

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

This English translation is provided for convenience purposes only.  
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

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**Annual General Meeting**

of

**Nagarro SE**

**on June 27, 2024 in Munich**

**Explanations pursuant to Sec. 121 para. 3 sentence 3 no. 3 AktG on the rights of shareholders pursuant to Art. 56 sentence 2, 3 SE Regulation, Sec. 50 para. 2 SEAG, Secs. 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG**

The invitation to the Annual General Meeting of Nagarro SE on June 27, 2024 already contains information on the rights of shareholders pursuant to Art. 56 sentence 2, 3 SE Regulation, Sec. 50 para. 2 SEAG, Secs. 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG. The following information provides a further explanation of these rights.

**I. Requests for additions to the agenda (Art. 56 sentence 2, 3 SE Regulation, Sec. 50 para. 2 SEAG, Secs. 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG)**

Shareholders whose shares together account for one-twentieth of the share capital (5%) or a proportionate amount of EUR 500,000.00 may request that items be placed on the agenda and announced. Since the proportionate amount of EUR 500,000.00 in the case of Nagarro SE is lower than the twentieth part of the share capital, it is sufficient for a request to place items on the agenda that the proportionate amount of EUR 500,000.00 is reached. This amount corresponds to 500,000 no-par value shares of the Company with a proportionate amount of the share capital of EUR 1.00 per share.

Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing (Sec. 126 BGB) to the Management Board of Nagarro SE and must be received by the Company no later than 30 days prior to the Annual General

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Meeting, i.e. by Monday, May 27, 2024 (24:00 hours (CEST)). Such a request must be sent to the following address:

**Nagarro SE**  
Management Board  
Baierbrunner Str. 15  
81379 Munich  
Germany

Additions to the agenda that are to be announced - insofar as they have not already been announced with the convening notice - will be announced immediately after receipt of the request in the same way as the convening notice for the Annual General Meeting. They will also be published on the Company's website at <https://www.nagarro.com/en/investor-relations/agm> and communicated to the shareholders.

**II. Countermotions and election proposals (Secs. 126 para. 1, 127 AktG)**

Shareholders may submit countermotions to a proposal by the Management Board and/or the Supervisory Board on specific items on the agenda. Countermotions to be made available must be accompanied by a statement of reasons. In addition, shareholders have the opportunity to make proposals for the election of Supervisory Board members or auditors of the Company. Election proposals do not have to be substantiated. Countermotions (including reasoning) and election proposals as well as other inquiries from shareholders regarding the Annual General Meeting must be sent exclusively to the address below. Countermotions and election proposals sent to any other address will not be considered:

**Nagarro SE**  
Baierbrunner Str. 15  
81379 Munich  
Germany  
Email: [hv@nagarro.com](mailto:hv@nagarro.com)

The Company will publish all countermotions and election proposals received from shareholders at the above address by the end of June 12, 2024 (24:00 hours (CEST)) at the latest, including the name of the shareholder and the reasons to be made accessible in accordance with Sec. 126 AktG and Sec. 127 AktG, on the Company's website at <https://www.nagarro.com/en/investor-relations/agm> immediately after receipt. Any comments by the management will also be published there.

Shareholders are asked to provide evidence of their shareholder status at the same time as submitting a countermotion or election proposal, for example by means of an entry in the share register or a certificate from the depositary bank.

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Pursuant to Sec. 126 para. 2 sentence 1 nos. 1 to 7 AktG, a countermotion and reasoning need not be made available,

- insofar as the Management Board would render itself liable to prosecution by making it accessible,
- if the countermotion led to a resolution of the Annual General Meeting that would be contrary to law or the Articles of Association,
- if the reasoning statement contains obviously false or misleading information in essential points or if it contains insults,
- if a countermotion of the shareholder based on the same facts has already been made available to a General Meeting of the Company pursuant to Sec. 125 AktG,
- if the same countermotion of the shareholder with essentially the same reasoning has already been made available to at least two General Meetings of the Company in accordance with Sec. 125 AktG in the last five years and less than one-twentieth of the share capital represented voted in favor of it at the Annual General Meeting,
- if the shareholder indicates that such shareholder will not attend the Annual General Meeting and will not be represented, or
- if the shareholder has failed to make, or cause to be made, a countermotion communicated by such shareholder at two General Meetings in the last two years.

The reasoning does not have to be made available if it exceeds 5,000 characters in total.

The Management Board reserves the right to combine countermotions and their reasonings if several shareholders submit countermotions on the same subject matter of the resolution.

The provisions described above apply *mutatis mutandis* to the publication of a shareholder's proposal for the election of Supervisory Board members or auditors. Apart from the above-mentioned cases under Sec. 126 para. 2 AktG, an election proposal also does not need to be made available if it does not contain the information required under Sec. 124 para. 3 sentence 4 and Sec. 125 para. 1 sentence 5 AktG, i.e., if the proposal does not contain the name, profession and place of residence of the proposed person or if a proposal for the election of a Supervisory Board member is not accompanied by information on the proposed candidate's memberships of other statutory supervisory boards within the meaning of Secs. 125 para. 1 sentence 5 AktG. Information on the proposed person's membership of comparable domestic and foreign supervisory bodies of business enterprises should, but need not, be enclosed.

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 made or submitted again verbally there. The right of shareholders to submit countermotions or election proposals at the Annual General Meeting without prior submission to the Company remains unaffected.

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

Upon request, the Management Board must provide each shareholder with information on the Company's affairs at the Annual General Meeting, insofar as the information is necessary for the proper assessment of an item on the agenda. The duty to provide information also extends to the Company's legal and business relationships with affiliated companies as well as the situation of the group and the companies included in the consolidated financial statements.

Under certain conditions set out in more detail in Sec. 131 para. 3 AktG, the Management Board may refuse to provide information. Furthermore, the chairman of the Annual General 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.

Insofar as the Company is entitled to refuse to provide information pursuant to Sec. 131 para. 3 AktG, questions will not be answered. In accordance with Sec. 131 para. 3 AktG, information may in particular be refused,

- insofar as the provision of the information is likely, according to reasonable commercial judgment, to cause the Company or an affiliated Company a not inconsiderable disadvantage,
- insofar as it relates to tax valuations or the amount of individual taxes,
- on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of such items, unless the Annual General Meeting adopts the annual financial statements,
- on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to provide a true and fair view of the net assets, financial position and results of operations of the Company within the meaning of Sec. 264 para. 2 of the German Commercial Code (Handelsgesetzbuch, HGB); this shall not apply if the Annual General Meeting adopts the annual financial statements,
- insofar as the Management Board would render itself liable to prosecution by providing the information, or
- insofar as the information is continuously accessible on the Company's website for at least seven days prior to the start of and during the Annual General Meeting.

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