

Standalone financial statements of Nagarro SE

(for the financial year 2021 in accordance with German
GAAP)

I. Balance sheet

ASSETS	2021	2021	2020
in EUR			
A. Fixed assets			
I. Intangibles		10,000.00	-
1. Purchased rights	10,000.00		
II. Financial assets			
1. Shares in affiliated companies		380,444,220.93	437,280,620.00
2. Loans to affiliated companies		56,411,305.94	158,208,103.39
		436,855,526.87	595,488,723.39
		436,865,526.87	595,488,723.39
B. Current assets			
I. Receivables and other assets			
1. Accounts receivables from affiliated companies		6,341,340.01	-
2. Other assets		1,369,828.17	800,830.34
		7,711,168.18	800,830.34
II. Cash in hand, central bank balances, bank balances and cheques			
		19,068,021.70	17,561,111.27
		26,779,189.88	18,361,941.61
C. Prepaid expenses			
		803,821.29	845,941.16
D. Deferred tax assets			
		4,838,575.57	-
Total assets		469,287,113.61	614,696,606.16

Equity and liabilities	2021	2021	2020
in EUR			
A. Equity			
I. Share capital		13,775,985.00	11,382,513.00
II. Capital reserve		233,178,015.00	232,409,547.00
III. Retained earnings		(3,381,739.34)	(15,877,164.27)
		<u>243,572,260.66</u>	<u>227,914,895.73</u>
B. Provisions			
I. Income tax provisions	1,924,108.80	-	-
II. Other provisions	682,258.44	2,606,367.24	610,291.83
		<u>2,606,367.24</u>	<u>610,291.83</u>
C. Liabilities			
I. Liabilities to banks		193,500,000.00	181,387,346.62
II. Trade payables		1,344,575.91	2,688,214.84
III. Liabilities to affiliated companies		27,414,055.11	201,952,689.78
IV. Other liabilities		849,854.69	143,167.36
- there of from taxes EUR 58,499.60 (December 31, 2020 : EUR 18,601.46)			
- of which under social security EUR 1,450.02 (December 31, 2020: EUR 0.10)			
		<u>223,108,485.71</u>	<u>386,171,418.60</u>
Total equity and liabilities		<u>469,287,113.61</u>	<u>614,696,606.16</u>

II. Income statement

Profit or Loss	2021	2021	2020
in EUR			
1. Revenue		19,000.00	-
- of which from affiliated companies EUR 19,000.00 (December 31, 2020: EUR 0)			
2. Other operating income		7,694,207.59	1,064.61
- of which from affiliated companies EUR 5,564,363.00 (December 31, 2020: EUR 0)			
- of which from income from currency translation EUR 109,838.25 (December 31, 2020: EUR 0)			
3. Personnel expenses		(651,169.49)	(130,191.04)
a) Wages and salaries	(626,313.38)		(125,035.02)
b) Social security and other pension costs	(24,856.11)		(5,156.02)
4. Other operating expenses		(6,100,575.08)	(13,086,582.43)
- of which from expenses from currency translation EUR 475,316.62 (December 31, 2020: EUR 65,746.50)			
5. Income from other investments and long term loans		1,085,914.06	131,730.33
- of which from affiliated companies EUR 1,085,914.06 (December 31, 2020: EUR 131,730.33)			
6. Interest and similar expenses		(4,963,150.85)	(2,793,185.74)
- of which from affiliated companies EUR 709,330.59 (December 31, 2020: EUR 2,671,657.74)			
7. Income from profit transfer agreements		11,194,514.31	-
8. Result before taxes		8,278,740.54	(15,877,164.27)
9. Taxes		4,216,684.39	-
10. Result for the year/period		12,495,424.93	(15,877,164.27)
11. Loss brought forward from previous year		(15,877,164.27)	-
12. Retained earnings		(3,381,739.34)	(15,877,164.27)

III. Notes to the financial statements

A. General Information

1. Corporate Information

Nagarro SE has its registered office in Munich and is entered in the commercial register at the local court of Munich under HRB 254410. Its registered office is Einsteinstraße 172, 81677 Munich, Germany. Nagarro SE (the "Company"), then operating under the name Blitz 20-361 SE, was established as a shelf company under the articles of association dated January 17, 2020. The 2020 financial year was a short financial year and thus the numbers of current year are not comparable with 2020.

Since the beginning of its active business activities, the object of the Company has been the provision of software and technology consulting, development, execution of test procedures, implementation, maintenance, operating and innovation services in the field of software and technology. The Company may itself be active in the aforementioned areas of activity or may also carry out its business activities as a holding company through subsidiaries, associated companies, and joint ventures which it may establish, acquire, sell, hold, manage, advise, and restructure under its uniform management and for which it may assume other administrative tasks. It may manage companies in which it holds participations under uniform management or limit itself to their management. It may transfer their operation in whole or in part to newly established or existing subsidiaries.

As a capital market-oriented company pursuant to § 264d of the German Commercial Code (HGB), the Company has been classified as a large corporation since its listing on the stock exchange on December 16, 2020 pursuant to § 267 para. 3 sentence 2 of the German Commercial Code (HGB). The annual financial statements (individual financial statements) under commercial law as of December 31, 2021, have been prepared in compliance with the provisions of the HGB for large corporations, the Articles of Association and the AktG.

For clarity of presentation, the notes required by law for items in the balance sheet and the profit and loss statement, which may be made either in the balance sheet or the profit and loss account or in the notes, are included in the notes. The profit and loss statement is structured according to the nature of expense method.

2. Merger of Nagarro Holding GmbH with Nagarro SE

On March 26, 2021, the Management Board of Nagarro SE decided - as already indicated in the securities prospectus published on December 08, 2020, in connection with the initial listing of the company's shares - to enter into negotiations with the participants of the management participation program at the level of the operational management company Nagarro Holding GmbH regarding the dissolution of this program and the subsequent full integration of Nagarro Holding GmbH into

Nagarro SE by way of merger, with the issuance of new shares in Nagarro SE to the members of the management participation program. Previously, members of the Management Board and executives of various Nagarro group companies (including the members of the Management Board of Nagarro SE, Manas Fuloria and Vikram Sehgal) held a fiduciary interest of 16.17% (December 31, 2020: 16.17%) of the shareholding in Nagarro Holding GmbH.

The merger of Nagarro Holding GmbH and Nagarro SE and the capital increase of Nagarro SE was approved at the general meeting of both Nagarro Holding GmbH and Nagarro SE on August 31, 2021. The merger of Nagarro SE and Nagarro Holding GmbH was registered in the commercial register on October 22, 2021 with effective merger date of January 1, 2021. In order to implement the steps for the transfer of the indirect economic participation of the beneficiaries in Nagarro Holding GmbH into direct economic participation in Nagarro SE, the following reorganizations were done: -

(i) Merger of Nagarro Connect AG (merged entity) with Nagarro SE with effective merger date of January 1, 2021. The same has been entered in the commercial register.

(ii) Unbundling of Nagarro SE's indirect shareholdings in Nagarro Holding GmbH through Nagarro Beteiligungs GmbH ("BET GmbH") and Nagarro SPP GmbH ("SPP GmbH") into direct shareholding of Nagarro Holding GmbH.

The share capital of SPP GmbH was increased by kEUR 6,995 in kind with corresponding increase in its capital reserve. The capital reserve of SPP GmbH was eliminated against the inter-group loan on the merger. As the participants of the management participation program did not participate in this increased capital, their holding in Nagarro Holding GmbH was reduced by about 0.20%. The total non-controlling interests was therefore reduced to 15.97% from 16.17% as of December 31, 2020.

The capital of BET GmbH was increased by kEUR 5,897 (partly cash contribution of kEUR 2,948 and partly in-kind contribution of kEUR 2,949) with corresponding increase in its capital reserve of BET GmbH. The capital reserve of BET GmbH was eliminated against the inter-group loan on the merger. The actual cash contribution from the equity holder of non-controlling interest of kEUR 2,948 has been shown adjusted against the loans given to affiliated companies. As all the shareholders of BET GmbH, namely, Nagarro SE and both the members of Management Board of Nagarro SE, Manas Fuloria and Vikram Sehgal (through StarView LLC), contributed their proportionate share in the equity, this did not result in any change in the percentage holding in the equity of BET GmbH.

(iii) Merger of BET GmbH (merged entity) and SPP GmbH (merged entity) with Nagarro Holding GmbH with effective merger date of January 1, 2021, and its entry into the commercial register.

(iv) Disposal of the two German entities: - a) SPP Co-Investor Verwaltungs GmbH and b) SPP Co-Investor GmbH & Co. KG.

As a result of the above re-organization, Nagarro SE held directly 84.03% (December 31, 2020: 83.83%) and the non-controlling shareholders held 15.97% (December 31, 2020: 16.17%) in Nagarro Holding GmbH with effect from January 1, 2021.

On the merger of Nagarro SE and Nagarro Holding GmbH, 2,199,472 newly issued no-par value registered shares were issued against 15.97% non-controlling interests through a capital increase against contribution in kind.

Based on above steps relating merger, the investments in subsidiaries amounting to kEUR 247,714 were disposed off and the remaining investments were fair valued based on the fair valuation model and an upward fair valuation adjustment of kEUR 190,364 was recognized.

B. General Accounting principles

1. Accounting and valuation methods

Fixed assets

Intangibles

Intangibles represent the "Nagarro" brand and carried at cost and are depreciated pro rata over the useful life.

Financial assets

The financial assets are recognised at acquisition cost or at the lower fair value in the case of an expected permanent impairment. As mentioned above, investments in subsidiaries amounting to kEUR 247,714 were disposed off and the remaining investments were fair valued based on the fair valuation model and an upward fair valuation adjustment of kEUR 190,364 was recognized.

Receivables from affiliated companies and other assets

Receivables from affiliated companies and other assets are recognised at the lower of nominal value or fair value in accordance with section 253 (4) HGB. All items subject to risk are written off in full individually.

Cash on hand/balances with credit institutions

Cash and cash equivalents are reported at nominal value. Balances denominated in foreign currency are valued at the mean spot exchange rate on the balance sheet date.

Prepaid expenses and deferred charges

Prepaid expenses are expenses that represent expenditure for a certain time after the balance sheet date.

Deferred taxes

Deferred taxes are recognized for temporary or quasi-permanent differences between the carrying amounts of assets, liabilities, prepaid expenses and deferred income in the statutory accounts and their tax carrying amounts, or due to tax loss carry forwards, using the company-specific tax rates applicable at the time when such differences reverse. The amounts of any resulting tax charge or benefit are not discounted. Deferred tax assets and liabilities are offset. The option pursuant to section 274 (1) sentence 2 HGB to recognize net deferred tax assets in excess of deferred tax liabilities was applied.

Provisions

Provisions were recognised at the settlement amount required according to prudent business judgment. Provisions with a remaining term of more than one year are discounted at the average market interest rate (published by the Deutsche Bundesbank) corresponding to their remaining term.

Liabilities

Liabilities are recognised at their settlement amounts.

Currency conversion

Assets and liabilities denominated in foreign currencies are translated at the transaction rate or mean spot exchange rate on the balance sheet date.

C. Notes to the balance sheet

1. Fixed assets

The breakdown and development of the individual fixed asset items can be found in the fixed asset movement schedule attached as Appendix 1 to the notes.

The information on the equity and annual results of the subsidiaries (at the same time list of shareholdings in accordance with § 285 No. 11 HGB) is provided in accordance with the individual financial statements prepared in accordance with the respective national regulations and is shown in Appendix 2 to the notes.

Current assets

Receivables and other assets

All receivables and other assets are due within one year.

Prepaid expenses and deferred charges

The prepaid expenses include premiums for a stock exchange prospectus insurance for the performance periods 2021 to 2032.

Deferred tax

Deferred tax assets

The deferred tax assets are calculated with an income tax rate of 30% of the temporary differences between the commercial-law valuations of assets and liabilities and their tax valuations as well as tax loss carryforwards are recognised.

Information on deferred taxes

The tax expense resulting from the tax balance sheet does not correspond to the result of the commercial balance sheet. Use has been made of the option to form a netted asset item for deferred tax amounts.

The differences between the commercial balance sheet and the tax balance sheet are due in particular to group companies that are in a fiscal unity relationship with Nagarro SE through a profit and loss transfer.

The deferred tax assets are based in particular on the following differences:

- Book value differences for intangible assets and property, plant and equipment,
- Pension provisions,
- Consideration of tax loss carryforwards.

Deferred tax liabilities, if any, were offset against deferred tax assets.

The deferred tax assets of kEUR 4,839 (previous year: kEUR 0) are subject to a dividend payout block.

2. Equity

Share capital

During the current year, the share capital has increased by EUR 2,393,472 from EUR 11,382,513 to EUR 13,775,985 (December 31, 2020: 11,382,513), divided into 13,775,985 (December 31, 2020: 11,382,513) registered no-par value shares with a calculated share capital of EUR 1.00 per share. The increase resulted from the issuance of shares to:

- the stock option holders of SOP 2020/I for 194,000 no-par value shares at an agreed stock option consideration of kEUR 3,162 out of which kEUR 2,968 is classified under capital reserve

- the holders of erstwhile non-controlling interest on merger of Nagarro Holding GmbH with Nagarro SE by issuance of 2,199,472 no-par value shares through a capital increase against contribution in kind.

Each share has a notional share in the share capital of EUR 1.00. All the Nagarro SE's shares are of the same class. The shares are fully paid in.

The share capital developed as follows in the 2021 financial year:

	<u>Dec 31, 2021</u>	<u>Dec 31, 2020</u>
	kEUR	kEUR
Opening balance	11,383	-
Incorporation on January 17, 2020	-	-
Deposit on January 29, 2020	-	120
Capital increase against contribution in kind (according to commercial register entry on December 11, 2020)	-	11,263
Cash received on stock option exercise of SOP 2020/I (according to commercial register entry on May 17, 2021)	194	-
Capital increase against contribution in kind (according to commercial register entry on October 22, 2021)	2,199	-
Closing balance	13,776	11,383

During the year, the authorized share capital of Nagarro SE was increased by:

- 194,000 shares to 11,576,513 shares by the management board, with the approval of the supervisory board, on May 17, 2021
- 2,199,472 shares to 13,775,985 shares from a capital increase against contribution in kind resolved upon by a general shareholders' meeting on August 31, 2021.

In the previous year, the authorized share capital of Nagarro SE was increased by:

- 11,262,513 shares to 11,382,513 shares from a capital increase against contribution in kind resolved upon by a general shareholders' meeting on October 30, 2020.

In Xetra trading on the Frankfurt Stock Exchange, on December 30, 2021, the closing price of the Nagarro SE share was EUR 202 (December 30, 2020: EUR 91.00).

Authorized capital

The new shares are in principle to be offered to the shareholders for subscription. However, the Management Board is authorised, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the following cases:

a) In the case of a rights issue, for fractional amounts arising due to the subscription ratio.

b) For a capital increase against contributions in kind for the (also indirect) acquisition of companies, parts of companies, participations in companies or other assets eligible for contribution in connection with such an acquisition, if the acquisition is in the interest of the Company.

c) For a capital increase against cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price of the shares already listed at the time of the final determination of the issue price, which should be as close as possible to the placement of the shares. The arithmetical portion of the share capital attributable to the shares issued against cash contributions under exclusion of the subscription right pursuant to § 186 paragraph 3 sentence 4 of the German Stock Corporation Act (AktG) may not exceed a total of 10% of the share capital at the time this authorisation takes effect - or, if this value is lower, at the time this authorisation is exercised. Shares issued or sold during the term of this authorisation until the time of its exercise in direct or analogous application of this provision as well as shares to be issued or granted on the basis of a convertible or warrant bond issued during the term of this authorisation under exclusion of the subscription right pursuant to section 186, paragraph 3, sentence 4 of the German Stock Corporation Act (AktG) shall be counted towards this limit.

d) For the issue of new shares to the holders of option rights issued by the Company on the basis of the share option programme resolved by the Annual General Meeting on October 30, 2020.

e) For the issue of new shares as part of a long-term incentive programme to members of the Executive Board and employees of the Company as well as to members of the management bodies and employees of companies affiliated with the Company within the meaning of Sections 15 et seq. of the German Stock Corporation Act (AktG).

Based on the authorisation granted by the Annual General Meeting of October 30, 2020, the share capital has been increased by EUR 194,000.00 to EUR 11,576,513.00. By resolution of the Supervisory Board of May 19, 2021, the Articles of Association were amended in §§ 4 (Amount and Division of the Share Capital) and 6 (Authorised Capital).

The authorised capital of October 30, 2020 (Authorised Capital 2020/I) still amounts to EUR 5,456,000.00 after partial utilisation.

Conditional capital

The share capital of the Company is conditionally increased by EUR 800,000.00 by resolution of the Annual General Meeting of August 31, 2021 (Conditional Capital 2021/I).

The share capital of the Company is conditionally increased by EUR 45,000.00 by resolution of the Annual General Meeting of August 31, 2021 (Conditional Capital 2021/II).

The share capital of the Company is conditionally increased by EUR 4,943,256.00 by resolution of the Annual General Meeting of August 31, 2021 (Conditional Capital 2021/III).

Treasury shares

No treasury shares were acquired or sold in the 2021 financial year.

The Annual General Meeting of Nagarro SE of October 30, 2020 authorised the Management Board pursuant to section 71 (1) no. 8 AktG (subject to the condition precedent of the implementation of the increase of the share capital of the Company to carry out the spin-off of the shareholding in Allgeier Connect AG from Allgeier SE to Nagarro SE) to acquire treasury shares of the Company until September 23, 2025. The Management Board is authorised until September 23, 2025 to acquire treasury shares of the Company in an amount of up to 10% of the share capital existing at the time of the exercise of the authorisation, provided that these shares, together with other treasury shares which the Company has already acquired and still holds or which are attributable to it pursuant to Sections 71a et seq. of the German Stock Corporation Act (AktG), do not at any time account for more than 10% of the share capital. The acquisition may be made on the stock exchange or by means of a purchase offer directed to all shareholders. The consideration for the acquisition of the shares (excluding incidental acquisition costs) may not exceed or fall below the stock exchange price by more than 10%.

The Management Board is authorised, with the consent of the Supervisory Board, to use these shares of the Company for all legally permissible purposes, in particular the following:

- Resale to third parties for cash also other than through the stock exchange or through an offer to all shareholders;

- Use as consideration for a direct or indirect contribution in kind to the Company by a third party, in particular in the case of a merger with companies or the acquisition of companies, parts of companies, participations or other assets;

- Use to fulfil conversion or option rights issued by the Company or its subordinated Group companies vis-à-vis the holders of these rights;

- Use for issuance as employee shares to employees or members of executive bodies of the Company or of companies affiliated with the Company within the meaning of §§ 15 et seq. AktG (German Stock Corporation Act).

- Withdrawal of shares with the consent of the supervisory board without a further resolution of the general meeting of shareholders.

If the sale is made for cash in a manner other than through the stock exchange or through an offer to all shareholders, the sale price may not be more than 5% below the stock exchange price of the shares of the Company at the time of the sale.

Capital reserves

The changes in capital reserves are composed as follows:

	Dec 31, 2021	Dec 31, 2020
	kEUR	kEUR
Opening balance	232,410	-
Capital increase against contribution in kind (according to commercial register entry on December 11, 2020, amount exceeding share capital)	-	232,410
Cash received on stock option exercise of SOP 2020/I (according to commercial register entry on May 17, 2021, amount exceeding share capital)	2,968	-
Capital increase against contribution in kind (according to commercial register entry on October 22, 2021, amount not exceeding share capital)	(2,199)	-
Closing balance	233,178	232,410

Accumulated losses

The accumulated loss contains the net profit for the 2021 financial year.

3. Provisions

Other provisions mainly relate to costs for the Annual General Meeting, outstanding purchase invoices, remuneration for the Supervisory Board, the costs for the preparation and audit of the annual and consolidated financial statements as well as the costs for the preparation of the annual report.

Liabilities

The maturities of the liabilities are shown in the following schedule of liabilities.

	Dec 31, 2021	Maturity within one year	Maturity between one and five years	Maturity later than five years
	Carrying amount	Repayment	Repayment	Repayment
	kEUR	kEUR	kEUR	kEUR
Liabilities towards credit institutions	193,500	8,000	185,500	-
Liabilities from deliveries and services	1,345	1,345	-	-
Amounts owed to affiliated companies	27,414	27,414	-	-
Other liabilities	850	850	-	-
	223,108	37,608	185,500	-

	Dec 31, 2020	Maturity within one year	Maturity between one and five years	Maturity later than five years
	Carrying amount	Repayment	Repayment	Repayment
	kEUR	kEUR	kEUR	kEUR
Liabilities towards credit institutions	181,387	12,387	169,000	-
Liabilities from deliveries and services	2,688	2,688	-	-
Amounts owed to affiliated companies	201,953	201,953	-	-
Other liabilities	143	143	-	-
	386,171	217,171	169,000	-

Liabilities to affiliated companies include trade payables in the amount of kEUR 429 (December 31, 2020: kEUR 134) and other liabilities in the amount of kEUR 26,985 (December 31, 2020: kEUR 201,819)

The liabilities to banks relate to kEUR 193,500 (December 31, 2020: kEUR 175,000) in loan liabilities and kEUR 0 (December 31, 2020: kEUR 6,387) in trade payables.

Guarantees in favour of the banks of the following affiliated companies (original guarantors) were provided as collateral for the liabilities to banks of kEUR 193,500 (December 31, 2020: kEUR 175,000) of Nagarro SE:

- Nagarro ES GmbH, Kronberg im Taunus, Germany
- Nagarro ES France SAS, Entzheim, France
- Nagarro ES Denmark A/S, Herlev, Denmark
- Nagarro TS GmbH, Bad Homburg, Germany
- Nagarro iQuest Technologies SRL, Cluj-Napoca, Romania
- Nagarro Inc., San Jose, USA
- Mokriya Inc., Cupertino, USA
- Nagarro Objectiva Inc., Fishers, USA
- Nagarro Software GmbH, Frankfurt, Germany
- Nagarro GmbH, Munich, Germany
- Nagarro GmbH, Vienna, Austria

If other companies are material in the sense of 85% of the consolidated turnover or the consolidated "Adjusted EBITDA" for the credit agreement, they are automatically included in the group of guarantors, with the exception of Indian and Chinese group companies.

Furthermore, there is a negative clause on the unsecured part of the loan in which Nagarro assures the banks that it will not provide any credit collateral to other creditors apart from a group-wide pledge of participations or other assets of a maximum of € 10.0 million and, in addition, an assignment of receivables or bank balances customary for the factoring process.

D. Notes to the income statement

1. Other operating income

Other operating income mainly includes kEUR 5,564 (2020: kEUR: 0) received from group companies against stock option given to the employees of group companies. It also includes kEUR 1,881 (2020: kEUR 0) gain on disposal of subsidiaries and foreign exchange gain of kEUR 110 (2020: kEUR 0).

2. Other operating expenses

Other operating expenses mainly include costs of restructuring amounting to kEUR 2,512 (2020: spin-off and listing costs of kEUR 9,741) million as well as related consulting costs and fees of kEUR 1,783).

Also, it includes consulting charges of kEUR 1,186 (2020: kEUR 43); audit costs of kEUR 314 (2020: kEUR 295), Supervisory Board remuneration of kEUR 563 (2020: kEUR 45), stock exchange expenses of kEUR 209 (2020: kEUR 118) and foreign exchange loss of kEUR 475 (2020: kEUR 66).

3. Interest and similar expenses

It mainly includes kEUR 709 (2020: kEUR 2,672) interest paid to affiliated companies and kEUR 4,254 (2020: kEUR 122) paid towards the interest and commitment fees of the term loan taken from the banks.

4. Taxes

It includes trade tax of kEUR 354 (2020: kEUR 0) and corporate tax of kEUR 268 (2020: kEUR 0).

Further deferred tax income of kEUR 4,839 (2020: kEUR 0) has been recognized on recognition of deferred tax assets of kEUR 4,839 (2020: kEUR 0).

E. Other disclosures

1. Capital and other commitment

On the balance sheet date, there were other commitments in the amount of kEUR 10 (2020: kEUR 16) from vehicle leasing with a maximum term until January 2024 and in the amount of kEUR 14 (2020: kEUR 27) from building rental agreement (net rent) with an agreed minimum term until the end of 2022.

2. Disclosure pursuant to section 160 (1) no. 8 AktG

For the year 2021 and till the date of issuance of these financial statements, Nagarro SE had received the following notifications of voting rights from persons subject to notification regarding reaching, exceeding, or falling below the relevant notification thresholds pursuant to Section 33 (1) WpHG.

Shareholder	Threshold	Total voting rights at the time of notification	Voting rights (direct/ indirect) according to notification	Date of threshold contact according to notification	Date of publication of the notice
Axxion S.A., Grevenmacher, Luxembourg	< 3 %	2.43%	276,213	6-Jan-21	8-Jan-21
Detlef Dinsel, Germany	> 10 %	11.78%	1,340,512	16-Dec-21	19-Jan-21
The Capital Group Companies, Inc., Los Angeles, USA #	> 3 %	3.28%	373,603	4-Feb-21	6-Feb-21
SMALLCAP World Fund, Inc., Lutherville, USA #	> 3 %	3.28%	373,603	4-Feb-21	6-Feb-21
The Capital Group Companies, Inc., Los Angeles, USA #	> 5 %	5.31%	604,241	26-Feb-21	1-Mar-21
SMALLCAP World Fund, Inc., Irvine, USA #	> 5 %	5.31%	604,241	26-Feb-21	1-Mar-21
Setanta Asset Management Limited, Dublin, Ireland	< 3 %	2.92%	337,563	30-Aug-21	3-Sep-21
The Desmarais Family Residuary Trust, Montreal, Canada	< 3 %	2.92%	337,563	30-Aug-21	3-Sep-21
Carl Georg Dürschmidt, Germany ##	> 25 %	25.50%	2,952,320	1-Sep-21	7-Sep-21
Dr. Christa Kleine Dürschmidt, Germany ##	> 25 %	27.44%	3,176,022	1-Sep-21	7-Sep-21
Laura Dürschmidt, Germany ##	> 25 %	25.50%	2,952,320	1-Sep-21	7-Sep-21
Linda Dürschmidt, Germany ##	> 25 %	25.50%	2,952,520	1-Sep-21	7-Sep-21
StarView Capital Partners, LLC, Delaware, USA	> 5 %	6.16%	848,189	22-Oct-21	26-Oct-21
Manas Fuloria	> 5 %	5.71%	772,051	22-Oct-21	26-Oct-21
Christian Bacherl, Germany	> 5 %	5.97%	822,426	22-Oct-21	26-Oct-21
Carl Georg Dürschmidt, Germany ##	> 20 %	21.43%	2,952,320	22-Oct-21	27-Oct-21
Dr. Christa Kleine Dürschmidt, Germany ##	> 20 %	23.05%	3,176,022	22-Oct-21	27-Oct-21
Laura Pirkel-Dürschmidt, Germany ##	> 20 %	21.43%	2,952,320	22-Oct-21	27-Oct-21
Linda Dürschmidt, Germany ##	> 20 %	21.43%	2,952,520	22-Oct-21	27-Oct-21
Detlef Dinsel, Germany	< 10 %	9.66%	1,330,512	22-Oct-21	28-Oct-21
Christian Bacherl, Germany	< 5 %	0.00%	-	3-Nov-21	4-Nov-21
SMALLCAP World Fund, Inc., Irvine, USA #	> 3 %	4.91%	676,968	8-Nov-21	9-Nov-21
The Capital Group Companies, Inc., Los Angeles, USA #	> 3 %	4.91%	676,968	8-Nov-21	9-Nov-21
Carl Georg Dürschmidt, Germany ##	> 20 %	21.48%	2,959,320	16-Mar-22	21-Mar-22
Dr. Christa Kleine-Dürschmidt, Germany ##	> 20 %	23.11%	3,183,022	16-Mar-22	21-Mar-22
Laura Pirkel-Dürschmidt, Germany ##	> 20 %	21.48%	2,959,320	16-Mar-22	21-Mar-22
Linda Dürschmidt, Germany ##	> 20 %	21.48%	2,959,520	16-Mar-22	21-Mar-22

Status: April 23, 2022: WpHG notifications from 1.1.2021 till the date of preparation of the annual financial statements in 2022.

SMALLCAP World Fund, Inc. and The Capital Group Companies, Inc are associated companies

Includes 200,000 shares retransfer claim from securities lending

3. Governing bodies of Nagarro SE

Supervisory Board

The members of the Nagarro SE Supervisory Board at the year end 2021 and at the time of Nagarro SE's spin-off from Allgeier SE in December 2020 were as follows:

Member	Membership with Nagarro SE	Additional information
Carl Georg Dürschmidt	Chairperson since August 10, 2020 Member and Deputy Chairperson from February 19, 2020 to August 10, 2020	Chairperson of the management board of Allgeier SE (until September 30, 2021) Diplom-Betriebswirt (Business Administration), Resident in Bad Abbach, Germany
Detlef Dinsel	Deputy Chairperson since August 10, 2020 Member since July 15, 2020	Chairperson of the supervisory board of Allgeier SE Managing Partner of IK Investment Partners GmbH, Dipl.-Ing./MBA Resident in Hamburg, Germany
Shalini Sarin	Member since October 31, 2020	Executive Director at Elektromobilität Resident in Delhi, India

Further memberships of the supervisory board members of Nagarro SE in other supervisory or management boards:

Carl Georg Dürschmidt

- Chairperson of the supervisory board at: Allgeier Management AG, Allgeier Experts SE, and Allgeier Enterprise Services AG (until September 30, 2021).
- Chairperson of the management board at: Allgeier SE (until September 30, 2021).

Detlef Dinsel

- Chairperson of the supervisory board at: Alanta Health Group, Hamburg
- Member of the supervisory board at: Klingel Medical Group, Pforzheim; chairperson of the supervisory board at Winkelmann Group, Ahlen
- Executive director at: IK Investment Partners S.A.R.L., Luxemburg

Shalini Sarin

- Member of the supervisory board at: Linde India; Meritor HVS (India) Ltd; Automotive Axles; and Kirloskar Oil Engines; ISMT Limited (as of March 10, 2022)

Total remuneration of the members of the Supervisory Board in the 2021 financial year was kEUR 563 (previous year: kEUR 45) out of which kEUR 141 (previous year: kEUR 45) were outstanding as at the balance sheet date and subsequent to the year end fixed remuneration was paid. The remuneration for the year 2020 relates to the period from December 11, 2020 to December 31, 2020 and accordingly not comparable with 2021. Refer [Nagarro remuneration report 2021](#) for details.

As of December 31, 2021, the members of Supervisory Board directly or indirectly held 4,507,022 (December 31, 2020: 4,202,832) shares in Nagarro SE.

Management Board

The members of the Nagarro SE Management Board during 2021 and at the time of Nagarro SE's spin-off from Allgeier SE in December 2020 were as follows:

Member	Membership with Nagarro SE	Additional information
Manas Fuloria	Member since July 15, 2020 (Chairperson)	PhD in Engineering Resident in Gurugram, India
Vikram Sehgal	Member since July 15, 2020	Bachelor of Engineering Resident in Los Altos, USA
Annette Mainka	Member since July 15, 2020	Diplom-Betriebswirtin (Business Administration) Resident in Munich, Germany

Further memberships of the management board members of Nagarro SE in other supervisory or management boards:

Manas Fuloria

- Board Member of Wrig Nanosystems, since 2015
- Founder and Trustee of Re-Imagining Higher Education Foundation, since 2018
- Member of Residents Advisory Council of the Gurugram Municipal Development Authority, 2019-2021

Vikram Sehgal

- Board Member of Hundred Percentile Education Private Limited, since 2007
- Founder of Re-Imagining Higher Education Foundation, since 2019

Disclosures in accordance with § 285 No. 9 HGB

Total remuneration of the members of the Management Board in the 2021 financial year for their services in that capacity was kEUR 1,017 (previous year: kEUR 290) out of which kEUR 555 (previous year: kEUR 164) was from Nagarro SE and kEUR 463 (previous year: kEUR 125) was from other Nagarro companies. The Management Board remuneration for 2020 is from July 15, 2020 and accordingly not comparable with 2021. Each members of the Management Board were given 15,000 (December 31, 2020:0) stock options of Nagarro SE during 2021 and as the stock options are not yet exercisable, no expense has been recognized during the year. Refer [Nagarro remuneration report 2021](#) for details.

As of December 31, 2021, the members of Management Board directly or indirectly held 1,632,452 (December 31, 2020: 250,986) shares in Nagarro SE.

4. Stock option plan

During the current year, Nagarro SE issued stock options. The details of the plans under which these options were issued are as follows:

People addressed	Members of the management of Nagarro SE and its group companies and employees of group companies	Members of the Management Board of Nagarro SE
Number of options authorized	800,000 until October 22, 2025	45,000 until October 22, 2025
Authorization by	General meeting on October 31, 2020	General meeting on October 31, 2020
Plan name	Stock Option Plan 2020/II	Stock Option Plan 2020/III
Number of options granted	410,000 on January 15, 2021, exercise price EUR 95.35	45,000 on January 15, 2021, exercise price EUR 95.35
Vesting period	4 years	4 years
Term	10 years	10 years
Exercise price valuation	110% of the average closing price of the last five trading days prior to the offer	110% of the average closing price of the last five trading days prior to the offer
Weighted average share price	EUR 86.68	EUR 86.68
Stock price on the grant date	EUR 78.60	EUR 78.60
Vesting condition	25% of the stock options granted to an option holder become vested after 12, 24, 36 and 48 months following the issuance date	25% of the stock options granted to an option holder become vested after 12, 24, 36 and 48 months following the issuance date
Settlement method	Equity shares of Nagarro SE	Equity shares of Nagarro SE
Exercising of option	Exercisable after a vesting period of 4 years and limited to a period of two weeks after each Annual General Meeting and after the publication of annual, semi-annual and quarterly figures	Exercisable after a vesting period of 4 years and limited to a period of two weeks after each Annual General Meeting and after the publication of annual, semi-annual and quarterly figures
Weighted average fair values at the measurement date	EUR 27.19	EUR 27.19
Dividend yield	0.00%	0.00%
Expected volatility	34.27%	34.27%
Risk-free interest rate	-0.37%	-0.37%
Expected life of share options	7 years	7 years
Model used	Binomial	Binomial

The expected life of the stock options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur.

The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

Since no options of the company are traded on derivative exchanges, the expected volatility cannot be determined from the implied volatilities of traded options of

Nagarro SE. Historical share prices from the newly listed Nagarro SE were not available at the time of valuation. Therefore, the historical volatility based on price movements of comparable listed companies (peer group) in the past is used as an estimate for the expected volatility. Based on this peer group and with an average exercise period of seven years, Nagarro SE has a historical volatility of 34.27%.

There were no cancellations or modifications to the Stock Option Plan 2020/II and Stock Option Plan 2020/III during the year.

	2021		2020	
	Numbers of stock options	Weighted average exercise price (EUR)	Numbers of stock options	Weighted average exercise price (EUR)
Outstanding at 1 January	-	-	-	-
Granted during the year	455,000	95.35	-	-
Forfeited during the year	(15,000)	95.35	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	440,000	95.35	-	-
Exercisable at the end of the year	-	-	-	-

The weighted average remaining contractual life for the stock options outstanding as of December 31, 2021, was 3.05 years (2020: Nil years).

The weighted average fair value of options granted during the year was EUR 27.19 (2020: EUR Nil).

As the both the Stock Option Plans have the same exercise prices of EUR 95.35 thus no range is applicable.

5. Corporate Governance Code

The statement on the Corporate governance code prescribed by Section 161 of the German Stock Corporation Act (AktG) was submitted and made accessible to the shareholders on the website of Nagarro SE.

6. Proposal for the appropriation of profits

The Management Board proposes to carry forward the profit for the financial year 2021.

7. Employees

In addition to the Management Board, there is an average two (2020: one) salaried employees.

8. Disclosures according to § 285 No. 17 HGB

The services provided by LOHR+COMPANY GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, in 2021 are detailed in the notes to the consolidated financial statements.

9. General

The balance sheet and profit and loss accounts are not comparable due to:

- short period of Nagarro SE for year 2020 as it was incorporated in February 2020.
- merger of Nagarro Connect AG and Nagarro Holding GmbH with Nagarro SE.

10. Consolidated financial statements

As the parent company, the Company prepares consolidated financial statements in accordance with International Financial Reporting Standards, as applicable in the EU, and in accordance with the supplementary provisions of commercial law. The consolidated financial statements are published in the Federal Gazette.

11. Events after the balance sheet date

In the period between December 31, 2021 and the date when the financial statements were authorized for issuance by the Board of Directors of Nagarro SE, the following events of particular importance exist:

Covid-19 impact

Surges in the Covid-19 pandemic infections among our colleagues and their families have periodically affected our ability to deliver our services to our clients. This has negatively affected revenue growth till the balance sheet date, many clients have subsequently started to ask us to resume delayed projects or ramp up new project teams. Yet the pandemic has once again surged with daily new cases-reaching or breaching the previous peak levels in many countries. We expect that the combination of vaccinations programs and naturally acquired resistance will eventually slow downput the worst of the pandemic behind us. However, there is still considerable uncertainty.

Credit facilities

Subsequent to the year end, the overall revolving credit facility of kEUR 100,000 has increased by kEUR 50,000 to kEUR 150,000 and the overall factoring facility basket limit has increased from kEUR 40,000 to kEUR 60,000 effective February 22, 2022.

Intended merger of German entities

To improve cultural and operational alignment, Nagarro is considering merging several of its German legal entities in 2022.

Ukraine war impact

The war in Ukraine is not expected to have a significant impact on Nagarro. Nagarro has negligible revenues or employees from the countries that are at war. In theory, the war may encourage some clients to conduct more business with Nagarro, but hiring remains our bottleneck and so we may not be able to take advantage of this. Again, in theory, we may see Russian or Ukrainian talent moving to other countries where Nagarro does have significant operations, but we expect this to be compensated by the increase in the competition for talent in countries unaffected by the war. All things considered, we do not expect any significant impact in any direction.

Munich, April 27, 2022

Nagarro SE
The Management Board

Manas Fuloria Annette Mainka Vikram Sehgal

Appendix 1 - Statement of changes in fixed assets

Gross carrying amount	Gross carrying amount					Accumulated depreciation and amortization					Net carrying amount	
	1-Jan-21	Additions	Disposal /Elimination on merger	Fair value adjustment on merger	31-Dec-21	1-Jan-21	Additions	Disposal	Fair value adjustment on merger	31-Dec-21	1-Jan-21	31-Dec-21
	in kEUR	in kEUR	in kEUR	in kEUR	in kEUR	in kEUR	in kEUR	in kEUR	in kEUR	in kEUR	in kEUR	in kEUR
I. Intangibles												
1. Purchased rights	-	10	-	-	10	-	-	-	-	-	-	10
	-	10	-	-	10	-	-	-	-	-	-	10
II. Financial assets												
1. Shares in affiliated companies	437,281	513	(247,714)	190,364	380,444	-	-	-	-	-	437,281	380,444
2. Loans to affiliated companies	158,208	23,505	(125,303)	-	56,411	-	-	-	-	-	158,208	56,411
	595,489	24,019	(373,017)	190,364	436,855	-	-	-	-	-	595,489	436,856
Net carrying amount as at Dec 31, 2021	595,489	24,029	(373,017)	190,364	436,865	-	-	-	-	-	595,489	436,866

Appendix 2 - List of subsidiaries pursuant to section 285 para 11 German Commercial Code

No.	Company	Shareholding	Country of incorporation	Foreign currency (FC)	Equity 12/31/2021		Net profit/ (loss) for the year 2021		Note	Disclosure
					kFC	kEUR	kFC	kEUR		
1	Nagarro SE, Munich, Germany	100.00%	Germany	EUR	243,572	243,572	12,495	12,495	(1) & (2)	Separate and consolidated annual financial statements in the Federal Gazette (Bundesanzeiger)
Direct investments of Nagarro SE										
2	Nagarro Inc., San Jose, USA	100.00%	USA	USD	35,769	30,986	6,619	5,595		
3	Nagarro Software Pvt. Ltd., Gurgaon, India	100.00%	India	INR	4,890,572	57,976	1,118,789	12,797		
4	Nagarro Software GmbH, Frankfurt, Germany	100.00%	Germany	EUR	2,042	2,042	(357)	(357)		Exemption pursuant to Section 264 (3) HGB
5	Nagarro Software S.A., Monterrey, Mexico	100.00%	Mexico	MXN	(65,140)	(2,807)	(31,308)	(1,305)		
6	Mokriya Inc., Cupertino, USA	100.00%	USA	USD	5,743	5,063	(1,352)	(1,143)		
7	Nagarro Objectiva Inc., Fishers, USA	100.00%	USA	USD	(19,876)	(17,523)	(4,541)	(3,838)		
8	Objectiva Software Solutions Co. Ltd., Beijing, China	100.00%	China	CNY	65,607	9,092	29,902	3,917		
9	Objectiva Software Solutions Co. Ltd., Xi'an, China	100.00%	China	CNY	8,232	1,141	724	95		
10	Advanced Technology Consulting Service Inc., New Jersey, USA	100.00%	USA	USD	39,761	34,464	(1,544)	(1,343)		
11	ATCS Australia Pty Ltd, Melbourne, Australia	100.00%	Australia	AUD	124	80	(1)	(0)		

No.	Company	Shareholding	Country of incorporation	Foreign currency (FC)	Equity 12/31/2021		Net profit/ (loss) for the year 2021		Note	Disclosure
					kFC	kEUR	kFC	kEUR		
12	Advanced Technology Consulting Service Canada Inc., Toronto, Canada	100.00%	Canada	CAD	643	447	164	115		
13	ATCS (Beijing) Technology Consulting Company Limited, Beijing, China	100.00%	China	CNY	4,707	652	684	91		
14	Allgeier Global Services Asia Pte. Ltd., Singapore	100.00%	Singapore	SGD	1,778	1,092	(104)	(66)		
15	Nagarro Enterprise Services Pvt. Ltd., Jaipur, India	100.00%	India	INR	1,211,716	14,009	309,926	3,545		
16	Advanced Technology Consulting Service Private Limited, Jaipur, India	100.00%	India	INR	627,479	7,439	106,631	1,228		
17	Nagarro SDN. BHD., Kuala Lumpur, Malaysia	100.00%	Malaysia	MYR	3,330	704	750	153		
18	Nagarro K.K., Tokyo, Japan	100.00%	Japan	JPY	117,914	903	14,681	113		
19	Nagarro (Private) Limited, Colombo, Sri Lanka	100.00%	Sri Lanka	LKR	4,416	19	(15,584)	(66)		
20	Nagarro Software AB, Stockholm, Sweden	100.00%	Sweden	SEK	5,174	504	(258)	(25)		
21	Nagarro GmbH, Vienna, Austria	100.00%	Austria	EUR	4,354	4,354	1,114	1,114		
22	Nagarro ATCS GmbH, Kronberg im Taunus, Germany	100.00%	Germany	EUR	142	142	117	117		Exemption pursuant to Section 264 (3) HGB
23	Nagarro GmbH, Munich, Germany	100.00%	Germany	EUR	11,108	11,108	-	-	(1) & (2)	Exemption pursuant to Section 264 (3) HGB
24	Nagarro Software SRL, Timisoara, Romania	100.00%	Romania	RON	5,944	1,201	444	90		
25	Nagarro Software Ltd., London, United Kingdom	100.00%	UK	GBP	3,267	3,891	776	903		
26	Nagarro AS, Oslo, Norway	100.00%	Norway	NOK	3,310	331	(2,380)	(234)		
27	Nagarro Pty. Ltd., Sydney, Australia	100.00%	Australia	AUD	608	389	215	137		

No.	Company	Shareholding	Country of incorporation	Foreign currency (FC)	Equity 12/31/2021		Net profit/ (loss) for the year 2021		Note	Disclosure
					kFC	kEUR	kFC	kEUR		
28	Nagarro Oy, Espoo, Finland	100.00%	Finland	EUR	682	682	38	38		
29	Nagarro Ltd., Valetta, Malta	100.00%	Malta	EUR	415	415	179	179		
30	Nagarro Pty. Ltd., Pretoria, South Africa	100.00%	South Africa	ZAR	12,356	684	4,554	260		
31	Nagarro Inc., Toronto, Canada	100.00%	Canada	CAD	(38)	(33)	(26)	(22)		
32	Nagarro Company Ltd., Bangkok, Thailand	100.00%	Thailand	THB	14,178	376	(5,253)	(139)		
33	Nagarro Ltd., Port Luis, Mauritius	100.00%	Mauritius	MUR	(2,076)	(42)	(2,007)	(41)		
34	Nagarro MENA LLC, Dubai, UAE	100.00%	UAE	AED	15,605	3,744	8,001	1,841		
35	Nagarro Software Co. W.L.L, Bahrain	100.00%	Bahrain	BHD	(12)	(28)	(22)	(50)		
36	Solutions4Mobility LLC, Dubai, UAE	100.00%	UAE	AED	11,708	2,810	5,478	1,261		
37	Nagarro ES GmbH, Kronberg im Taunus, Germany	100.00%	Germany	EUR	1,155	1,155	-	-	(1) & (2)	Exemption pursuant to Section 264 (3) HGB
38	Nagarro ES France SAS, Entzheim, France	100.00%	France	EUR	2,171	2,171	871	871		
39	Nagarro ES Denmark A/S, Herlev, Denmark	100.00%	Denmark	DKK	2,272	305	3,286	442		
40	Nagarro Software A/S, Copenhagen, Denmark	100.00%	Denmark	DKK	(615)	(83)	3,858	519		
41	Nagarro TS GmbH, Bad Homburg, Germany	100.00%	Germany	EUR	4,544	4,544	-	-	(1) & (2)	Exemption pursuant to Section 264 (3) HGB
42	Nagarro iQuest Technologies SRL, Cluj-Napoca, Romania	100.00%	Romania	RON	69,591	14,056	2,358	480		
43	Nagarro iQuest Schweiz AG, Zurich, Switzerland	100.00%	Switzerland	CHF	1,426	1,335	46	42		
44	iQuest SPZOO, Warsaw, Poland	100.00%	Poland	PLN	1,431	312	165	36		
45	Livisi GmbH, Bad Homburg, Germany	100.00%	Germany	EUR	811	811	112	112		Exemption pursuant to Section 264 (3) HGB

(1) After profit transfer or loss assumption

(2) Profit and loss transfer agreement with Nagarro SE