



**Invitation to the
Annual General Meeting of Nagarro SE**

2023

**Non-Binding Convenience Translation
– for information purposes only –**

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In case of discrepancies between the German and the English version,
the German version shall prevail as the decisive version.

**Nagarro SE
Munich**

ISIN DE000A3H2200

Invitation to the Annual General Meeting

We hereby invite our shareholders to the Annual General Meeting to be held on

Wednesday, June 21, 2023, at 10:00 a.m. (CEST),

at the hotel
Hyatt Andaz Munich, Ballroom
Leopoldstr. 170
80804 Munich
Germany

I. AGENDA

- 1. Presentation of the adopted annual financial statements of Nagarro SE and the approved consolidated financial statements as of December 31, 2022, the combined management report for Nagarro SE and the Group including the disclosures and explanations of the Management Board pursuant to Section 289a para. 1, Section 315a para. 1 of the German Commercial Code (Handelsgesetzbuch, HGB) and the report of the Supervisory Board for the financial year 2022**

The aforementioned documents are available on the Company's website at <https://www.nagarro.com/en/investor-relations/agm> from the time the Annual General Meeting is convened.

In accordance with the statutory provisions, no resolution by the Annual General Meeting is planned for agenda item 1. The Supervisory Board has approved the annual financial statements of Nagarro SE and the consolidated financial statements. The annual financial statements are thus adopted.

2. Resolution on the discharge of the members of the Management Board

The Management Board and the Supervisory Board propose that the members of the Management Board, who held office in the financial year 2022, be granted discharge for this period.

3. Resolution on the discharge of the members of the Supervisory Board

The Management Board and the Supervisory Board propose that the members of the Supervisory Board, who held office in the financial year 2022, be granted discharge for this period.

4. Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the financial year 2023 as well as the auditor for the review of interim financial information of the Company and the Group to be published until the Annual General Meeting 2024

Upon recommendation of its Audit Committee, the Supervisory Board proposes to appoint LOHR + COMPANY GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, as auditor of the annual financial statements and as auditor of the consolidated financial statements for the financial year 2023 as well as auditor for a possible audit review to be decided by the Management Board of interim financial information within the meaning of Sections 117, 115 para. 7 WpHG to be published until the Annual General Meeting 2024.

In accordance with the third subparagraph of Article 16 (2) of Regulation (EU) No. 537/2014 (EU Statutory Audit Regulation), the Audit Committee has stated in its recommendation that it is free from undue influence by third parties and that no restriction has been imposed on it with regard to the selection of a particular statutory auditor or audit firm within the meaning of Article 16 (6) of the EU Statutory Audit Regulation.

5. Resolution on the approval of the remuneration report

Pursuant to Section 162 para. 1 sentence 1 AktG, the Management Board and Supervisory Board of a listed company shall prepare a clear and comprehensible report each year on the remuneration granted and owed by the Company and by companies of the same group to each current or former member of the Management Board and Supervisory Board in the past financial year (remuneration report) and shall submit the remuneration report prepared and audited in accordance with Section 162 AktG for the previous financial year to the Annual General Meeting for approval pursuant to Section 120a para. 4 sentence 1 AktG.

The remuneration report prepared by the Management Board and Supervisory Board of Nagarro SE for the financial year 2022 was audited by the auditor in accordance with the requirements of Section 162 para. 3 AktG. The auditor's report on the audit of the remuneration report (Section 162 para. 3 sentence 3 AktG) is attached to the remuneration report.

The remuneration report is printed following the agenda under **Section II**.

The Management Board and the Supervisory Board propose to approve the remuneration report of Nagarro SE for the financial year 2022 prepared in accordance with Section 162 AktG and audited by the auditor (as printed in **Section II**. below).

6. Extension of the Supervisory Board to four members and corresponding amendment to the Articles of Association

The Supervisory Board shall be extended from three to four members. This will allow additional competencies to be added to the Supervisory Board while retaining the experience of the existing members and making it more diverse overall. In addition, a better distribution of the multiple tasks in the Supervisory Board can be ensured in the long term. Pursuant to Section 17 para. 1 sentence 3 SEAG, the number of Supervisory Board members need not be divisible by three in the present case.

The Management Board and Supervisory Board therefore propose that Section 14.1 of the Articles of Association be revised as follows:

"14.1 The Supervisory Board consists of four persons."

7. Resolution on elections to the Supervisory Board

Pursuant to Article 40 para. 2 and para. 3 of Regulation (EC) No. 2157/2001 (SE Regulation), Section 17 para. 1 SEAG, Section 21 SEBG in conjunction with Section 14.1 of the Articles of Association of Nagarro SE, the Supervisory Board of Nagarro SE consists of three members – and in the future, after the extension of the Supervisory Board proposed under agenda item 6 above and the corresponding amendment of Section 14.1 of the Articles of Association of the Company takes effect – of four members, all of whom are Supervisory Board members of the shareholders. All members of the Supervisory Board of Nagarro SE are elected by the Annual General Meeting. The Annual General Meeting is not bound by election proposals.

The former member of the Supervisory Board Mr. Detlef Dinsel has resigned from his office as member of the Supervisory Board of Nagarro SE with effect from September 30, 2022. Upon request of the Management Board of Nagarro SE, the Local Court of Munich has appointed Mr. Christian Bacherl as a member of the Supervisory Board of Nagarro SE as successor of Mr. Dinsel by resolution dated November 8, 2022, limited until the end of the Annual General Meeting of Nagarro SE, which is hereby convened. It is therefore intended to hold a by-election for the prematurely resigned Supervisory Board member Detlef Dinsel.

Pursuant to Section 14.2 of the Articles of Association of Nagarro SE, elections to the Supervisory Board shall be held for a maximum period until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the beginning of the term of office, but for no longer than six years. It is intended to elect Mr. Bacherl to the Supervisory Board for the remaining term of office of Mr. Dinsel. Mr. Dinsel

was last elected by the Annual General Meeting of Nagarro SE on July 15, 2020 for a term of office until the end of the Annual General Meeting that resolves on his discharge for the fourth financial year from the beginning of the term of office, not including the financial year 2020 in which the term of office began.

In addition, with regard to agenda item 6 of the present invitation to the Annual General Meeting, which provides for an extension of the Supervisory Board from three to four members, a new member of the Supervisory Board is to be elected. The new member of the Supervisory Board shall be elected with effect from the effective date, i.e. the registration of the amendment to Section 14.1 of the Articles of Association proposed for resolution under agenda item 6 with the commercial register of the Local Court of Munich having jurisdiction over the Company. In order to ensure that the terms of office of all members of the Supervisory Board run concurrently, the term of office of the new Supervisory Board member shall correspond to the remaining term of office of the other Supervisory Board members, including the Supervisory Board member to be elected to replace Mr. Dinsel by the Annual General Meeting by way of by-election.

- 7.1 The Supervisory Board proposes to elect Mr. **Christian Bacherl**, Managing Director of ACCNITE Partners GmbH, Vaterstetten, residing in Vaterstetten near Munich, Germany, to the Supervisory Board as successor for the former Supervisory Board member Mr. Detlef Dinsel.

Mr. Christian Bacherl shall be elected with effect from the end of the Annual General Meeting of the Company on June 21, 2023, which is hereby convened, and for the remainder of the term of office of the departing Supervisory Board member Mr. Dinsel, i.e. until the end of the Annual General Meeting which resolves on his discharge for the first financial year from the beginning of the term of office, not including the financial year 2023 in which the term of office begins.

- 7.2 The Supervisory Board proposes to elect Mr. **Vishal Gaur**, Professor of Operations, Information and Technology Management at the Samuel Curtis Johnson Graduate School of Management, Cornell SC Johnson College of Business, Cornell University (*Cornell University*), residing in Ithaca, New York, United States of America, as a new member of the Supervisory Board with regard to the extension of the Supervisory Board proposed under agenda item 6 above.

The election of Mr. Vishal Gaur shall take effect as of the date of registration of the amendment to Section 14.1 of the Articles of Association proposed for resolution under agenda item 6 with the commercial register of the Local Court of Munich having jurisdiction over the Company and until the end of the Annual General Meeting which resolves on his discharge for the first financial year from the beginning of the term of office, not including the financial year 2023 in which the term of office begins.

It is planned to elect the members of the Supervisory Board by way of individual election.

The election proposals take into account the objectives resolved by the Supervisory Board for the composition of the Supervisory Board and aim to fulfill the competence profile resolved by the Supervisory Board for the entire body. Mr. Christian Bacherl has expertise in both accounting and auditing within the meaning of the requirements of Section 100 para. 5 AktG. Both Mr. Bacherl and Mr. Gaur are familiar with the sector in which the Company operates. In the opinion of the Supervisory Board, the two persons proposed for election, Mr. Bacherl and Mr. Gaur, are independent of the Company and its Management Board within the meaning of recommendation C.7 of the German Corporate Governance Code (GCGC) as amended on April 28, 2022.

Information on personal and business relationships of the candidates proposed for election to the Company, the corporate bodies of the Company and a shareholder with a material interest in the Company which, in the opinion of the Supervisory Board, are significant for the election decision:

- i. Mr. Christian Bacherl: none;
- ii. Mr. Vishal Gaur: none.

Mr. Bacherl holds the following memberships in other statutory supervisory boards and in comparable domestic and foreign supervisory bodies of business enterprises:

- i. Memberships of other statutory supervisory boards: none.
- ii. Memberships in comparable domestic and foreign supervisory bodies of business enterprises: none.

Mr. Gaur holds the following memberships in other statutory supervisory boards and in comparable domestic and foreign supervisory bodies of business enterprises:

- i. Memberships of other statutory supervisory boards: none.
- ii. Memberships of comparable domestic and foreign supervisory bodies of business enterprises: Member of the Advisory Board of DIBIZ Pte. Ltd, Singapore.

The curricula vitae and an overview of the main activities of the two candidates proposed above for election to the Supervisory Board in addition to their Supervisory Board mandate with the Company are reproduced following the agenda under **Section III.** of this invitation.

8. Resolution on an authorization of the Management Board to provide for the holding of a virtual shareholders' meeting and a corresponding amendment to Section 21 of the Articles of Association of the Company (voting rights, proxy voting, absentee voting, online participation).

Pursuant to Section 118a para. 1 sentence 1 AktG, the Articles of Association may provide or authorize the Management Board to provide that the General Meeting be held as

a virtual General Meeting, i.e. without the physical presence of the shareholders or their proxies at the location of the General Meeting. Such authorization of the Management Board shall be granted. For each future General Meeting during the term of the authorization, the Management Board will decide separately in each case, taking into account the circumstances of the individual case, whether to make use of the authorization and hold a General Meeting as a virtual General Meeting. In making its decisions, the Management Board will in particular take into account the interests of the shareholders and in doing so will consider, among other things, the appropriate protection of shareholder rights as well as the aspects of health protection of the participants, effort and costs as well as sustainability considerations.

The Management Board and the Supervisory Board propose that the following resolution be adopted:

Section 21 of the Articles of Association is amended in the heading as follows and supplemented in all other respects:

8.1 The heading in Section 21 is amended as follows:

"21. Voting rights, proxy voting, absentee voting, online participation, virtual General Meeting".

8.2 Section 21 is amended by the following new paragraph 5:

"21.5. The Management Board is authorized to provide for the General Meeting to be held without the physical presence of the stockholders or their proxies at the location of the General Meeting (virtual General Meeting). The authorization shall apply to the holding of virtual General Meetings in a period of two years after registration of this provision of the Articles of Association with the commercial register of the Company."

9. Resolution on a further amendment to Section 21 of the Articles of Association of the Company (Voting rights, proxy voting, absentee voting, online participation) on the participation of the Supervisory Board in the General Meeting

In principle, the members of the Supervisory Board attend the General Meeting in person (Section 118 para. 3 sentence 1 AktG). However, pursuant to Section 118 para. 3 sentence 2 AktG, the Articles of Association may provide for certain cases in which the participation of members of the Supervisory Board may be effected by means of video and audio transmission. Use is to be made of this possibility in order to enable participation in situations in which the physical presence of members of the Supervisory Board at the location of the General Meeting would not be possible or would be possible only at considerable expense.

The Management Board and the Supervisory Board propose that, in addition to the amendment to Section 21 of the Articles of Association of the Company proposed under

agenda item 8 above, the following further resolution be adopted on an amendment to Section 21 of the Articles of Association:

Section 21 of the Articles of Association shall be amended by the following new paragraph 6:

"21.6 Members of the Supervisory Board shall be permitted to participate in the General Meeting by means of video and audio transmission in cases where they are prevented from attending the General Meeting for health reasons or on official business, or where their physical presence at the location of the General Meeting would not be possible or would be possible only at considerable expense due to legal restrictions, their residence abroad, or an unreasonable travel time, or if the General Meeting is held as a virtual General Meeting without the physical presence of the shareholders or their proxies at the location of the General Meeting."

II. FURTHER INFORMATION ON AGENDA ITEM 5 (RESOLUTION ON THE APPROVAL OF THE REMUNERATION REPORT)

The remuneration report of Nagarro SE complies with the requirements of the German Stock Corporation Act (§162 AktG). It clearly and comprehensibly presents the remuneration granted and owed individually to the current members of the Management Board and Supervisory Board of Nagarro SE for the fiscal year 2022 (January 1, 2022 to December 31, 2022) and explains this on the following pages. This information is also available on the website of Nagarro.

The remuneration system for the Management Board of Nagarro SE was approved by the Annual General Meeting on August 31, 2021. Likewise, the new remuneration system for the Supervisory Board of Nagarro SE was approved at the Annual General Meeting and introduced retroactively for the entire fiscal year 2021 and is the same for the fiscal year 2022.

Remuneration of the members of the Management Board

Basic features of the remuneration system and organizational structure of Nagarro SE with the aim of the long-term development of the company:

The remuneration system is based on a flat and entrepreneurial organizational structure. It consists of a fixed remuneration and a long-term variable remuneration component in the form of options on the shares of Nagarro SE. The corporate strategy aims at profitable and scalable growth as well as a sustainable and long-term increase in the value of the company. The relatively simple structure is based on the conviction that stock options without additional success and performance criteria are best suited to fully align the interests of the Management Board members with those of Nagarro shareholders, especially against the background that Nagarro SE is a young and fast growing company. In accordance with mandatory law, the remuneration system provides for a cap.

In line with the organizational structure, the remuneration system for members of the Management Board is simple, clear and comprehensible. It complies with the requirements of Section 162 of the German Stock Corporation Act (AktG) and the recommendations of the German Corporate Governance Code (GCGC) in the financial years 2022 and 2021, to the extent no deviation has been declared.

Scope of application in fiscal year 2022

The remuneration system was applied as follows in fiscal year 2022:

- Manas Human (earlier Manas Fuloria) from 01.01.2022 until 31.12.2022
- Annette Mainka from 01.01.2022 until 31.12.2022
- Vikram Sehgal from 01.01.2022 until 31.12.2022

Remuneration components

The remuneration consists of a fixed remuneration component and a long-term variable remuneration component. The fixed remuneration component consists of the annual salary and fringe benefits. The variable component consists of a long-term component in the form of stock options with a multi-year assessment basis.

Fixed remuneration components

The fixed annual remuneration is a cash payment relating to the fiscal year and is based on the area of responsibility of the respective Management Board member. It is paid out in twelve monthly installments.

Fringe benefits

In addition to their fixed remuneration, the members of the Management Board are each provided with a company car, which may also be used privately. In the case of Management Board members Manas Human and Vikram Sehgal, the company car arrangement takes the form of a so-called "car allowance".

In addition, the Company has taken out a D&O insurance policy (pecuniary loss liability insurance) for the benefit of the members of the Management Board. The associated insurance premiums have no remuneration character and are therefore not recognized as personnel expenses. The insurance premiums were directly paid by the Company in 2022, excluding the legally required self-deductible.

Furthermore, the Company provides nominal gift allowance on completion of work anniversary milestone in the multiple of 5 years to each and every Nagarrarian and during the year 2022, the Company has given such gift allowance to Manas Human and Vikram Sehgal (see in detail below).

Long-term variable remuneration component

The Management Board members were granted stock options in January 2021. The waiting period before the stock options can be exercised for the first time, subject to the statutory provisions, is at least four years, i.e., they can be exercised in January 2025 at the earliest. The option rights issued are subject to annual vesting in the sense that 25% of the option rights issued to a beneficiary vest in each case after 12 months, 24 months, 36 months and 48 months from the issue date. If the Management Board contract of a beneficiary ends before the end of the vesting period, the following applies: In principle, at the end of the Management Board contract, the option rights that have not yet vested by then will expire. However, if at least 50% of the option rights are already vested at the end of the term of the Management Board contracts with option beneficiaries currently in force when the option rights are issued, the remaining option rights will also vest at this time. The option rights have a term of a maximum of ten years from the date of issue. After expiry of the term, the option rights lapse without remuneration. The value of the stock options granted at the time of issue, calculated using recognized actuarial methods, may not exceed a predetermined maximum amount, taking into account the term of the stock options. In this context, the actual gross profit achieved later when the stock options are exercised may exceed the maximum value determined at the time of issue due to a more positive development of the share price.

Other remuneration components

In addition to the fixed remuneration described above, the Supervisory Board may also determine and set a discretionary bonus in the event of special and extraordinary performance and its corresponding effects on the Company's business results.

Target total remuneration and appropriateness test for Management Board remuneration

On the basis of the remuneration system, the Supervisory Board determines a specific target total remuneration for each Management Board member which, in its opinion, is appropriate, in line with market practice and competitive. In particular, the target total remuneration is determined in such a way that it is commensurate with the duties and performance of the Management Board member and the situation of the Company and does not exceed the scope of customary remuneration without special justification.

In order to assess the customary nature of the total remuneration of the members of the Management Board, the Supervisory Board uses comparative market data. Furthermore, the Supervisory Board regularly reviews the remuneration of the Management Board with regard to its appropriateness within the Company. For this vertical review, the Supervisory Board considers the ratio of Management Board remuneration to the remuneration of senior management and the Group-wide workforce as a whole, including a development over time. For this purpose, the Supervisory Board defines senior management in such a way that it includes those management levels below the Management Board of Nagarro SE throughout the Group who are members of the management bodies of the material investees of Nagarro SE, depending on the size and development of the investees.

Maximum remuneration under the new remuneration system

The maximum expense of the Company for a Management Board member for each financial year can be derived arithmetically from the fixed amount. In addition, the remuneration system proposed by the Supervisory Board pursuant to Section 87a (1) sentence 2 no. 1 AktG sets an absolute amount of EUR 1,000,000.00 as the maximum amount of remuneration granted to a member of the Management Board in a financial year (maximum remuneration). In the present case, the maximum remuneration includes a cap on the amount that may be received annually by Management Board members from the exercise of stock options. Such an inflow is possible for the first time in 2025. The maximum remuneration currently achievable is significantly below the stated maximum remuneration. In accordance with stock corporation law, the maximum remuneration is not the level of remuneration sought by the Supervisory Board. It merely sets an absolute upper limit on the total annual remuneration achievable under the remuneration system. It includes the possible exercise of stock options by Management Board members after expiry of the relevant waiting period.

Exceptional developments and deviation possibilities

The criteria for measuring performance-related remuneration and the annual target values set by the Supervisory Board before the start of the financial year are not changed in the course of a financial year. Subsequent changes to the assessment criteria or the target values are also excluded. Exceptional developments that could lead to inappropriately high remuneration for a member of the Management Board are countered by capping the annual bonus. If extraordinary developments lead to inappropriately low remuneration, the Company may, by resolution of the Supervisory Board, grant a discretionary bonus to a member of the Management Board in the event of special performance and success. In addition, Art. 87a par. 2 sentence 2 AktG allows the Supervisory Board to temporarily deviate from the remuneration system if this is necessary in the interests of the long-term welfare of the Company and the remuneration system specifies the procedure for deviation and the components of the remuneration system from which deviation is possible. In terms of procedure, such a deviation requires an express resolution by the Supervisory Board stating the duration of the deviation, the deviation itself and the specific reason for it. In terms of substance, the Supervisory Board may deviate from the following components of the remuneration system: Regulations on the procedure, the remuneration structure and amount, and individual remuneration components. In particular, the Supervisory Board may deviate from the relative proportions of the individual remuneration components and their respective conditions and may also temporarily set the fixed salary differently in individual cases if this is necessary in the interests of the long-term well-being of the Company. Examples include the alignment of the remuneration system in the event of a significant change in corporate strategy requiring a change in incentives, or external circumstances such as a severe economic crisis.

Clawback rule for variable remuneration

So-called clawback provisions are not currently provided for. The possibility of asserting claims for damages against Management Board members, which may also include the Management Board remuneration paid, remains unaffected.

Contractual terms and commitments in connection with the termination of Management Board activities

In appointing members of the Management Board and in determining the term of their contracts, the Supervisory Board observes the requirements of Article 46 of the SE-Regulation and Section 84 AktG and the recommendations of the German Corporate Governance Code. The employment contracts of Management Board members will generally not exceed a term of three years for initial appointments. In the case of repeated appointments or extensions of the term of office, the statutory maximum term is six years.

Notwithstanding any right to extraordinary termination, the Company agrees that in the event of premature termination of the mandate of a Management Board member, the Management Board member's employment contract may be terminated prematurely by ordinary notice of termination in compliance with the period of notice specified in Section 622 (2) of the German Civil Code (Bürgerliches Gesetzbuch - BGB). In calculating the period, the entire duration of the employment relationship with the Company, including any employment prior to joining the Management Board, shall be taken into account. In the event of premature termination of the employment relationship through ordinary termination by the Company, a severance payment to the Management Board member amounting to two years' remuneration is agreed (severance payment cap).

If the remaining term of the service contract is less than two years, the severance payment shall be reduced and calculated accordingly on a pro rata basis. In the event of extraordinary termination of the service contract by the Company for good cause, no severance payment shall be granted. The amount of annual remuneration relevant for calculating the severance payment cap is the sum of the fixed salary and annual bonus for the last full fiscal year before the end of the service contract. If the service contract lasted for less than a full fiscal year, the amount of the annual bonus is based on the target bonus.

Commitments for benefits in the event of premature termination of the employment contract by a member of the Management Board due to a change of control are generally not agreed. If the Supervisory Board agrees to such benefits in exceptional cases, it will report on this.

The Supervisory Board may agree to post-contractual restraints of competition with Management Board members, which provide for a waiting allowance payable by the Company for the duration of the existence of the post-contractual restraint of competition of up to two years. For the duration of the non-competition clause, the respective Management Board member shall receive, starting the month following the end of the employment contract, monthly remuneration amounting to 50% of one-twelfth of the then applicable total direct remuneration (fixed salary and target bonus). Any earnings earned

elsewhere or maliciously not earned shall be offset in accordance with Section 74c of the German Commercial Code (HGB). The remuneration shall be offset against any severance payment. In the event of termination for cause, the party entitled to terminate the agreement may cancel the post-contractual restriction on competition within one month of termination. Furthermore, the Company may waive the restrictions on competition at any time with a notice period of 6 months with the consequence that the entitlement to Remuneration ends upon expiry of the notice period.

In the event that a member of the Management Board becomes permanently incapacitated for work during the term of his employment contract, the employment contract shall end at the end of the sixth month after the permanent incapacity for work is established, unless the regular contractual term under the employment contract ends earlier. Permanent incapacity to work exists if the Management Board member is expected to be permanently unable to perform the duties assigned to him without restriction. If a member of the Management Board dies during the term of the employment contract, the bereaved spouse and the dependent children living in the same household as the Management Board member, provided they have not yet reached the age of 25, shall be entitled as joint creditors to continued payment of the agreed Management Board remuneration for the month of death and the following 6 months.

Notice:

There were no deviations from the remuneration system in the fiscal year of 2022. The resolution of the Annual General Meeting on the remuneration system was taken into account accordingly.

Remuneration of the Management Board in the financial year

The remuneration granted and owed in 2022 for the active Management Board activities of all Management Board members together amounted to kEUR 990.7 (December 31, 2021: kEUR 988.8). Details of the individual remuneration components are described below.

| in kEUR | Manas Human | | Annette Mainka | | Vikram Sehgal | |
|--|--------------|--------------|----------------|--------------|---------------|--------------|
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| Fixed remuneration ¹ | 319.6 | 320.0 | 320.0 | 320.0 | 320.0 | 320.0 |
| Variable remuneration ² | - | - | - | - | - | - |
| Ancillary services ³ | 10.2 | 9.6 | 8.9 | 9.6 | 12.0 | 9.6 |
| Share grant ⁴ | - | 15.0 | - | 15.0 | - | 15.0 |
| Other remuneration component | - | - | - | - | - | - |
| Maximum achievable remuneration | 1,000.0 | 1,000.0 | 1,000.0 | 1,000.0 | 1,000.0 | 1,000.0 |
| Total remuneration | 329.8 | 329.6 | 328.9 | 329.6 | 332.0 | 329.6 |

¹ The fixed remuneration paid to Manas Human amounts to less than kEUR 320 due to currency fluctuations.

² There was no variable remuneration for the members of the Management Board in 2022 and 2021.

³ D&O insurance premiums are not included, as these relate to the board members of all companies of Nagarro Group and are not allocated to individual insured persons. Further, Ancillary services includes gift allowances of kEUR 0.6 to Manas Human and kEUR 2.4 to Vikram Sehgal on achievement of certain work anniversary milestones during the year 2022. The remaining part of ancillary services includes car allowances. The relative share of fringe benefits of the fixed remuneration in 2022 for Manas Human was 3% (December 31, 2021: 3%), 3% (December 31, 2021: 3%) for Annette Mainka and 4% (December 31, 2021: 3%) for Vikram Sehgal.

⁴ These are the number of stock options granted in 2021. No shares have yet been granted under these stock options in 2022 and 2021.

Disclosures on long-term variable remuneration | stock options

| | Quantity Shares Options | Exercise price (in EUR/share) | Fair value as of the annual finan- cial statements Dec. 31, 2022 (in EUR/share) | Paid out in fiscal year 2022 (in kEUR) | Status |
|--|-------------------------------|----------------------------------|---|---|----------------------------|
| Manas Human | | | | | |
| Granted stock options in 2021 | 15,000 | 95.35 | 110.6 | - | Not exercisable |
| Annette Mainka | | | | | |
| Granted stock options in 2021 | 15,000 | 95.35 | 110.6 | - | Not exercisable |
| Vikram Sehgal | | | | | |
| Granted stock options in 2021 | 15,000 | 95.35 | 110.6 | - | Not exercisable |
| Total granted stock options in 2021 | 45,000 | 95.35 | 110.6 | - | Not exercisable |

Final Notice:

No benefits were promised or granted to any Management Board member by a third party. Similarly, there was no premature or regular termination of the service of any Management Board member. There are no former members of the Management Board.

Remuneration of the members of the Supervisory Board

The remuneration of the Supervisory Board members is defined in the Articles of Association of Nagarro SE. It includes an annual fixed remuneration and the reimbursement of expenses. A higher fixed remuneration for the Chairperson of the Supervisory Board as well as the Deputy Chairperson is taken into account in accordance with recommendation G 17 of the German Corporate Governance Code. The currently valid Remuneration system for the Supervisory Board was last approved by the Annual General Meeting on August 31, 2021 and was therefore applied for the entire fiscal year 2022.

In addition, the members of the Supervisory Board are included in the D&O insurance for board members (pecuniary loss liability insurance) taken out by the company, the premium for which is paid by Nagarro SE. This D&O insurance covers all aspects regarding the legal liability for members of the Supervisory Board. The premium is not included in the Supervisory Board remuneration since it was paid by the Company directly.

In line with the customary market standard for listed companies in Germany and in accordance with the ideas of the German Corporate Governance Code, the Remuneration

of Supervisory Board members consists purely of fixed remuneration from the 2021 financial year onwards and is the same for the financial year 2022. This strengthens the independence of the Supervisory Board. The Supervisory Board members do not receive additional compensation for attending board meetings. The Management Board and Supervisory Board are of the opinion that purely fixed remuneration is the appropriate remuneration structure for the objective and neutral performance of the advisory and supervisory function and independent personnel and remuneration decisions in relation to the Management Board.

In 2022, each member of the Supervisory Board received fixed annual Remuneration of EUR 150,000. The Chairperson of the Supervisory Board received 150% and the Vice Chairperson of the Supervisory Board 125% of the Remuneration.

There are no other remuneration-related legal transactions concerning the remuneration of the Supervisory Board, nor are any such transactions intended. Due to the special nature of Supervisory Board activities, there is no vertical comparison of Supervisory Board remuneration with the remuneration paid to employees of the Company or the Group as a whole.

Remuneration granted and owed to Supervisory Board members in 2022 and 2021

| In kEUR | 2022 | 2021 |
|--|-------------|-------------|
| Total Remuneration of all Supervisory Board members | 546.9 | 562.5 |
| Total remuneration ¹ | | |
| Carl-Georg Dürschmidt | 225.0 | 225.0 |
| Detlef Dinsel ² | 140.6 | 187.5 |
| Shalini Sarin | 150.0 | 150.0 |
| Christian Bacherl ³ | 31.3 | - |

¹ Excluding VAT and D&O insurance premiums. Total Remuneration 2022 and 2021 consists of fixed remuneration only, i.e. it does not include a variable component.

² Effective September 30, 2022, the former Supervisory Board's deputy chairperson Detlef Dinsel resigned for personal reasons and thus his remuneration in 2022 is proportional to 9 months remuneration and is not comparable with 2021.

³ On November 8, 2022, upon application by the Management Board, the Munich local court appointed Christian Bacherl as member of the Supervisory Board until the termination of the Company's shareholders' meeting in the annual general meeting in 2023. The remuneration of Christian Bacherl in 2022 is proportional to 2 months remuneration, based on the Articles of Association.

Comparative presentation of the change in remuneration

In accordance with Section 162 (1) sentence 2 no. 2 AktG, the following table reflects the annual change in the remuneration of the current members of the Management

Board and Supervisory Board (as the Company was founded in 2020, there are no former members on the Management Board and Supervisory Board) as well as the annual change in the remuneration of senior management colleagues considered on a full-time equivalent basis compared to the previous fiscal year 2021, as well as the Company's earnings performance over the same period. The presentation of the average remuneration of senior management was based on the total number of senior management colleagues of Nagarro.

Comparative presentation of the annual change in remuneration granted and owed in accordance with section 162 (1) sentence 1 AktG and the Company's earnings performance is as follows:

| | Annual change 2021/2022 | Annual change 2020/2021 |
|--|------------------------------------|--|
| Management board remuneration ¹ | | |
| Manas Human | 0.0% | 0.0% |
| Annette Mainka | 0.0% | 0.0% |
| Vikram Sehgal | 0.0% | 0.0% |
| Supervisory board remuneration ² | | |
| Carl Georg Dürschmidt | 0.0% | -8.5% |
| Detlef Dinsel ³ | 0.0% | -16.0% |
| Shalini Sarin | 0.0% | -32.0% |
| Christian Bacherl ⁴ | - | - |
| Earnings development of the company | | |
| Group result (EBITDA) | 107.2% | 6.1% |
| Annual result | 157.7% | 23.2% |
| Average remuneration of leadership team of Nagarro SE on a full-time equivalent basis^{5,6 & 7} | 14.5% | 7.8% |

Notes:

- ¹ Due to the spin-off of Nagarro SE in 2020, the year 2021 figures were not fully comparable with the year 2020 figures. As the Management Board contracts came into effect from November 1, 2020, Management Board remuneration for 2020 was extrapolated. Furthermore, salary reductions from 2020 amounting to KEUR 28.2, which were paid out in 2021, were not taken into account.
- ² As the Supervisory Board of Nagarro SE was not constituted until December 2020, the remuneration for 2020 was extrapolated. In 2021, a new remuneration system adopted by the Annual General Meeting came into effect.
- ³ Detlef Dinsel resigned on September 30, 2022 and thus the remuneration for 2022 was extrapolated to calculate the annual remuneration amount.

⁴ Christian Bacherl was appointed on November 8, 2022 by the Munich local court and thus no annual change is presented.

⁵ The cost of the stock option program for the leadership team has not been included.

⁶ For the annual change 2022 and 2021, the colleagues from ATCS in both years of 2022 and 2021 are included. The leadership team consisted of 84 managers in 2022 and 77 managers (including ATCS) in 2021 respectively, each with a significant area of responsibility at Nagarro.

⁷ For the annual change 2021 and 2020, the colleagues from ATCS were not included in the overview as they were only affiliated with the Group for two months in 2021. The leadership team consisted of 73 managers (excluding ATCS) in 2021 and 59 managers in 2020 respectively, each with a significant area of responsibility at Nagarro.

Munich, April 13, 2023

Nagarro SE

| | | |
|-------------------------------|--------------------------|----------------------|
| <i>Carl Georg Duerschmidt</i> | <i>Christian Bacherl</i> | <i>Shalini Sarin</i> |
| Chairperson Supervisory Board | Supervisory Board | Supervisory Board |
| <i>Manas Human</i> | <i>Annette Mainka</i> | <i>Vikram Sehgal</i> |
| Chairperson Management Board | Management Board | Management Board |

Report of the independent auditor on the audit of the remuneration report pursuant to Section 162 (3) Stock Corporation Act (AktG)

To Nagarro SE, Munich

Audit opinion

We have formally audited the remuneration report of Nagarro SE for the financial year from January 1 to December 31, 2022, to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not audited the content of the remuneration report. In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosures pursuant to § 162 (1) and (2) AktG. Our audit opinion does not cover the content of the remuneration report.

Basis for the audit opinion

We conducted our audit of the remuneration report in accordance with Section 162 (3) AktG and IDW Auditing Standard: The Audit of the Remuneration Report in Accordance with Section 162 (3) AktG (IDW PS 870 (08.2021)). Our responsibility under this provision and this standard is further described in the Auditor's Responsibility section of our report. As an auditing practice, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements for Quality Assurance in the Practice of Public

Accountants (IDW QS 1). We have complied with the professional duties pursuant to the German Auditors' Code and the professional statutes for auditors / certified public accountants, including the requirements for independence.

Responsibility of the Board of Management and the Supervisory Board

The Management Board and the Supervisory Board are responsible for the preparation of the remuneration report, including the related disclosures, which complies with the requirements of Section 162 AktG. They are further responsible for such internal control as they determine is necessary to enable the preparation of the remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Responsibility of the auditor

Our objective is to obtain reasonable assurance about whether the disclosures pursuant to section 162 (1) and (2) AktG have been made in all material respects in the remuneration report and to express an opinion thereon in an audit report.

We planned and performed our audit to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we did not verify the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

Dealing with any misleading representations

In connection with our audit, we have a responsibility to read the remuneration report in the light of knowledge obtained in the audit of the financial statements, and to remain alert for indications as to whether the remuneration report contains misleading representations as to the accuracy of the content of the disclosures, the completeness of the content of the individual disclosures, or the fair presentation of the remuneration report. If, based on the work we have performed, we conclude that such a misleading representation exists, we are required to report that fact. We have nothing to report in this context.

Düsseldorf, April 13, 2023

LOHR + COMPANY GmbH
Wirtschaftsprüfungsgesellschaft

Prof. Dr. Joerg-Andreas Lohr
-German Public Auditor-

Mark Schiffer
-German Public Auditor-

III. SUPPLEMENTARY INFORMATION ON AGENDA ITEM 7 (RESOLUTION ON ELECTIONS TO THE SUPERVISORY BOARD)

1. CURRICULUM VITAE OF MR. CHRISTIAN BACHERL AND OVERVIEW OF SIGNIFICANT ACTIVITIES IN ADDITION TO HIS SUPERVISORY BOARD MANDATE

Born on 08.01.1973 in Würzburg, Germany

PROFESSIONAL CAREER

| | |
|---------------|--|
| 06/19 - today | ACCNITE Group, Baldham, Germany Founder & Managing Director |
| 01/11 - 05/19 | Baader Bank, Munich, Germany |
| 07/15 - 02/19 | Member of the Board of Directors |
| 01/11 - 06/15 | Co-head Corporates & Markets |
| 07/97 - 12/10 | UniCredit (formerly HypoVereinsbank), Munich, Germany |
| 07/07 - 12/10 | Head of Equity Capital Markets Germany (UCI) |
| 04/06 - 06/07 | Head of Equity Capital Markets (HVB) |
| 01/05 - 03/06 | Co-head Equity Capital Markets |
| 06/02 - 12/05 | Head of the share syndicate |
| 07/98 - 05/02 | Junior to Senior Positions in Equity Syndicate |
| 07/97 - 06/98 | Treasury Masters Program (Trainee) on the Syndicate Table |

OTHER MANDATES

| | |
|---------------|--|
| 04/21 - today | ACCNITE Management GmbH, Baldham, Germany Managing Partner (Managing Director) |
| 08/19 - today | ACCNITE Partners GmbH, Baldham, Germany Managing Partner (Managing Director) |
| 08/19 – today | ACCNITE onDemand GmbH, Baldham, Germany Managing Partner (Managing Director) |
| 01/18 - 02/19 | Baader & Heins Capital Management, Munich, Germany Member of the Supervisory Board (resigned 02/19) |
| 08/14 - 02/19 | Baader Helvea, Switzerland, Zurich, Switzerland Non-executive member of the Board of Directors (resigned 02/19) |

OTHER WORK EXPERIENCE

| | |
|---------------|--|
| 01/02 - 02/02 | Credit Suisse First Boston, London, UK Seconded to the Equity Capital Markets division of CSFB |
| 07/96 - 05/97 | Salomon Brothers KAG, Frankfurt, Germany Internship and part-time work in the front office |
| 01/95 - 03/95 | Bankers Trust, London, United Kingdom Internship in the Risk Control Department |
| 06/95 - 08/95 | Merrill Lynch, Paramus, New Jersey, USA Internship in the Private Client Group |

EDUCATION

- 09/93 - 06/97 European Business School, Oestrich-Winkel, Germany
Degree in business administration
- 01/95 - 12/95 James Madison University, Harrisonburg, Virginia, USA
Degree in Computer Science (B.Sc. Computer Sciences)
- 09/90 - 07/93 Johann-Schöner-Gymnasium, Karlstadt, Germany
Higher education entrance qualification (Abitur)

2. CURRICULUM VITAE OF MR. VISHAL GAUR AND OVERVIEW OF SIGNIFICANT ACTIVITIES IN ADDITION TO HIS SUPERVISORY BOARD MANDATE

Born on 19.03.1972 in Ambala, India

PROFESSIONAL CAREER

- 07/07 – today Cornell University, Samuel Curtis Johnson Graduate School of Management, Cornell SC Johnson College of Business, Ithaca, New York, USA
- 07/07 - 06/08 Harvard Business School, Boston, Massachusetts, USA
- 07/01 - 06/07 New York University, Leonard N. Stern School of Business, New York, New York, USA

OTHER MANDATES

- 11/19 – today DIBIZ Pte. Ltd., Singapore
Member of the Advisory Board

OTHER WORK EXPERIENCE

- 01/19 – today IndiaMART InterMESH Ltd, Noida, Uttar Pradesh, India
Machine learning and data science
- 01/00 - 12/03 4R Systems, Berwyn, Pennsylvania, USA

EDUCATION

- 09/96 - 05/01 The Wharton School, University of Pennsylvania, Philadelphia, Pennsylvania, USA
Degree in Business and Information Management (Ph. D.)
- 09/96 - 05/00 The Wharton School, University of Pennsylvania, Philadelphia, Pennsylvania, USA
Degree in Business Administration and Applied Economics (M.A.)
- 07/93 - 04/95 Indian Institute of Management, Ahmedabad, India
Postgraduate Diploma in Management (P.G.D.M., comparable to an M.B.A.)
- 09/89 - 05/93 Indian Institute of Technology, Delhi, India
Degree in Computer Science and Engineering (B.Tech.)

IV. FURTHER INFORMATION ON THE CONVENING

1. Entitlement to participate in the Annual General Meeting and to exercise voting rights; InvestorPortal of Nagarro SE

Pursuant to Section 20.1 of the Company's Articles of Association, shareholders who are entered in the Company's share register and who have registered in due time prior to the Annual General Meeting are entitled to attend the Annual General Meeting and exercise their shareholder rights, in particular their voting rights.

The registration for the Annual General Meeting must be received by the Company no later than six days before the Annual General Meeting (not counting the day of the Annual General Meeting and the day of receipt), i.e. no later than June 14, 2023 (24:00 CEST), by mail or e-mail at the following address:

Nagarro SE
c/o Computershare Operations Center
80249 Munich
Email: anmeldestelle@computershare.de

The shares are not locked or blocked by registration for the Annual General Meeting. Shareholders can therefore continue to freely dispose of their shares even after registration. The shareholding entered in the share register on the day of the Annual General Meeting is decisive for attendance and voting rights. This will correspond to the number of shares held as of the registration deadline on June 14, 2023 (24:00 CEST), as for technical reasons no changes will be made to the share register with effect from the end of the registration deadline (June 14, 2023, 24:00 CEST) until the end of the day of the Annual General Meeting on June 21, 2023 (change stop). The technical record date is therefore the end of June 14, 2023 (24:00 CEST). Purchasers of shares in the Company that are not yet entered in the share register are therefore requested to submit transfer applications as soon as possible.

A registration form as well as the personal access data to the access-protected InvestorPortal of Nagarro SE on the company's website at

<https://www.nagarro.com/en/investor-relations/agm>

will be sent together with the invitation to the Annual General Meeting to shareholders who are entered in the Company's share register no later than the beginning of the 21st day before the Annual General Meeting (Wednesday, May 31, 2023, 00:00 hours CEST). The invitation documents also contain a form for authorizing a third party, for granting power of attorney and issuing instructions to proxies of the Company, and for voting by absentee ballot. If shareholders do not receive the invitation documents without being requested to do so – for example because they are not yet entered in the share register on the date relevant for dispatch – they will be sent to the respective shareholders upon

request. A request to this effect is to be sent to the above-mentioned registration address.

Authorized representatives will receive their own access data after authorization by the shareholder.

2. Absentee ballot

Shareholders entitled to vote or their proxies may cast, change and revoke their votes in writing or by means of electronic communication by absentee ballot. Proper registration is required to exercise voting rights by absentee ballot.

In particular, votes can be submitted electronically using the access-protected Investor-Portal of Nagarro SE at <https://www.nagarro.com/en/investor-relations/agm>. This possibility exists until immediately before the beginning of voting at the Annual General Meeting on June 21, 2023, after appropriate announcement by the chairman of the meeting.

Furthermore, voting rights may be exercised by absentee ballot using the form sent with the convocation documents. absentee ballots submitted in this way, or changes to them, or their revocation, must be received at the latest by June 20, 2023 (24:00 CEST) at the address below (by mail or e-mail) in order to be taken into account at the Annual General Meeting:

Nagarro SE
c/o Computershare Operations Center
80249 Munich
Email: anmeldestelle@computershare.de

3. Proxy voting

3.1 Authorization of a third party

Shareholders have the option of appointing a proxy, such as an intermediary, the custodian bank or a shareholders' association, to attend the Annual General Meeting on their behalf and exercise their voting rights. Even in the case of a proxy, the shareholder must register in due time as explained above under **Section IV.1**.

The granting of proxy, its revocation and proof of authorization must be in text form (for the exceptions for proxies pursuant to Section 135 AktG, see below under **Section IV.3.2**).

Proxies may be granted both before and during the Annual General Meeting. The proxy form sent with the convocation documents may also be used for granting proxy. Furthermore, a proxy form is printed on the admission ticket which is sent to shareholders or their proxies after proper registration.

The proxy may be granted and revoked in text form to the Company in advance of the Annual General Meeting no later than June 20, 2023 (24:00 CEST) at the following address (by mail or e-mail)

Nagarro SE
c/o Computershare Operations Center
80249 Munich
Email: anmeldestelle@computershare.de.

Furthermore, the proxy can also be granted and revoked electronically using the access-protected InvestorPortal of Nagarro SE at <https://www.nagarro.com/en/investor-relations/agm>. The granting and revocation of a proxy by declaration to the Company (with the exception of the granting of a proxy to a credit institution or a shareholders' association or any other person or association of persons equivalent to a credit institution pursuant to Section 135 para. 8 or para. 10 AktG) via the InvestorPortal can also be granted during the Annual General Meeting until the beginning of the voting. Proxy forms that can be used to issue proxies at the Annual General Meeting itself will be available to eligible shareholders or their representatives on the day of the Annual General Meeting at the entrance control to the Annual General Meeting.

Alternatively, the power of attorney and its revocation may be granted to the proxy in text form. If the power of attorney is granted to the proxy in text form, proof of the authorization in text form is required vis-à-vis the Company unless otherwise stipulated in Section 135 AktG, see **Section IV.3.2** below. The proof of authorization may be sent to the Company at the above address including the method of electronic communication (e-mail) mentioned therein or transmitted via the access-protected InvestorPortal of Nagarro SE, also during the Annual General Meeting until the beginning of the voting. The proof of a granted proxy can also be provided by the proxy presenting the duly granted proxy at the admission control on the day of the Annual General Meeting. If the proxy is granted by declaration to the Company, no separate proof is required.

3.2 Voting right representation by an intermediary, a shareholders' association or equivalent persons (Section 135 AktG)

Insofar as a proxy is granted to an intermediary, a shareholders' association or a person or institution equivalent to these with regard to the exercise of voting rights in accordance with the provisions of stock corporation law, the granting of proxy and its revocation do not require text form in accordance with the statutory provisions. In this respect, it is sufficient for the proxy declaration to be recorded by the proxy in a verifiable manner. Intermediaries and shareholders' associations as well as persons and institutions equivalent to them pursuant to Section 135 AktG may provide for deviating regulations for their own authorization. Shareholders are requested to consult the person or persons to be authorized in this respect. Separate proof of authorization to the Company is not required in this case.

3.3 Voting by proxies appointed by the Company

We offer all shareholders and their proxies the opportunity to be represented by our proxies. In this case, too, proper registration is required. If proxies appointed by the Company are authorized, they must in any case be given instructions on how to exercise voting rights. Representation by Company-appointed proxies is restricted to the exercise of voting rights in accordance with instructions on voting on the resolution proposals by the Boards on the agenda items; the Company-appointed proxies do not accept instructions on exercising voting rights on other proposed resolutions or on exercising other shareholder rights at the Annual General Meeting.

The authorization and instructions must be issued in text form. Powers of attorney and instructions to the proxies of the Company may in particular be granted, amended or revoked until immediately before the beginning of voting at the Annual General Meeting on June 21, 2023, after corresponding announcement by the chairman of the meeting via the access-protected InvestorPortal of Nagarro SE under <https://www.nagarro.com/en/investor-relations/agm>.

To authorize and instruct the proxies by other means, the authorization and instruction form sent with the registration documents may be used. Furthermore, a form for granting power of attorney and issuing instructions to the proxies appointed by the Company is printed on the admission ticket which is sent to the shareholders or their proxies after proper registration. Proxies and instructions or their revocation or amendment prior to the Annual General Meeting must be received at the latest by June 20, 2023 (24:00 CEST) at the following address (by mail or e-mail) in order to be considered at the Annual General Meeting:

Nagarro SE
c/o Computershare Operations Center
80249 Munich
Email: anmeldestelle@computershare.de.

Furthermore, the proxies appointed by the Company may also be authorized until the beginning of voting at the Annual General Meeting itself; shareholders entitled to attend or their proxies will receive a corresponding form on the day of the Annual General Meeting at the admission control to the Annual General Meeting.

Shareholders entitled to participate remain entitled to attend the Annual General Meeting in person even after a third party or a Company-appointed proxy has been authorized. In the event of personal participation in the Annual General Meeting by the shareholder or a third party authorized by the shareholder, a previously issued mandate to the Company-appointed proxies together with the associated instructions shall expire without separate revocation; in this case, the Company-appointed proxies shall not act on the basis of a power of attorney previously issued to them.

3.4. Supplementary information on the exercise of voting rights

If the Company receives divergent declarations on the exercise of voting rights for the same shareholding via different transmission channels, only the most recently submitted declaration will be taken into account. If the Company is unable to determine which of the declarations was submitted last, these declarations will be taken into account in the following order: (1) via the InvestorPortal, (2) by e-mail, and (3) by mail.

If declarations containing more than one form of voting right are received simultaneously and by the same means, absentee ballots shall take precedence over the granting of power of attorney and instructions to the proxies appointed by the Company. If proxy authorization and instructions are issued simultaneously and by the same means to both the proxies appointed by the Company and another proxy, proxy authorization and instructions to the proxies appointed by the Company shall take precedence unless proxy authorization and instructions to the proxies appointed by the Company are subsequently revoked or amended.

If an individual vote is held on an agenda item without this having been communicated in advance of the Annual General Meeting, an instruction previously issued to the proxies appointed by the Company on this agenda item as a whole to exercise the voting right or a vote cast on this agenda item as a whole by postal vote shall also be deemed to be a corresponding instruction or corresponding vote for each item of the associated individual vote, unless it is amended or revoked.

4. Rights of the shareholders pursuant to Article 56 sentence 2, 3 SE Regulation, Section 50 para. 2 SEAG, Sections 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG

4.1 Requests for additions to the agenda (Article 56 sentence 2, 3 SE Regulation, Section 50 para. 2 SEAG, Section 122 para. 2 AktG)

Shareholders whose shares together amount to one-twentieth of the share capital (5%) or the pro rata amount of EUR 500,000.00 may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing to the Management Board of Nagarro SE and must be received by the Company no later than 30 days prior to the meeting, i.e. by May 21, 2023 (24:00 CEST). Such request shall be sent to the following address:

Nagarro SE
Board of Directors
Baierbrunner Str. 15
81379 Munich

Additions to the agenda that are to be announced – unless they have already been announced with the notice of the Annual General Meeting – will be published in the Federal Gazette without undue delay after receipt of the request and forwarded for publication to such media as can be expected to disseminate the information throughout the European

Union. They will also be published on the Company's website at <https://www.nagarro.com/en/investor-relations/agm> and communicated to shareholders.

4.2 Countermotions and nominations (Sections 126 para. 1, 127 AktG)

Shareholders may submit to the Company countermotions to proposals by the Management Board and/or Supervisory Board on specific agenda items as well as election proposals. Countermotions to be made accessible must be accompanied by a reasoning statement. Countermotions, election proposals and other inquiries from shareholders regarding the Annual General Meeting must be sent exclusively to the following address:

Nagarro SE
Baierbrunner Str. 15
81379 Munich
E-mail: hv@nagarro.com.

Countermotions or election proposals addressed otherwise will not be considered. The Company will publish all countermotions and election proposals from shareholders to be made available pursuant to Section 126 AktG and Section 127 AktG and received at the above address by no later than the end of June 6, 2023 (24:00 hours CEST), including the name of the shareholder and the reasons to be made available, on the Company's website at <https://www.nagarro.com/en/investor-relations/agm> without undue delay after receipt. Any comments by the Boards will also be published there.

Even if countermotions and election proposals have been submitted to the Company in advance, they will only be considered at the Annual General Meeting if they are again submitted orally there. The right of shareholders to submit countermotions or election proposals at the Annual General Meeting without prior communication to the Company remains unaffected.

4.3 Shareholders' right to information pursuant to Section 131 para. 1 AktG

Upon request, the Management Board shall provide each shareholder with information on the Company's affairs at the Annual General Meeting to the extent that such information is necessary to permit a proper evaluation of an item on the agenda. The duty to provide information also extends to the Company's legal and business relations with affiliated companies and the situation of the Group and the companies included in the consolidated financial statements.

Under certain conditions set out in more detail in Section 131 para. 3 AktG, the Management Board may refuse to provide information. Furthermore, the chairman of the meeting is authorized, in accordance with Section 22.2 of the Articles of Association of the Company, to impose reasonable time limits on the shareholders' right to ask questions and speak.

5. Information on the Company's website

This invitation to the Annual General Meeting and the other information and documents referred to in Section 124a AktG can be downloaded from the Company's website at <https://www.nagarro.com/en/investor-relations/agm>.

6. Total number of shares and voting rights

The total number of shares in Nagarro SE at the time of convening the Annual General Meeting is 13,775,985. The total number of voting rights at the time of convening the Annual General Meeting is therefore 13,775,985. The company holds 131,602 treasury shares at the time of convening the Annual General Meeting.

7. Time specifications

Unless expressly stated otherwise, all times stated in this invitation to the Annual General Meeting are times in Central European Summer Time (CEST) applicable in Germany on the relevant date. Coordinated Universal Time (UTC) corresponds to Central European Summer Time (CEST) minus two hours.

Munich, May 2023

Nagarro SE
The Management Board

* * * * *

Information for shareholders on data protection with regard to the collection of data for the purposes of the Annual General Meeting

In connection with the Annual General Meeting on June 21, 2023, the Company, as the data controller within the meaning of data protection law, processes personal data (in particular the shareholder's surname, first name, date of birth, address and other contact data, e-mail address if applicable, number of shares, type of share ownership and, if applicable, the name and address of the shareholder representative authorized by the respective shareholder) on the basis of the applicable data protection provisions. Information for shareholders on data protection is available on the Company's website at <https://www.nagarro.com/en/investor-relations/agm>.