

Declaration of Conformity pursuant to Sec. 161 of the German Stock Corporation Act (AktG)

The Management Board and Supervisory Board of Nagarro SE (hereinafter referred to as the “**Company**”) declare pursuant to Sec. 161 para. 1 sentence 1 of the German Stock Corporation Act (AktG) that the Company, since the issuance of the last declaration of conformity in April 2025 and since the update and supplementation of the declaration of conformity in July 2025, has complied with the recommendations of the German “Government Commission on the German Corporate Governance Code”, as published by the Federal Ministry of Justice and Consumer Protection in the official section of the German Federal Gazette, as amended on April 28, 2022 and published in the German Federal Gazette on June 27, 2022 (“**GCGC**”), with the following deviations:

1. B.5, C.2 (Age limit for Management Board and Supervisory Board)

Decisions on the selection of suitable candidates for appointment as members of the Management Board or Supervisory Board are made exclusively on the basis of professional qualification in accordance with the principle of equal treatment. There are no age limits for the members of the Management Board (recommendation B.5 GCGC) and the Supervisory Board (recommendation C.2 GCGC) and, accordingly, these are not specified in the Corporate Governance Statement. The Management Board and Supervisory Board consider it appropriate for the corporate body responsible for appointments to consider the age of the candidates at the time of their initial appointment or reappointment and to have the option of drawing on the particular professional and life experience of older candidates, without being bound by strict age limits.

2. F.2 (Publication of consolidated financial statements and group management report)

The consolidated financial statements and the group management report are not yet publicly available within 90 days of the end of the financial year. This is not yet possible due to the necessary consolidation of a large number of subsidiaries in Germany and abroad. For this reason, this was also not yet possible for the consolidated financial statements and the group management report for the 2025 financial year. However, the Management Board and Supervisory Board aim to publish the consolidated financial statements and group management reports in the future within the recommended period of 90 days after the end of the financial year.

3. G.9 sentence 1 (Determination of the amount of variable remuneration)

Given the structure of the remuneration system, the amount of the remuneration components to be granted individually is not determined for all remuneration components after the end of each financial year. Short-term variable remuneration in the form of the organizational bonus is granted on a quarterly basis, using exclusively objectively measurable criteria. This ensures a corresponding synchronization of the remuneration of the Management Board with the quarterly organizational bonus program, which has been introduced for the majority of employees throughout the Nagarro Group. For the long-term variable remuneration in the form of Performance Based Restricted Stock Units (PB RSUs), target achievement is only determined after the end of the four-year performance period. This serves to focus on a long-term and sustainable development of the Company and aligns the targets for Management Board remuneration with the interests of the shareholders.

4. G.11 sentence 2 (Retention and reclamation of variable remuneration)

The existing Management Board service contracts do not contain provisions regarding the retention or reclamation of variable remuneration components that go beyond the statutory requirements. The Supervisory Board is of the opinion that the statutory provisions, in particular the statutory provisions according to which members of the Management Board are obliged to pay damages in the event of breaches of duty and to surrender any unjustified payments, are sufficient and that additional interventions are therefore currently not necessary.

The Management Board and Supervisory Board of the Company further declare pursuant to Sec. 161 para. 1 sentence 1 AktG that the Company will continue to comply in the future with the recommendations of the GCGC, with the exception of the deviations from recommendations B.5, C.2, F.2, G.9 sentence 1 and G.11 sentence 2, as described above.

Munich, April 2026

For the Management Board:

Annette Mainka
Member of the Management Board of
Nagarro SE

For the Supervisory Board:

Christian Bacherl
Chairperson of the Supervisory Board of
Nagarro SE

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