

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. 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 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.

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.

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.

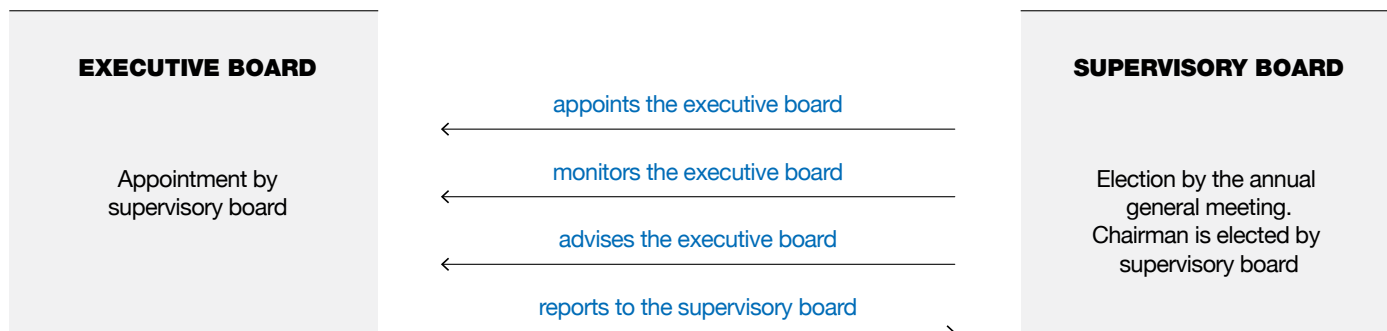
All information submitted is first checked for plausibility and treated with absolute confidentiality. As required, further investigations and steps are initiated. If necessary, in individual cases, further company divisions or external consultants are brought on board. The business unit Corporate Legal & 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. 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.

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