



Munich, June 30, 2025

# **Nagarro SE Annual General Meeting**



# Christian Bacherl

Chairperson of the Supervisory Board of Nagarro SE



# Agenda

1. Welcome and general remarks
2. Annual financial statements, consolidated financial statements and combined management report for the fiscal year 2024
3. Report of the Management Board
4. Report of the Supervisory Board
5. Presentation of the new Supervisory Board candidates
6. Remuneration system for the members of the Management Board
7. Remuneration system for the members of the Supervisory Board
8. General debate
9. Voting on agenda items
10. Announcement of voting results



# Report of the Management Board

**Manas Human**

Chairperson of the Management Board of Nagarro SE





# Financial results





# 2024 Profit & Loss

**€ 972.0 million**  
revenue

**30.4%**  
gross margin<sup>1</sup>

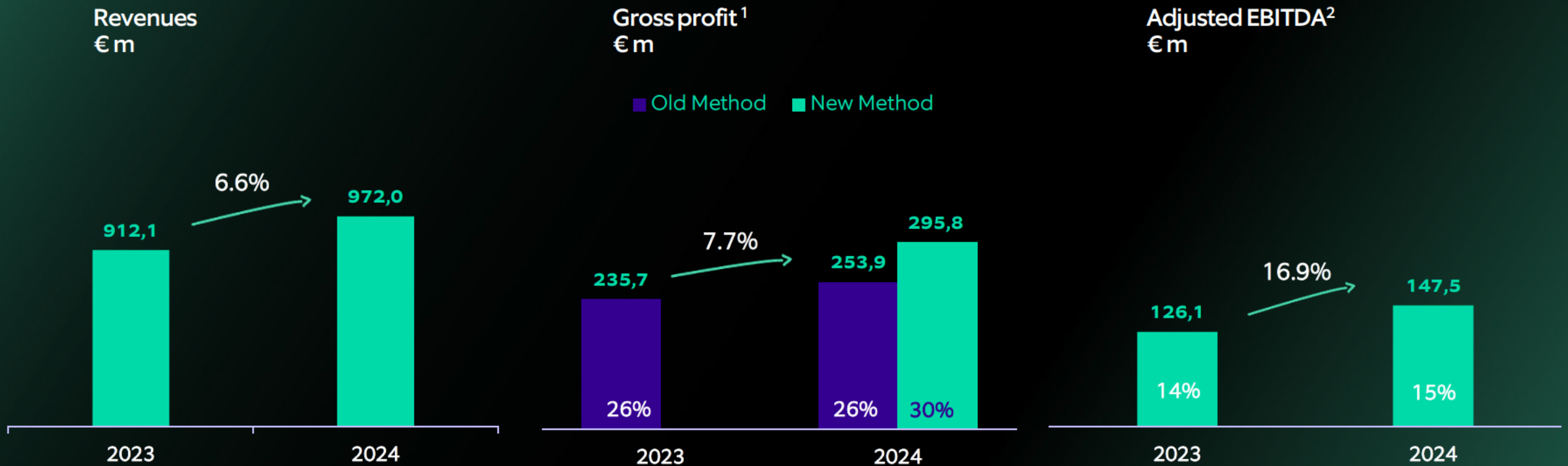
**15.2%**  
Adj. EBITDA margin<sup>2</sup>

1. Cost of revenues and gross margin definitions have changed with effect from Q1 2024 and accordingly current period's numbers are not comparable with past data. Please see Note 1.B. in section A of Annual Report 2024.

2. 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 2024.



# Evolution of KPIs



1. Cost of revenues and gross profit definitions have changed with effect from Q1 2024 and accordingly current period's numbers are not comparable with past data. Please see Note 1.B. in section A. of AR 2024.

2. 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 2024.



# Balance sheet

as of Dec. 31, 2024

**€ 192.6 million**  
cash

**€ 285.9 million**  
working capital

**€ 320.8 million**  
non-current loans  
and borrowings



# Non-financial indicators

**62**

net promoter score

**186**

clients > €1 million in 2024 revenue

**17,695**

professionals



# 2025 so far

## Q1 25 P&L

Revenue

**€ 246.9 million**

Gross margin

**30.6%** (by current method\*)

Adjusted EBITDA

**€ 30.2 million**

\* Cost of revenues and gross margin definitions have changed with effect from Q1 2024. Please see Note 1.B. in section A of Annual Report 2024.



# Strategy







# Up, Across, Together

- We will move up to advising client CXOs on business strategy driven by technology
- We will more deliberately drive our client successes in each industry to win new business across the world
- We will work better together, improving internal collaboration and knowledge sharing while increasing efficiencies and reducing duplication of effort







# Share Buyback 2025

(February 6 - May 22, 2025)

Purchased no-par value shares

**684,384**

Total purchase price (excl. costs)

**€ 50,019,082.18**

Attributable amount of  
nominal share capital

**€ 684,384**

Average purchase price per share

**€ 73.0863**

Share of share capital

**Approx. 4.97%**



# Profit and Loss Transfer Agreement with Nagarro GmbH (agenda item 14)

- Nagarro GmbH undertakes to transfer all of its profits to Nagarro SE
- Nagarro SE undertakes to offset all losses of Nagarro GmbH
- Nagarro SE has vast inspection and information rights with regard to the books and other business documents of Nagarro GmbH
- Intended effectiveness for the entire financial year 2025
- Concluded for a fixed term of six years, right to terminate for good cause
- Customary procedure for the establishment of a consolidated tax group for income tax and trade tax purposes
- For further reference, see joint report of the Management Board of Nagarro SE and the management of Nagarro GmbH



# **Report of the Supervisory Board**

**Christian Bacherl**

**Chairperson of the Supervisory Board of Nagarro SE**



# **Presentation of the new Supervisory Board candidates (agenda item 8)**

Dr. Martin Enderle

Dr. Hans-Paul Bürkner

Mr. Jack George Nigel John Clemons

Mr. Carl Georg Dürschmidt



# Remuneration system for the members of the Management Board (agenda item 9)

- Amendment of the existing remuneration system as of January 1, 2025
- Based on the intention to align the remuneration system more closely with Nagarro's current business strategy, to take into account the interests and expectations of all stakeholders, and to meet current market standards
- Short-term variable remuneration: three components instead of two - new component in the form of an individual bonus, depending on the achievement of individually agreed targets for each member of the Management Board
- Long-term variable remuneration: Performance-Based Restricted Stock Units (RSUs), instead of – as previously – stock options
- Alignment of interests between Management Board and shareholders, by linking both short-term and long-term variable remuneration to specific performance criteria



# Remuneration system for the members of the Supervisory Board (agenda item 10)

- Existing remuneration system remains in principle unchanged
- Adjustment to a level that continues to be in line with market standards and is appropriate, enabling Nagarro to continuously attracting the best candidates for positions on the Supervisory Board
- Remuneration honors chairmanship and deputy chairmanship of Supervisory Board
- Remuneration shall also appropriately reflect membership in, as well as chairmanship and deputy chairmanship of, Supervisory Board committees (recommendation G.17 of the GCGC)
- Applies not only to currently existing Audit Committee, but also to any other committee that might be established in the future



# General Debate





**Voting on agenda items 2 - 14**





Please note: The following resolution proposals are only for your information.  
Only the resolution proposals published in the Federal Gazette on May 22, 2025, as  
submitted to voting by the chairperson of the meeting are decisive.

# Voting on agenda items 2 - 7

- 2) Resolution on the appropriation of net income
- 3) Resolution on the discharge of the members of the Management Board
- 4) Resolution on the discharge of the members of the Supervisory Board
- 5) Resolution on the appointment of the auditor
- 6) Resolution on the approval of the remuneration report
- 7) Resolution on the expansion of the Supervisory Board from four to seven members and corresponding amendment of the Articles of Association



# Voting on agenda item 8

## 8) Resolution on elections to the Supervisory Board

The Supervisory Board proposes that the following candidates be elected as members of the Supervisory Board:

8.1 Dr. Martin Enderle

8.2 Mr. Christian Bacherl

8.3 Mr. Vishal Gaur

8.4 Dr. Shalini Sarin

8.5 Dr. Hans-Paul Bürkner

8.6 Mr. Jack George Nigel John Clemons

8.7 Mr. Carl Georg Dürschmidt



# Voting on agenda items 9 - 11

9) Resolution on the approval of the 2025 remuneration system for the members of the Management Board

10) Resolution on the approval of the remuneration system of the Supervisory Board and corresponding amendment of the Articles of Association

11) Resolution on a new authorization of the Management Board to provide for the holding of a virtual Annual General Meeting and corresponding amendment of the Articles of Association



# Voting on agenda items 12 - 14

12) Resolution on the authorization to acquire and use treasury shares in accordance with Section 71 para. 1 no. 8 AktG and to exclude acquisition and tender rights

13) Resolution on the creation of a new Authorized Capital 2025 against contribution in cash and/or kind with the authorization to exclude subscription rights and corresponding amendment of the Articles of Association

14) Resolution on the approval of a profit and loss transfer agreement between Nagarro SE and Nagarro GmbH



# Christian Bacherl

Chairperson of the Supervisory Board of Nagarro SE



# Voting



# **Announcement of the voting results**



**Thank you for  
your participation!**





