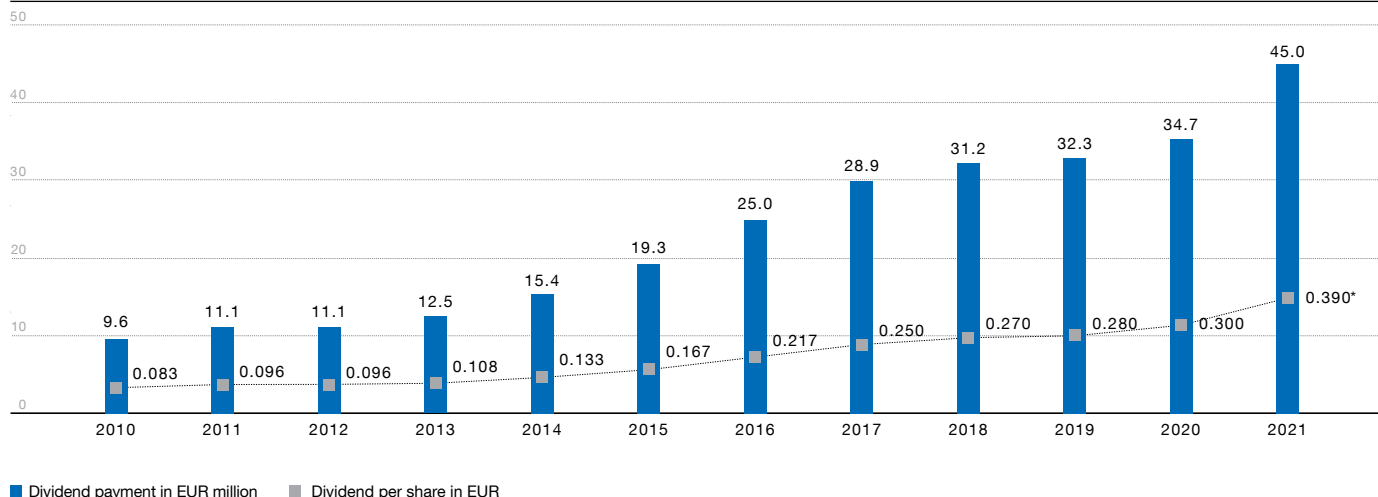
As a result of the positive experiences, the successfully conducted first virtual annual general meeting in the year 2020 and the continuing global Covid-19 pandemic, the Nemetschek Group decided to again conduct the regular annual general meeting in a purely virtual format in the 2021 financial year. This was the software company’s response to the restrictions applicable to public life as a result of the Covid-19 pandemic, and made simultaneous use of the option provided for by legislators for an annual general meeting that is held completely virtually.

At the regular annual general meeting, a large majority of the company’s shareholders approved all agenda items.

**Dividend**

As a result of the framework conditions, which improved economically in the year 2021, and the strong operating development of the Nemetschek Group as well as the very solid financial situation, Nemetschek SE again continued with its sustainable and dependable dividend policy in the 2020 financial year, which was marked by the Covid-19 pandemic.

For the 2020 financial year, for the eighth time in a row, the shareholders resolved on a dividend increase to EUR 0.30 per share (previous year: EUR 0.28 per share). The total dividends to be distributed amounted to EUR 34.7 million (previous year: EUR 32.3 million). The dividend payout ratio for the 2020 financial year was therefore approximately 22% – in relation to the operating cash flow. Thus, the payout is again in alignment with the long-term payout ratio target of about 25% of the operating cash flow. The dividend was paid out to the shareholders following the annual general meeting on May 12, 2021.

**DIVIDEND PER SHARE AND TOTAL AMOUNT OF DIVIDENDS TO BE DISTRIBUTED BASED ON YEAR-OVER-YEAR COMPARISON**

\* Proposal to the annual general meeting on May 12, 2022.

### Further agenda items

In addition to the dividend, the remuneration system for the executive board and the supervisory board was agreed upon. All the details of the remuneration system as well as the remuneration report can be found on the website of the Nemetschek Group under [ir.Nemetschek.com/remuneration](https://ir.Nemetschek.com/remuneration).

Moreover, resolutions on the creation of Approved Capital as well as the authorization to issue bonds and the creation of Contingent Capital were passed. All agenda items and voting results can be accessed under [ir.Nemetschek.com/agm](https://ir.Nemetschek.com/agm).

### Extensive communication with the capital market

The objective of Nemetschek SE is to maintain open, transparent and reliable communication with all stakeholders. By means of timely publication and an ongoing dialog, moreover, trust in the Nemetschek Group is to be further reinforced.

Therefore, again in the 2021 financial year, the relationship with existing and potential Nemetschek Group investors was maintained and further expanded through numerous contacts and talks. As in the previous year, as a result of the global Covid-19 pandemic, use was also made of the option of virtual participation in investor conferences and road shows.

In addition, within the scope of the rotational publication of the annual, half-yearly and quarterly statements, telephone conferences were again held. The content of these conferences was, on the one hand, the executive board's reporting on the current and expected future business development and, on the other hand, the opportunity for analysts and investors to pose questions directly to the executive board. In addition, Nemetschek SE maintained a close, ongoing dialog with relevant professional and business media.

Moreover, at present, the Nemetschek Group is covered by 16 analysts from various globally active banks and research institutes that regularly publish independent studies and commentaries on the current development of the company.

The current price targets of the corresponding analysts can be found on the company website under [ir.Nemetschek.com/analysts](https://ir.Nemetschek.com/analysts).