

**Non-Binding Convenience Translation
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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 21, 2023 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**

The invitation to the Annual General Meeting of Nagarro SE on June 21, 2023 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. 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 21, 2023 (24:00 hours) at the following address:

Nagarro SE
Management Board
Baierbrunner Str. 15
81379 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
Baierbrunner Str. 15
81379 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 6, 2023 (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.

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.

III. 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.

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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