

**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
WKN A3H220

Annual General Meeting

of

Nagarro SE

on June 29, 2022 in Munich, Germany

Explanations pursuant to Section 121 para. 3 sentence 3 no. 3 AktG on the rights of 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, Section 1 para. 2 of the Act on Measures in the Law on Companies, Cooperatives, Associations, Foundations and Condominiums to Combat the Effects of the COVID-19 Pandemic of March 27, 2020 in its currently applicable version ("COVID-19 Act")

The invitation to the Annual General Meeting of Nagarro SE on June 29, 2022 already contains information on the rights of 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, Section 1 para. 2 of the COVID-19 Act. The following information provides a further explanation of these rights.

I. 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 the twentieth part of the share capital (5%) or the pro rata amount of EUR 500,000.00 may request that items are added to the agenda and be published. Since the pro rata 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 add items to the agenda that the pro rata amount of EUR 500,000.00 is reached. This amount corresponds to 500,000 no-par value shares of the Company with a pro rata amount of the share capital of EUR 1.00 per individual share.

Each new item must be accompanied by a reasoning statement or a draft resolution. The request must be made in writing (Section 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 Meeting, i.e., no later than May 29, 2022 (24:00 hours) at the following address:

Nagarro SE
Management Board
Einsteinstrasse 172
81677 Munich
Germany

Additions to the agenda which 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/de/investor-relations/agm> and communicated to shareholders.

II. Countermotions and election proposals by shareholders pursuant to Sections 126 para. 1 and 127 AktG

Shareholders may submit countermotions to a proposal by the Management Board and the Supervisory Board on a specific item on the agenda. Countermotions must be substantiated. 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 reasons) and election proposals must be sent exclusively to the address below. Countermotions and election proposals sent to any other address will not be considered.

Nagarro SE
Einsteinstrasse 172
81677 Munich
Germany
Email: hv@nagarro.com

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 14, 2022 (24:00 hours), including the name of the shareholder and the reasons to be made available, on the Company's website at <https://www.nagarro.com/de/investor-relations/agm> without undue delay after receipt. Any comments by the Boards will also be published there.

Shareholders are requested 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.

Pursuant to Section 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 Section 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 Section 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 reasons if several shareholders submit countermotions on the same subject matter of the resolution.

The provisions just described apply *mutatis mutandis* to the disclosure of a shareholder's proposal for the election of Supervisory Board members or auditors. Apart from the above-mentioned cases under Section 126 para. 2 AktG, an election proposal also does not need to be made available if it does not contain the information required under Section 124 para. 3 sentence 4 and Section 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 Section 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.

As the Annual General Meeting on June 29, 2022 will be held as a virtual General Meeting without the physical presence of shareholders or their proxies, motions or election proposals by shareholders cannot be made due to the absence of physical presence at the

Annual General Meeting. However, motions or election proposals by shareholders which are to be made available pursuant to Section 126 or Section 127 AktG shall be deemed to have been made at the General Meeting pursuant to Section 1 para. 2 sentence 3 of the COVID-19 Act if the shareholder making the motion or the election proposal is duly authorized and registered for the Annual General Meeting.

III. Shareholders' right to information pursuant to Section 131 para. 1 AktG in conjunction with Section 1 para. 2 of the COVID-19 Act/shareholders' right to ask questions

The shareholders' right to information pursuant to Section 131 para.1 AktG is restricted in the case of a virtual General Meeting pursuant to Section 1 para. 2 of the COVID-19 Act. Accordingly, shareholders only have the right to ask questions by way of electronic communication (Section 1 para. 2 sentence 1 no. 3 of the COVID-19 Act). The Management Board may also stipulate that questions must be submitted no later than one day prior to the Annual General Meeting (Article 1 para. 2 sentence 2, 2nd half sentence of the COVID-19 Act). The Management Board of Nagarro SE has made use of this option with the approval of the Supervisory Board.

On the basis of Section 1 para. 2 sentence 1 no. 3, sentence 2, 2nd half sentence of the COVID-19 Act, the Management Board has decided, with the approval of the Supervisory Board, that shareholders must submit their questions to the Company by electronic communication no later than one day before the Annual General Meeting. These may also relate to the legal and business relations of the Company with an affiliated company and the situation of the group and the companies included in the consolidated financial statements. The Management Board will decide how to answer questions at its own dutiful discretion (Section 1 para. 2 sentence 2, 1st half sentence of the COVID-19 Act).

Only shareholders who have duly registered for the Annual General Meeting are entitled to submit questions. The questions must be submitted no later than one day prior to the Annual General Meeting, i.e., no later than the end of June 27, 2022 (24:00 hours), exclusively by way of electronic communication via the access-protected InvestorPortal of Nagarro SE at <https://www.nagarro.com/de/investor-relations/agm>.

No questions may be asked during the Annual General Meeting on June 29, 2022, also no follow-up questions to questions submitted in advance in due time and answered by the Company during the Annual General Meeting.

Questions submitted in languages other than German or English will not be answered. Questions submitted will be answered at the Annual General Meeting on June 29, 2022. As a rule, it is possible to name the questioners when answering the questions. The right to answer frequently asked questions (FAQ) in advance on the Company's website at <https://www.nagarro.com/de/investor-relations/agm> is reserved.

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