

Update of the declaration of the executive board and supervisory board of Nemetschek SE on the recommendations of the "Government Commission on the German Corporate Governance Code" in accordance with § 161 of the German Stock Corporation Act (AktG)

On March 9, 2023, the executive board and supervisory board of Nemetschek SE issued the last declaration of conformity with the German Corporate Governance Code in the version of December 16, 2019, published in the Federal Gazette on May 20, 2020 ('DCGK 2020') and the version of April 28, 2022, published in the Federal Gazette on June 27, 2022 ('DCGK 2022'), in accordance with Section 161 AktG.

This statement is supplemented and updated as follows:

In connection with the departure of Mr. Viktor Várkonyi from the executive board of Nemetschek SE and the agreement concluded with Mr. Várkonyi in October 2023 for the settlement of the executive board service contract, the recommendations G.8, G.9 sentence 1, and G.12 of the DCGK 2022 are deviated from as follows:

Under the agreement reached with Mr. Várkonyi, Mr. Várkonyi will receive the short-term variable compensation ("STIP") for fiscal year 2023 in accordance with the provisions of the service agreement at the contractually agreed time, with the STIP 2023 payout amount calculated on the basis of the agreed targets being doubled in accordance with the agreement. Mr. Várkonyi and the Company have also agreed that there are no further claims to variable compensation (such as further STIPs or long-term incentives, "LTIPs").

Thus, in the first step, the STIP 2023 still outstanding at the end of the appointment will be calculated according to the originally agreed targets and comparison parameters and depending on the achievement of the targets and paid out at the due date specified in the service agreement. However, the payout amount calculated in this way is doubled, which means that in deviation from recommendations G.9 sentence 1 and G.12 DCGK 2022, the contractually agreed calculation modalities for the payout are adjusted. From the Company's point of view, it is also not clear whether recommendation G.8 DCGK 2022 only refers to changes in target values and comparison parameters during the assessment period of a variable compensation component, while recommendation G.9 sentence 1 DCGK 2022 covers an adjustment of the payout amount after the end of the assessment period, or whether recommendation G.8 DCGK 2022 also covers the adjustment of the payout amount. Against this background, a deviation from recommendation G.8 DCGK 2022 is declared as a precaution.

Munich, October 13, 2023

For the Executive Board

Yves Padrines
Chairman of the Executive Board

For the Supervisory Board

Kurt Dobitsch
Chairman of the Supervisory Board