

Munich, June 21, 2023

Nagarro SE Annual General Meeting





Carl Georg Dürschmidt

Chairperson of the Supervisory Board of Nagarro SE



Procedure for the Annual General Meeting



1. Welcome and general remarks
2. Annual financial statements, consolidated financial statements and combined management report for the fiscal year 2022
3. Report of the Management Board
4. Report of the Supervisory Board
5. Presentation of the candidates for the Supervisory Board
6. General debate
7. Voting on the items on the agenda
8. Announcement of the voting results



Report of the Management Board

Manas Human

Chairperson of the Management Board of Nagarro
SE





nagarro





the Longest Race

2022 by the numbers



Profit & Loss

€ 856.3 million
revenue

28.9%
gross margin

17.3%
adj. EBITDA margin¹

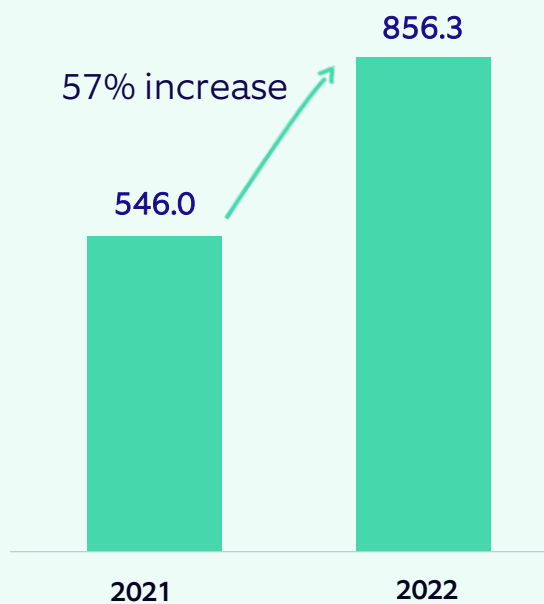
1. Adjusted EBITDA is independent of IFRS rules and includes the company's adjustments for certain special items. Please see Appendix for reconciliation of EBITDA to Adjusted EBITDA as in the Annual Report 2022.



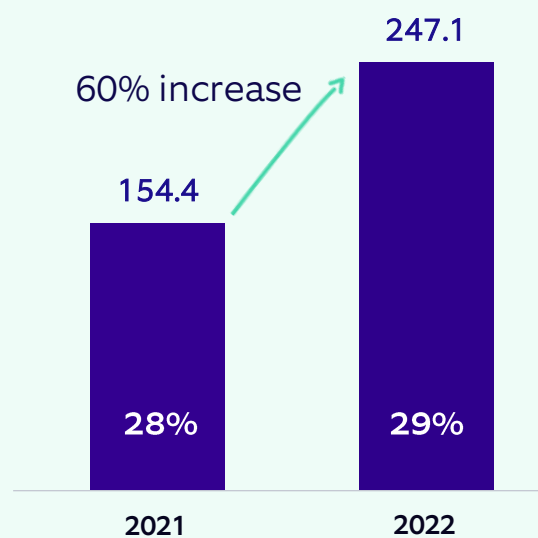
Year-on-year evolution of KPIs



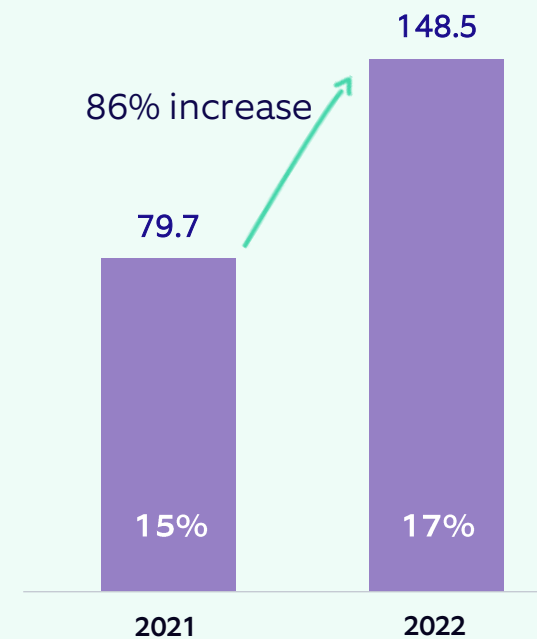
Revenues
€m



Gross profit
€m



Adjusted EBITDA¹
€m

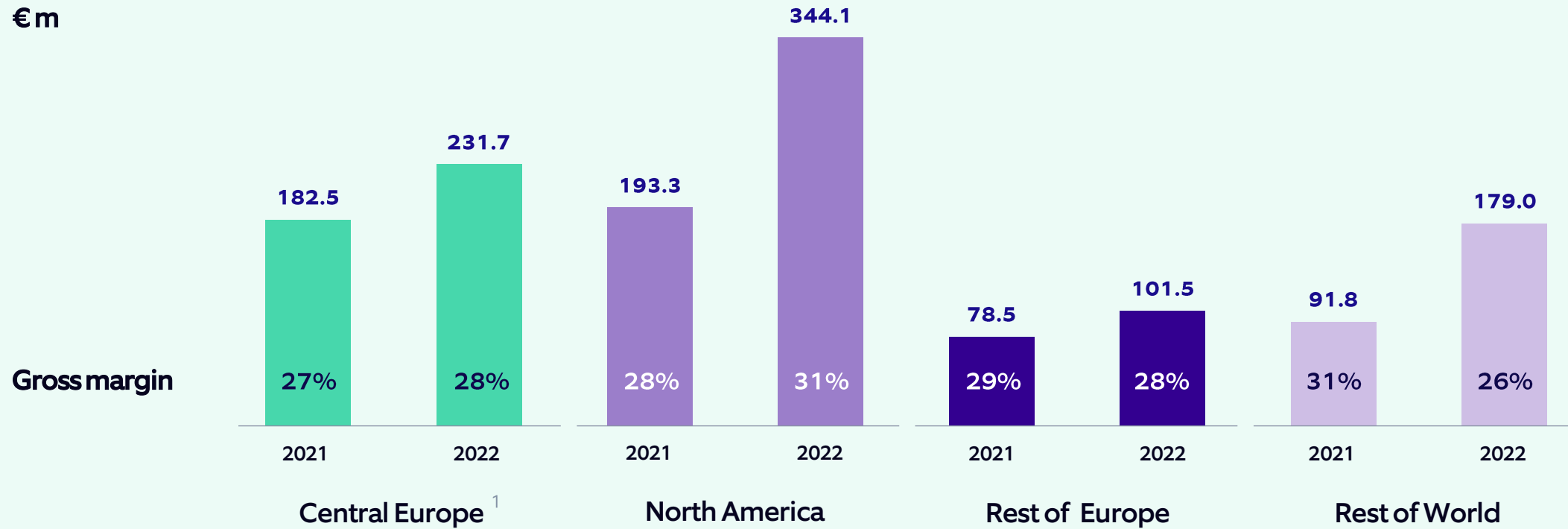


1. Adjusted EBITDA is independent of IFRS rules and includes the company's adjustments for certain special items. Please see Appendix for reconciliation of EBITDA to Adjusted EBITDA as in the Annual Report 2022.

Results by segment



Revenues
€m



1. Central Europe comprises Austria, Croatia, Czech Republic, Germany, Hungary, Poland, Romania, Serbia, Slovakia, Slovenia and Switzerland.

2022 by the numbers

Balance sheet as of Dec. 31

€ 110.2 million
cash

€ 143.7 million
working capital

€ 205.0 million
non-current liabilities
to banks



2022 by the numbers



Non-financial

92.2%

customer satisfaction score

159

clients > €1 million in 2022 revenue

18,250

professionals



CSAT score shown for Q4 '22 per new format; CSAT scores for Q2 '22 and subsequent quarters are not compatible with scores in Q1 '22 and previous quarters

Qualitative transformation in 2022



2023 Q1 by the numbers



Profit & Loss

€ 229.5 million
revenue

26.8%
gross margin

€ 31.4 million
adjusted EBITDA

Balance sheet

€ 113.6 million
cash

€ 160.9 million
working capital

€ 211.0 million
non-current liabilities
to banks

Non-financial

92.0%
customer satisfaction score

18,946
professionals

Outlook



Our Mission Statement

**To make distance and
difference irrelevant
between intelligent
people**

2023 guidance

~€ 940 million
revenue

~28%
gross margin

~15%
adjusted EBITDA margin

ESG plans:
SBTi commitments,
alignment with GRI



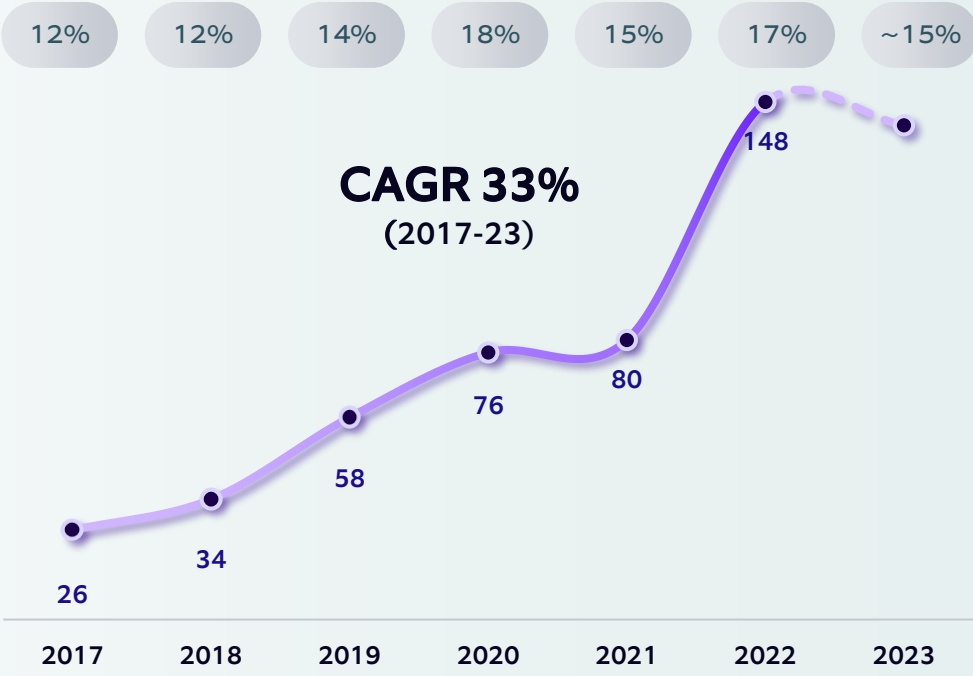
Where we are coming from



Revenues €m



Adjusted EBITDA (margin %) €m



Adjusted EBITDA is calculated according to economic criteria and is independent from IFRS rules. Nagarro SE's post-spinoff approach to EBITDA adjustments for fiscal year 2020 onwards is different from its pre-spinoff approach, adjusting for fewer categories of items.

Outlook



The “AI race” should drive the next phase of growth

We target medium-term organic revenue growth of over **20%**.

We plan to use this opportunity to move up the value chain.



Outlook



**Operating leverage
should lift margins**

We target a sustainable Adjusted EBITDA margin of at least **18%** for 2026 and beyond, driven by:

- Growth at existing clients
- Maturing industry expertise
- Improving brand recognition



Our continued focus



- A differentiated experience for clients, talent and entrepreneurs joining us
- Automation-driven agility and entrepreneurship in a robust framework
- Expansion of, and into, our global blue-chip customer base
- Synergistic M&A and integrations
- Staying receptive to investor feedback



Report of the Supervisory Board

Carl Georg Dürschmidt

Chairperson of the Supervisory Board of Nagarro SE



Presentation of the candidates for the Supervisory Board



Christian Bacherl

Vishal Gaur



General Debate



Voting on agenda items 2-9





Please note: The following resolution proposals are only for your information. Only the resolution proposals published in the Federal Gazette on May 10, 2023, as submitted to voting by the chairperson of the meeting are decisive.

Voting on Items 2 and 3

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 fiscal 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 fiscal year 2022, be granted discharge for this period.

Voting Item 4



4) Resolution on the appointment of the auditor

Based on the 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 to be published until the Annual General Meeting 2024.

Voting Items 5 and 6



5) Resolution on the approval of the remuneration report

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.

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.

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

“14.1 The Supervisory Board consists of four persons.”

Voting Items 7.1 and 7.2



7.1) Election of Mr. Christian Bacherl to the Supervisory Board

The Supervisory Board proposes to elect Mr. Christian Bacherl to the Supervisory Board.

7.2) Election of Mr. Vishal Gaur to the Supervisory Board

The Supervisory Board proposes to elect Mr. Vishal Gaur to the Supervisory Board.

Voting Item 8



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)

The Management Board and the Supervisory Board propose to resolve as follows :

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."

Voting Item 9



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

The Management Board and the Supervisory Board propose to resolve as follows:

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."



Announcement of the voting results



Thank you for your participation!

