

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.

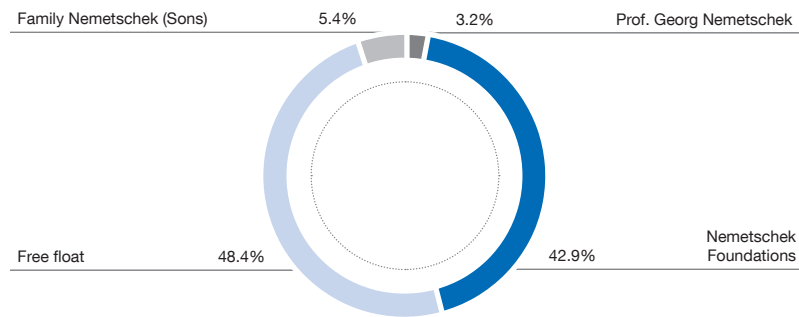
In the 2021 financial year as well, with directly or indirectly held shareholdings remaining unchanged at 51.6%, the Nemetschek family continued to be the biggest shareholder of Nemetschek SE. The family of Prof. Georg Nemetschek realigned its holding structure in the course of the year and placed a 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

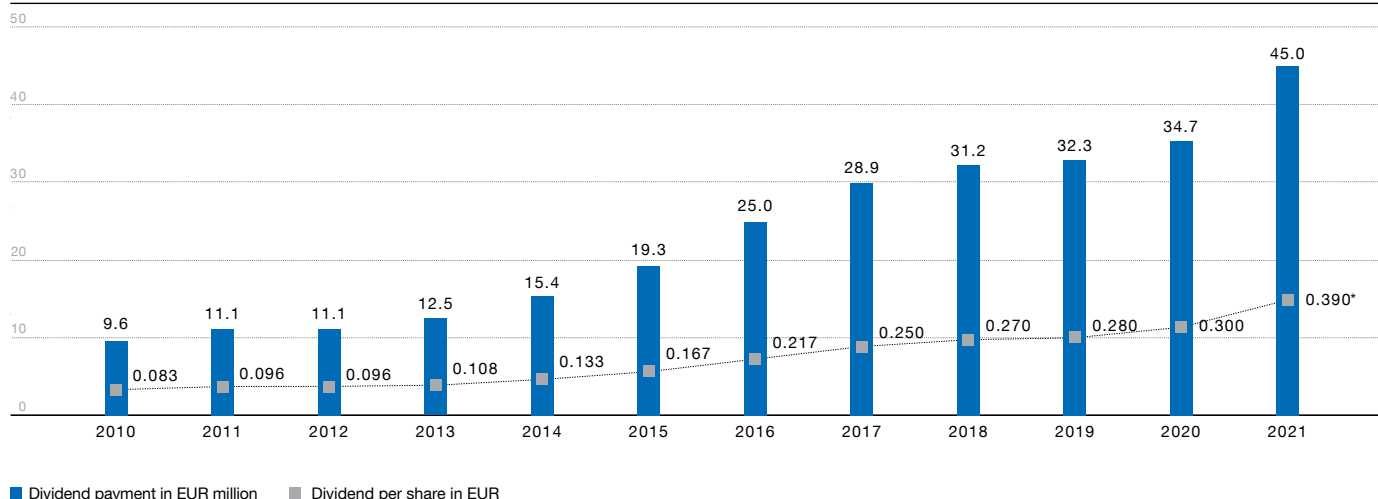
As a result of the positive experiences, the successfully conducted first virtual annual general meeting in the year 2020 and the continuing global Covid-19 pandemic, the Nemetschek Group decided to again conduct the regular annual general meeting in a purely virtual format in the 2021 financial year. 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.

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.

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.