

Invitation

Annual General Meeting 2025 *of Nagarro SE*

June 30, 2025 | Munich, Germany





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

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In case of discrepancies between the German and the English version,
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**Nagarro SE
Munich**

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Invitation to the Annual General Meeting

We hereby invite our shareholders

to the

Annual General Meeting

to be held on

Monday, June 30, 2025, at 10:00 a.m. (CEST),

in the hotel

Hyatt Andaz Munich, Ballroom

Leopoldstr. 170

80804 Munich

I. AGENDA

- 1. Presentation of the adopted annual financial statements of Nagarro SE and the approved consolidated financial statements as of December 31, 2024, the combined management report for Nagarro SE and the Group including the disclosures and explanations of the Management Board pursuant to Sections 289a, 315a HGB and the report of the Supervisory Board for the 2024 financial year**

The aforementioned documents will be available on the company's website at <https://www.nagarro.com/en/investor-relations/agm> from the time the Annual General Meeting is convened. They will also be available there during the Annual General Meeting.

In accordance with the statutory provisions, no resolution is to be adopted by the Annual General Meeting on agenda item 1. The Supervisory Board has approved the annual



financial statements of Nagarro SE and the consolidated financial statements. The annual financial statements are thus adopted.

2. Resolution on the appropriation of net income

The Management Board and Supervisory Board propose that the net income of Nagarro SE of EUR 22,052,520.00 generated in the 2024 financial year be appropriated as follows

Distribution of a dividend of EUR 1.00 on each dividend-bearing share:	EUR 12,834,283.00
Transfer to retained earnings:	EUR 9,218,237.00
<u>Total (retained earnings):</u>	<u>EUR 22,052,520.00</u>

The proposal for the appropriation of profits takes into account the 941,702 treasury shares held directly or indirectly by the company on May 2, 2025, which are not entitled to dividends in accordance with Section 71b AktG. The number of shares entitled to dividends may change before the Annual General Meeting. In this case, the Management Board and Supervisory Board will submit a correspondingly adjusted proposal for a resolution on the appropriation of profits to the Annual General Meeting, with an unchanged distribution of EUR 1.00 per dividend-bearing share.

In accordance with Section 58 (4) sentence 2 AktG, the entitlement to the dividend is due on the third business day following the resolution of the Annual General Meeting.

3. Resolution on the discharge of the members of the Management Board

The Management Board and Supervisory Board propose that the actions of the members of the Management Board who were in office in the 2024 financial year be approved for this period. The discharge is to be voted on by way of individual discharge, i.e. separately for each member of the Management Board.

The following members of the Management Board who were in office in the 2024 financial year are up for discharge:

3.1 Mr. Manas Human

3.2 Ms. Annette Mainka

3.3 Mr. Vikram Sehgal

4. Resolution on the discharge of the members of the Supervisory Board

The Management Board and Supervisory Board propose that the actions of the members of the Supervisory Board who held office in the 2024 financial year be ratified for this period. The discharge is to be voted on by way of individual discharge, i.e. separately for each Supervisory Board member.



The following members of the Supervisory Board who were in office in the 2024 financial year are up for discharge:

4.1 Mr. Carl Georg Dürschmidt

4.2 Mr. Christian Bacherl

4.3 Dr. Shalini Sarin

4.4 Mr. Vishal Gaur

5. Resolution on the appointment of the auditor and group auditor for the 2025 financial year and the auditor for the review of interim financial information of the company and the group to be published by the 2026 Annual General Meeting

On the recommendation of its Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor of the annual financial statements and as auditor of the consolidated financial statements for the 2025 financial year and as auditor for any audit review of interim financial information to be published by the 2026 Annual General Meeting to be decided by the Management Board within the meaning of Sections 117, 115 (7) WpHG.

In accordance with Article 16 (2) subparagraph 3 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014 (EU Statutory Audit Regulation), the Audit Committee declared in its recommendation that it is free from undue influence by third parties and that no clause restricting the selection options within the meaning of Article 16 (6) of the EU Statutory Audit Regulation has been imposed on it.

6. Resolution on the approval of the remuneration report

In accordance with Section 162 para. 1 sentence 1 AktG, the Management Board and Supervisory Board of a listed company prepare a clear and comprehensible annual report on the remuneration granted and owed to each individual current or former member of the Management Board and Supervisory Board by the company and companies of the same group in the previous financial year (remuneration report) and submit the audited remuneration report for the previous financial year prepared in accordance with Section 162 AktG to the Annual General Meeting for approval in accordance with Section 120a para. 4 sentence 1 AktG.

The remuneration report prepared by the Management Board and Supervisory Board of Nagarro SE for the 2024 financial year was audited by the auditor in accordance with the requirements of Section 162 (3) AktG. The auditor's report on the audit of the remuneration report (Section 162 (3) sentence 3 AktG) is attached to the remuneration report.



The remuneration report, together with the auditor's report, is available on the company's website at <https://www.nagarro.com/en/investor-relations/agm>. It will also be available there during the Annual General Meeting.

The Management Board and Supervisory Board propose that the remuneration report of Nagarro SE for the 2024 financial year, prepared in accordance with Section 162 AktG and audited by the auditor, be approved.

7. Resolution on the expansion of the Supervisory Board from four to seven members and corresponding amendment to the Articles of Association

The Supervisory Board of Nagarro SE currently consists of four members in accordance with Article 40 (2), (3) of Regulation (EC) No. 2157/2001 (SE Regulation), Section 17 (1) SEAG, Section 21 SEBG in conjunction with Section 14.1 of the Articles of Association of Nagarro SE, all of whom are shareholder representatives on the Supervisory Board.

The legal and time requirements for the members of the Supervisory Board of a listed company have increased significantly in the past. The Supervisory Board of Nagarro SE is therefore to be expanded from four members to seven members. The expansion is intended to enable the Supervisory Board to contribute additional capacities as well as further perspectives and competencies to the future work of the Supervisory Board while retaining the experience of the existing members. In the long term, this will ensure a better distribution of the diverse tasks on the Supervisory Board. The Supervisory Board can also be made more diverse overall following the expansion. In accordance with Section 17 para. 1 sentence 3 SEAG, the number of Supervisory Board members does not have to be divisible by three.

The Management Board and Supervisory Board therefore propose the following resolution:

- a. § Article 14.1 of the Articles of Association of Nagarro SE is revised as follows:

"14.1 The Supervisory Board consists of seven persons."

- b. The Management Board is authorized to apply for the amendment to the Articles of Association to be entered in the commercial register independently of the other resolutions of the Annual General Meeting.

The currently valid Articles of Association of Nagarro SE are available on the company's website at <https://www.nagarro.com/en/investor-relations/agm>. They will also be available there during the Annual General Meeting.

8. Resolution on elections to the Supervisory Board

The Supervisory Board of Nagarro SE currently consists of four members in accordance with Article 40 (2), (3) of Regulation (EC) No. 2157/2001 (SE Regulation), Section 17 (1) SEAG, Section 21 SEBG in conjunction with Section 14.1 of the Articles of Association



of Nagarro SE and in future, after the expansion of the Supervisory Board proposed under agenda item 7 above and the corresponding amendment to Section 14.1 of the Articles of Association of the Company take effect, of seven members, all of whom are Supervisory Board members of the shareholders. All members of the Supervisory Board of Nagarro SE are elected by the Annual General Meeting. The Annual General Meeting is not bound by election proposals.

The previous Chairman of the company's Supervisory Board, Mr. Carl Georg Dürschmidt, has resigned from his office as a member and Chairman of the Supervisory Board with effect from 1 May 2025 at . The term of office of the other current members of the Supervisory Board ends at the end of the Annual General Meeting on June 30, 2025, to which an invitation is hereby extended. New elections are therefore required for all current members of the Supervisory Board.

In addition, with regard to the above agenda item 7 of this invitation to the Annual General Meeting, which provides for an expansion of the Supervisory Board from four to seven members, three new members of the Supervisory Board are to be elected. The new members of the Supervisory Board are to be elected with effect from the date on which the amendment to Article 14.1 of the Articles of Association of Nagarro SE proposed for resolution under agenda item 7 takes effect, i.e. the date on which it is entered in the commercial register of the Munich Local Court responsible for the company.

Pursuant to Section 14.2 of the Articles of Association of Nagarro SE, elections to the Supervisory Board shall be held for a maximum period until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the beginning of the term of office, not including the financial year in which the term of office begins; however, the term of office of the Supervisory Board members shall end after six years at the latest. In the present case, the new election of Supervisory Board members - including the three additional members to be elected in accordance with agenda item 7 above - is to take place for the terms of office specified in detail below. The future staggering of the terms of office envisaged in this respect enables continuous renewal and flexibility of the Supervisory Board, while at the same time ensuring the necessary stability and preservation of the existing experience on the Supervisory Board.

The Supervisory Board proposes that the candidates listed below under items 8.1 to 8.7 be elected as members of the Supervisory Board:

8.1 Dr. Martin Enderle, profession: independent consultant and investor, member and Deputy Chairman of the Supervisory Board of Delivery Hero SE, Berlin (presumably until June 2025), Managing Director of digi.me GmbH, Munich, resident in Munich, Germany, with effect from the end of the Annual General Meeting on June 30, 2025, to which an invitation is hereby extended, until the end of the Annual General Meeting that resolves on the formal approval of actions for the 2028 financial year.

8.2 Mr. Christian Bacherl, profession: Managing Director of ACCNITE Partners GmbH, residing in Vaterstetten near Munich, Germany, with effect from the end of



the Annual General Meeting on June 30, 2025, to which notice is hereby given, until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year.

- 8.3 Mr. Vishal Gaur**, profession: *Anne and Elmer Lindseth Dean*, Professor of Operations, Information and Technology Management at the Samuel Curtis Johnson Graduate School of Management, Cornell SC Johnson College of Business, Cornell *University*, residing in Ithaca, New York, USA, with effect from the end of the Annual General Meeting on June 30, 2025, to which notice is hereby given, until the end of the Annual General Meeting that resolves on the discharge for the 2027 financial year.
- 8.4 Dr. Shalini Sarin**, profession: Managing Director of Telenergy Technologies Pvt. Ltd, Managing Director of Elektromobilitat India Pvt. Ltd, independent director and board member of various international companies, independent consultant and *executive coach*, resident in New Delhi, India, with effect from the end of the Annual General Meeting on June 30, 2025, to which notice is hereby given, until the end of the Annual General Meeting that resolves on the discharge for the 2027 financial year.
- 8.5 Dr. Hans-Paul Bürkner**, profession: Management Consultant, Senior Advisor of the Boston Consulting Group, *Global Chair Emeritus* of the Boston Consulting Group, resident in Frankfurt am Main, Germany, with effect from the date of entry of the amendment to Section 14.1 of the Articles of Association of Nagarro SE proposed for resolution under agenda item 7 in the commercial register of the Munich Local Court responsible for the company until the end of the Annual General Meeting that resolves on the discharge for the 2027 financial year.
- 8.6 Mr. Jack George Nigel John Clemons**, profession: Member of the Board of Directors of DKSH Holding AG, Zurich, Switzerland, Member of the Board of Directors of Banque Cantonale Vaudoise, Lausanne, Switzerland, independent consultant, resident in Arzier, Switzerland, with effect from the date of entry of the amendment to Article 14.1 of the Articles of Association of Nagarro SE proposed for resolution under agenda item 7 in the commercial register of the Munich Local Court responsible for the company until the end of the Annual General Meeting that resolves on the discharge for the 2028 financial year.
- 8.7 Mr. Carl Georg Dürschmidt**, profession: Member and Chairman of the Supervisory Board of Allgeier SE, Munich, Managing Director of Lantano Beteiligungen GmbH, Munich, and LANTANO Management GmbH, Munich, resident in Bad Abbach, Germany, with effect from the date of entry of the amendment to Section 14.1 of the Articles of Association of Nagarro SE proposed for resolution under agenda item 7 in the commercial register of the Munich Local Court responsible for the company until the end of the Annual General Meeting that resolves on the discharge for the 2027 financial year.



It is planned to elect the Supervisory Board members individually. Dr. Martin Enderle is to be proposed as a candidate for the position of Chairman of the Supervisory Board if he is elected by the Annual General Meeting.

The Supervisory Board has set specific targets for its composition and developed a skills profile for the entire Board. In doing so, the Supervisory Board has paid attention to diversity. The skills profile of the Supervisory Board also includes expertise on sustainability issues that are important for the company. The above proposals of the Supervisory Board to the Annual General Meeting take these objectives into account and at the same time aim to fill out the skills profile for the entire Board. A qualification matrix with information on the candidates proposed above is available on the company's website at <https://www.nagarro.com/en/investor-relations/agm>. The aforementioned documents will also be available there during the Annual General Meeting.

As financial experts, both Mr. Jack Clemons and Mr. Christian Bacherl have expertise both in the field of accounting and in the field of auditing in accordance with the requirements of Section 100 para. 5 AktG, 1st half-sentence, and in accordance with recommendation D.3 sentence 1, 2 of the German Corporate Governance Code in the version dated April 28, 2022 (GCGC). All proposed Supervisory Board members - and thus the Supervisory Board in its proposed composition as a whole - are familiar with the sector in which the company operates within the meaning of the requirements of Section 100 (5) AktG, 2nd half-sentence.

Further information on the Supervisory Board candidates proposed for election above is printed after the agenda under **item II** ("Reports, annexes and further information on items on the agenda").

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

Pursuant to Section 120a para. 1 sentence 1 AktG, the Annual General Meeting of a listed company resolves to approve the remuneration system for the members of the Management Board presented by the Supervisory Board whenever a material change is made, but at least every four years. The company's Annual General Meeting last passed such a resolution on June 27, 2024 and, in this context, approved an adjusted remuneration system for the members of the Management Board with the required majority (agenda item 6 and item III. of the invitation to the Annual General Meeting at the time).

The Supervisory Board regularly reviews the remuneration system. In doing so, the Supervisory Board takes particular account of the development of remuneration at peer group companies and recommendations from investors. On the basis of this year's review, the Supervisory Board decided to adjust the existing remuneration system for the members of the Management Board with effect from January 1, 2025, taking into account the requirements of Section 87a (1) AktG and the recommendations of the German Corporate Governance Code (GCGC). The adjusted remuneration system (hereinafter also referred to as the **"2025 remuneration system for the members of the Management Board"**) further develops the remuneration system last approved by the Annual General



Meeting in 2024. In doing so, the Supervisory Board was guided by the need to align the remuneration system with the company's current strategy, to take the interests and requirements of all stakeholders into account as far as possible and to comply with current market standards. In particular, the following significant changes were made to the remuneration system for the members of the Management Board compared to the system presented to the last Annual General Meeting of the company on June 27, 2024

The short-term variable remuneration for the members of the Management Board now comprises three components, on the one hand - as before - a quarterly, performance-related bonus payment (organizational bonus) and an annual bonus payment dependent on the achievement of certain environmental, *social and* governance (ESG) targets (ESG bonus), and on the other hand - as a newly added component - an annual bonus payment dependent on the achievement of targets agreed in individual contracts (individual bonus).

In future, the members of the Management Board will receive Performance Based Restricted Stock Units (PB RSUs) as a long-term variable remuneration component instead of share options, as was previously the case. According to the adjusted remuneration system, the total remuneration, which is limited in terms of amount, thus consists of (i) a basic salary (fixed salary) agreed in individual contracts, (ii) the usual fringe benefits, (iii) a limited, performance-related, short-term variable remuneration in the form of an organizational bonus, an ESG bonus and an individual bonus and (iv) a likewise limited, performance-related, long-term variable remuneration in the form of PB RSUs. The revised remuneration system thus ensures that the majority of remuneration - in the form of the short-term and long-term variable remuneration components - is dependent on the achievement of certain performance criteria and is directly linked to the increase in company value, particularly with regard to long-term remuneration. This results in a corresponding alignment of interests with the shareholders.

Against this background, the 2025 remuneration system for the members of the Management Board contains significant changes compared to the remuneration system last approved by the company's Annual General Meeting on June 27, 2024. A resolution by the Annual General Meeting on the 2025 remuneration system for the members of the Management Board is therefore required.

The 2025 remuneration system for the members of the Management Board is available on the company's website at <https://www.nagarro.com/en/investor-relations/agm>. It will also be available there during the Annual General Meeting.

The Supervisory Board proposes that the 2025 remuneration system for the members of the Management Board be approved.

10. Resolution on the approval of the remuneration system for the members of the Supervisory Board and corresponding amendment to the Articles of Association

In accordance with Section 113 (3) sentence 1 AktG, the Annual General Meeting of listed companies must pass a resolution on the remuneration of the members of the



Supervisory Board at least every four years. The current system for the remuneration of the members of the Supervisory Board of Nagarro SE was submitted to the Annual General Meeting of the company on August 31, 2021 for approval (agenda item 6 and item II.2. of the invitation to the Annual General Meeting at that time). In this context, the Annual General Meeting also resolved, among other things, to amend Section 17 of the Articles of Association of Nagarro SE, which regulates the remuneration of the Supervisory Board. The Annual General Meeting of Nagarro SE on August 31, 2021 approved the remuneration system for the members of the Supervisory Board and in particular the new version of Section 17 of the Articles of Association of Nagarro SE with the required majority. A new resolution of the Annual General Meeting on the remuneration system for the members of the Supervisory Board is therefore now required on a regular basis.

The Supervisory Board has reviewed and critically assessed the current provisions of Article 17 of the Articles of Association of Nagarro SE and the remuneration system for members of the Supervisory Board adopted by the Annual General Meeting. In this context, the Supervisory Board considered the remuneration of Supervisory Board members in comparable listed companies. The Supervisory Board shared its findings and conclusions with the Management Board, as the Management Board and Supervisory Board are obliged to submit a proposed resolution to the Annual General Meeting in accordance with Section 124 (3) sentence 1 AktG.

In the view of the Management Board and the Supervisory Board, the remuneration system for members of the Supervisory Board has proven itself in principle. It complies with legal requirements and takes into account key German and international corporate governance requirements, including the current version of the German Corporate Governance Code (GCGC). In this respect, the review of the remuneration system for members of the Supervisory Board has not revealed any structural need for change. However, the remuneration is to be adjusted for the future to an appropriate level that continues to be in line with market conditions and allows the company to continue to attract the best candidates for a position as a member of the Supervisory Board in order to continue to ensure independent and appropriate monitoring and advice for the Management Board. In addition, with regard to recommendation G.17 of the GCGC, remuneration should in future also take appropriate account of membership, chairmanship and deputy chairmanship of a committee of the Supervisory Board. This in turn should apply not only to the current Audit Committee of the Supervisory Board, but also to any other committees that may be established by the Supervisory Board in the future.

The correspondingly adjusted remuneration system is to apply from July 1, 2025. § Section 17 of the Articles of Association of Nagarro SE is to be amended accordingly. The Management Board and the Supervisory Board are of the opinion that the proposed new remuneration regulations for the members of the Supervisory Board are in the interest of Nagarro SE and its shareholders and continue to be appropriate. This also applies in particular to the new version of the provision in Article 17 of the Articles of Association of Nagarro SE regarding the remuneration of the members of the Supervisory Board.

The amended system for the remuneration of the members of the Supervisory Board to be resolved, including the wording of the revised Section 17 of the Articles of Association



of Nagarro SE, is available on the company's website at <https://www.nagarro.com/en/investor-relations/agm>. The amendments to Section 17 of the Articles of Association proposed by the Management Board and Supervisory Board can be seen in the synopsis of the Articles of Association, which is also available there with the amendment code. The aforementioned documents will also be available there during the Annual General Meeting.

The Management Board and Supervisory Board propose the following resolution:

- a. § Article 17.1 of the Articles of Association of Nagarro SE is revised as follows:

"17.1 Each member of the Supervisory Board shall receive fixed annual remuneration in the amount of EUR 70,000.00 (in words: seventy thousand euros). The Chairman of the Supervisory Board shall receive three times and the Deputy Chairman of the Supervisory Board one and a half times the fixed annual remuneration for membership of the Supervisory Board in accordance with sentence 1 above."

- b. § Article 17.2 of the Articles of Association of Nagarro SE is revised as follows:

"17.2 Each member of a committee of the Supervisory Board shall receive additional fixed annual remuneration of EUR 30,000.00 (in words: thirty thousand euros) for this membership. The Chairman of a committee shall receive three times and the Deputy Chairman of a committee shall receive one and a half times the fixed annual remuneration for membership of the relevant committee in accordance with sentence 1 above."

- c. § Article 17.7 of the Articles of Association of Nagarro SE is revised as follows:

"17.7 The above provisions shall apply from July 1, 2025."

- d. Otherwise, Section 17 of the Articles of Association of Nagarro SE remains unchanged.

- e. The system for the remuneration of the members of the Supervisory Board pursuant to Section 17 of the new version of the Articles of Association of Nagarro SE, which is made available on the company's website with the information required pursuant to Section 87a (1) sentence 2 AktG, is adopted.

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

The Annual General Meeting of the company on 21 June 2023 authorized the Management Board to provide for the Annual General Meeting to be held without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). The corresponding provision in Section 21.5 of the



Articles of Association of Nagarro SE was entered in the commercial register of the Munich Local Court responsible for the company on June 26, 2023. The authorization applies to the holding of virtual Annual General Meetings for a period of two years after entry of the provision in the Articles of Association in the commercial register; it therefore expires on 26 June 2025.

The last two Annual General Meetings of the company in 2023 and 2024 were each held in the form of an in-person Annual General Meeting. Nevertheless, the Management Board should again be given the option of holding a virtual Annual General Meeting at which the company's national and international shareholders can exercise their participation rights without having to travel to and from the meeting, thus saving resources and ensuring efficiency. In addition, it must also be possible in cases of a possible renewed pandemic or other emergency situations in which an in-person Annual General Meeting cannot be held or can only be held with disproportionate difficulty, to bring about necessary resolutions at the Annual General Meeting, such as the appropriation of net profit, the discharge of the members of the Management Board and Supervisory Board or the election of the auditor, as well as other resolutions that are in the interests of the company and its shareholders.

A new authorization of the Management Board to hold a virtual Annual General Meeting is therefore to be resolved and Section 21.5 of the Articles of Association is to be amended accordingly. The new authorization shall not exhaust the maximum possible term of five years provided for by law, namely in Section 118a para. 4 sentence 2 AktG, for the holding of virtual Annual General Meetings, but shall only apply again for a period of two years after registration of the amendment to the Articles of Association.

The Management Board's decision to hold a virtual Annual General Meeting should take into account the circumstances of the individual case as well as the interests of the company and its shareholders. In particular, the Management Board should continue to take into account the safeguarding of shareholder rights as well as effort, costs and sustainability considerations and, if necessary, other aspects, such as the health protection of those involved. The economic situation of the company and the items on the agenda can also be taken into account when deciding on the format of the Annual General Meeting. For example, extraordinary structural measures may be more likely to argue in favor of holding a general meeting in person, whereas regularly recurring agenda items are generally less likely to give rise to the holding of a general meeting in person.

The Management Board and Supervisory Board therefore propose the following resolution:

§ Article 21.5 of the Articles of Association of Nagarro SE is revised as follows:

"21.5 The Management Board is authorized to provide for the Annual General Meeting to be held without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). The authorization shall apply to the holding of virtual Annual General Meetings for a period of two years after the entry of this provision of the Articles of Association



adopted by the Annual General Meeting of the company on 30 June 2025 in the commercial register of the local court responsible for the company."

The currently valid Articles of Association of Nagarro SE are available on the company's website at <https://www.nagarro.com/en/investor-relations/agm>. They will also be available there during the Annual General Meeting.

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

The authorization to acquire and sell treasury shares resolved by the Annual General Meeting of the company on 30 October 2020 under agenda item 7 applies to the acquisition of treasury shares until 23 September 2025 and expires on this date. Therefore, a new authorization for the acquisition of treasury shares, now limited until 29 June 2030, is to be resolved in accordance with Section 71 para. 1 no. 8 AktG.

The Management Board and Supervisory Board therefore propose the following resolution:

- a. The company is authorized until 29 June 2030 to acquire treasury shares for any permissible purpose up to a total of 10% of the share capital existing at the time of the resolution or - if this value is lower - at the time the authorization is exercised. The shares acquired in accordance with this authorization, together with other shares in the company that the company has already acquired and still holds or that are attributable to it in accordance with Sections 71d and 71e AktG, may at no time account for more than of the respective share capital.
- b. The acquisition of shares in the company (hereinafter also referred to as "**Nagarro shares**") is carried out at the discretion of the Management Board (i) as a purchase on the stock exchange, (ii) by means of a public purchase offer or (iii) by means of a public exchange offer for shares in a listed company within the meaning of Section 3 (2) AktG. Offers pursuant to (ii) and (iii) above may also be made by means of an invitation to submit offers.
 - (1) If Nagarro shares are acquired via the stock exchange, the purchase price per Nagarro share paid on the stock exchange (excluding incidental acquisition costs) may not exceed the price of a Nagarro share determined by the opening auction in Xetra trading (or a comparable successor system) on the relevant stock exchange trading day by more than 10% or fall below it by more than 20%.
 - (2) If the acquisition is made via a public purchase offer, the purchase price paid per Nagarro share (excluding incidental acquisition costs) may not exceed the average closing price of a Nagarro share in Xetra trading (or in a comparable successor system) on the fourth, third and second stock exchange trading day prior to the decision of the Management Board on the offer or the acceptance of offers from shareholders by more than 10% and may not fall below it by more than 20%.



- (3) If the acquisition is made via a public exchange offer for shares in a listed company within the meaning of Section 3 (2) AktG (hereinafter "**exchange shares**"), the exchange price paid by the company (in the form of one or more exchange shares, any notional fractions and any cash component) per Nagarro share (excluding incidental acquisition costs) may not exceed the relevant value of a Nagarro share by more than 10% or fall below it by more than 20%. The average closing price in Xetra trading (or in a comparable successor system) on the fourth, third and second trading day prior to the decision of the Management Board on the offer or the acceptance of offers from shareholders is to be used as the basis for calculating the relevant value for the Nagarro shares and for the exchange shares. If the exchange shares are not traded in Xetra trading, the closing price of the stock exchange on which the exchange shares achieved the highest trading volume in the previous calendar year is decisive.

The Management Board determines the details of the respective acquisition structure; it may also stipulate further conditions. If the number of Nagarro shares tendered or offered for purchase or exchange exceeds the total volume intended for purchase by the company, the shareholders' right to tender may be excluded to the extent that the purchase is made in proportion to the number of Nagarro shares tendered or offered per shareholder. Preferential consideration or acceptance of small quantities of up to 150 Nagarro shares tendered or offered per shareholder and rounding in accordance with commercial principles may also be provided for.

If, after publication of an offer, there are deviations from the price or from a price range set in connection with an invitation to submit offers which may be significant for the success of the offer, the price or the price range may be adjusted during the offer period or until acceptance. In this case, the 10% or 20% limit for exceeding or falling below the purchase or exchange price refers to the respective closing price of the Nagarro share and, if applicable, the exchange share on the last trading day prior to the final decision of the Management Board on the adjustment.

- c. The Management Board is authorized to use shares in the company that were acquired on the basis of this or previously granted authorizations pursuant to Section 71 (1) No. 8 AktG or pursuant to Section 71d sentence 5 AktG or otherwise, in addition to a sale via the stock exchange or via an offer to all shareholders in proportion to their shareholding, for any permissible purpose, in particular also as follows:
 - (1) They can be redeemed without the redemption or its implementation requiring a further resolution by the Annual General Meeting. The redemption leads to a capital reduction. The redemption can also be carried out by decision of the Management Board in accordance with Section 237 para. 3 no. 3 AktG without a capital reduction by adjusting the proportionate amount of the remaining no-par value shares in the company's share capital in accordance with Section 8 para. 3 AktG.



- (2) They may be used in connection with share-based remuneration or employee share programs of the company or its affiliated companies and issued to persons who are or were in an employment relationship with the company or one of its affiliated companies, as well as to members of executive bodies of companies affiliated with the company. In particular, they may be offered, promised and transferred to the aforementioned persons and members of executive bodies for purchase against payment or free of charge, whereby the employment, service or executive body relationship must still exist at the time of the offer, promise or transfer. Shares may also be issued under the aforementioned share programs to third parties (such as credit institutions or companies operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG)), which transfer the shares, economic ownership and/or the economic benefits from the shares to the participants in the relevant programs.
- (3) With the approval of the Supervisory Board, they may be offered and transferred in return for contributions in kind, in particular as part of business combinations or for the (also indirect) acquisition of companies, operations, parts of companies, equity interests or other assets or claims to the acquisition of assets, including receivables from the company or its Group companies.
- (4) They may be sold for cash with the approval of the Supervisory Board if the selling price is not significantly lower than the market price of a Nagarro share. The notional interest in the share capital attributable to the shares used in this way may not exceed 10% of the share capital. The share capital at the time of the resolution or - if this value is lower - at the time this authorization is exercised is decisive. In addition, the limit of 20% of the share capital set out in Section 186 para. 3 sentence 4 AktG applies, which includes all shares that are issued or sold during the term of this authorization up to the time it is exercised in direct or analogous application of Section 186 para. 3 sentence 4 AktG or that were issued or granted or are to be issued or granted on the basis of a convertible bond or bond with warrants issued during the term of this authorization with the exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 AktG.
- (5) They can be used to service or secure acquisition obligations or acquisition rights to Nagarro shares, in particular from and in connection with convertible bonds or bonds with warrants issued by the company or its Group companies. In addition, the Management Board is authorized to exclude subscription rights in order to grant subscription rights to the holders or creditors of conversion or option rights to shares in the company or corresponding conversion or option obligations to compensate for dilution to the extent to which they would be entitled after already exercising these rights or fulfilling these obligations, and to use treasury shares to service such subscription rights.



- d. The Supervisory Board is authorized to use shares in the company acquired on the basis of this or previously granted authorizations pursuant to Section 71 (1) No. 8 AktG or pursuant to Section 71d sentence 5 AktG or otherwise as follows:

They can be used to service purchase obligations or purchase rights to Nagarro shares that have been or will be agreed with members of the Management Board of Nagarro SE under existing or future regulations on Management Board remuneration or existing or future remuneration programs. In particular, they can be offered, promised and transferred to the members of the Management Board of Nagarro SE for acquisition, also at the company's discretion instead of a corresponding cash payment, whereby the Management Board employment or board relationship must still exist at the time of the offer, promise or transfer; in the event that the shares are offered to members of the Management Board at the company's discretion instead of a cash payment, it is sufficient if the corresponding remuneration entitlement results from a previous Management Board employment or board relationship.

- e. The authorizations contained in this resolution may be exercised independently of each other, once or several times, individually or jointly, in whole or in part, including by Group companies or third parties acting for the account of the company or its Group companies. In addition, acquired treasury shares may also be transferred to Group companies.
- f. Shareholders' subscription rights to acquired treasury shares are excluded to the extent that these shares are used in accordance with the above authorizations under c. (2) to (5) and lit. d. above. In addition, subscription rights for fractional amounts may be excluded in the event of an offer to purchase treasury shares to all shareholders.

Against the background of the authorization to acquire and use treasury shares proposed under this agenda item 12, the Management Board shall submit a written report on the reasons for the exclusion of shareholders' subscription and tender rights in the cases specified in the authorization. The report is printed at the end of the agenda under **item II** ("Reports, attachments and further information on items on the agenda"). The report is also available on the company's website at <https://www.nagarro.com/en/investor-relations/agm> from the time the Annual General Meeting is convened. It will also be available there during the Annual General Meeting.

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

The authorized capital of currently EUR 5,456,000.00 regulated in Section 6 of the company's Articles of Association expires on 23 September 2025. Therefore, the provision on authorized capital previously contained in Section 6 of the Articles of Association is to be deleted and a new Authorized Capital 2025 against cash and/or non-cash contributions with the option to exclude subscription rights is to be created, which is to replace the previous authorized capital and have a volume of 30% of the current share capital.



The Management Board and Supervisory Board therefore propose the following resolution:

- a. The Management Board is authorized by and in accordance with the provision of a revised Article 6 of the Articles of Association of Nagarro SE proposed under b. below to increase the share capital of the company, also excluding shareholders' subscription rights, in the period until June 29, 2030, with the approval of the Supervisory Board, by up to a nominal amount of EUR 4,132,795.00 by issuing up to 4,132,795 no-par value registered shares against cash and/or non-cash contributions.
- b. The authorized capital regulated in Article 6 of the Articles of Association will be deleted, a new Authorized Capital 2025 will be created and Article 6 of the Articles of Association will be reworded as follows:

"6. Authorized capital 2025

The Management Board is authorized to increase the share capital by a nominal amount of up to EUR 4,132,795.00 until 29 June 2030 with the approval of the Supervisory Board by issuing up to 4,132,795 no-par value registered shares against cash and/or non-cash contributions. The authorization can be used once or several times and also in partial amounts. The new shares participate in profits from the beginning of the financial year in which they are issued. To the extent permitted by law, the Management Board may, with the approval of the Supervisory Board, deviate from this and from Section 60 para. 2 AktG by stipulating that the new shares participate in profits from the beginning of a financial year that has already expired and for which no resolution on the appropriation of net profit has been passed by the Annual General Meeting at the time of their issue. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation (Authorized Capital 2025).

The new shares must generally be offered to shareholders for subscription; in accordance with Section 186 para. 5 sentence 1 AktG, they may also be acquired by banks and other issuing companies with the obligation to offer them to shareholders for subscription (indirect subscription right). However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in whole or in part, in particular

- insofar as this is necessary for fractional amounts resulting from the subscription ratio,
- in the event of capital increases in return for contributions in kind, in particular as part of business combinations or for the (also indirect) acquisition of companies, operations, parts of companies, equity interests or other assets or claims to the acquisition of assets including claims against the company or its Group companies - including claims by members of the company's Management Board



under existing or future regulations on Management Board remuneration or existing or future remuneration programs,

- to grant subscription rights to the holders or creditors of conversion or option rights to shares in the company or corresponding conversion or option obligations under bonds issued or guaranteed by Nagarro SE or its Group companies to compensate for dilution to the extent to which they would be entitled after already exercising these conversion or option rights or fulfilling these conversion or option obligations, and
- if the issue price of the new shares in a capital increase against cash contributions is not significantly lower than the market price of the company's shares already listed on the stock exchange. The arithmetical proportion of the share capital attributable to shares issued against cash contributions with the exclusion of subscription rights in accordance with Section 186 (3) sentence 4 AktG may not exceed 10% of the share capital. The share capital at the time this authorization becomes effective or - if this value is lower - at the time this authorization is exercised is decisive. Shares that are issued or sold during the term of this authorization up to the time it is exercised in direct or analogous application of this provision are to be counted towards this limit. Shares issued or granted or to be issued or granted on the basis of a convertible bond or bond with warrants issued during the term of this authorization with the exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 AktG are also to be counted towards this limit.

The proportion of the share capital represented by the shares issued against cash and/or non-cash contributions in accordance with this authorization with the exclusion of subscription rights may not exceed a total of 20% of the share capital at the time this authorization comes into effect. This limit shall include shares that were (i) issued from conditional capital or (ii) are to be issued or granted on the basis of a convertible bond or bond with warrants issued during the term of this authorization with the exclusion of subscription rights ."

- c. The Supervisory Board is authorized to amend Article 6 of the Articles of Association both in accordance with the respective utilization of the Authorized Capital 2025 and after the expiry of the authorization period.

Against the background of the authorization to increase the share capital proposed under this agenda item 13, the Management Board will submit a written report on the reasons why it should be authorized to exclude shareholders' subscription rights in certain cases. The report is printed at the end of the agenda under **item II** ("Reports, annexes and further information on items on the agenda"). The report is also available from the time the Annual General Meeting is convened on the company's website at <https://www.nagarro.com/en/investor-relations/agm>, where the currently valid Articles of Association can also be found. The aforementioned documents will also be available there during the Annual General Meeting.



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

On May 16, 2025, Nagarro SE and its wholly owned subsidiary, Nagarro GmbH, headquartered in Munich and registered in the commercial register of the Munich Local Court under HRB 222910, concluded a revised profit and loss transfer agreement within the meaning of Section 291 (1) sentence 1 AktG. The shareholders' meeting of Nagarro GmbH is to approve the profit and loss transfer agreement as soon as possible.

Under the profit transfer agreement, Nagarro GmbH, as the controlled company, has undertaken to transfer its entire profit to Nagarro SE, as the controlling company, for the duration of the agreement. Nagarro SE has undertaken to offset any other net loss for the year arising during the term of the agreement in accordance with Section 302 AktG. With the conclusion of the profit and loss transfer agreement, a consolidated tax group for corporation and trade tax purposes is to be established from the beginning of the 2025 financial year.

In addition to the approval of the shareholders' meeting of Nagarro GmbH and the required entry in the commercial register of the local court responsible for Nagarro GmbH in Munich, the profit and loss transfer agreement also requires the approval of the Annual General Meeting of Nagarro SE in order to be effective. In particular, the profit and loss transfer agreement was concluded subject to the approval of the shareholders' meeting of Nagarro GmbH and the Annual General Meeting of Nagarro SE.

Compensation payments or the payment of settlements pursuant to Sections 304, 305 AktG are not to be granted, as Nagarro SE is the sole shareholder of Nagarro GmbH. For the same reason, an audit of the profit and loss transfer agreement by a contract auditor pursuant to Section 293b (1) AktG is not required.

The Management Board and Supervisory Board propose that the profit and loss transfer agreement between Nagarro SE and Nagarro GmbH dated May 16, 2025 be approved.

The profit and loss transfer agreement has the following wording:

* * * * *

Profit and Loss Transfer Agreement

between

Nagarro GmbH

Baierbrunner Str. 15, 81379 Munich, Germany

and

Nagarro SE

Baierbrunner Str. 15, 81379 Munich, Germany



Dieser Ergebnisabführungsvertrag (nachfolgend „**Vertrag**“) wird zwischen

This Profit and Loss Transfer Agreement (hereinafter “**agreement**”) is between

Nagarro GmbH, Baierbrunner Str. 15, 81379 München, Deutschland, vertreten durch den einzelvertretungsberechtigten und von den Beschränkungen des § 181 Alt. 2 Bürgerliches Gesetzbuch befreiten Geschäftsführer Christian Wurhofer,

Nagarro GmbH, Baierbrunner Str. 15, 81379 Munich, Germany, represented by the managing director Christian Wurhofer, who has sole power of representation and is exempt from the restrictions of § 181 Alt. 2 German Civil Code,

- nachfolgend „**beherrschte Gesellschaft**“ -

- hereinafter “**controlled company**” -

und

and

Nagarro SE, Baierbrunner Str. 15, 81379 München, Deutschland, vertreten durch das einzelvertretungsberechtigte und von den Beschränkungen des § 181 Alt. 2 Bürgerliches Gesetzbuch befreite Mitglied des Vorstands Annette Mainka,

Nagarro SE, Baierbrunner Str. 15, 81379 Munich, Germany, represented by the member of the Management Board Annette Mainka, who has sole power of representation and is exempt from the restrictions of § 181 Alt. 2 German Civil Code,

- nachfolgend „**herrschende Gesellschaft**“ -

- hereinafter “**controlling company**” -

geschlossen. Die beherrschte und die herrschende Gesellschaft werden gemeinsam nachfolgend auch „**Parteien**“ genannt.

concluded. The controlled and the controlling company are jointly referred to below as “**parties**”.

Präambel

Preamble

Die herrschende Gesellschaft hält 100 % der Geschäftsanteile an der beherrschten Gesellschaft. Vor diesem Hintergrund schließen die Parteien vorbehaltlich der Zustimmung ihrer jeweiligen Gesellschafterversammlung den nachfolgenden Vertrag:

The controlling company holds 100% of the shares in the controlled company. Against this background, the parties conclude the following agreement, subject to the approval of their respective shareholders’ meeting:

1. Gewinnabführung

1. Profit Transfer

1.1 Die beherrschte Gesellschaft verpflichtet sich, während der Dauer dieses Vertrages ihren ganzen Gewinn an die herrschende Gesellschaft abzuführen. Abzuführen ist - vorbehaltlich einer Bildung oder Auflösung von Rücklagen nach Ziff. 1.2 und 1.3 - der ohne die

1.1 The controlled company undertakes to transfer all of its profits to the controlling company for the duration of this agreement. Subject to the formation or dissolution of reserves according to clause 1.2 and 1.3, the annual surplus is to be transferred without the profit



Gewinnabführung entstehende Jahresüberschuss, vermindert um einen etwaigen Verlustvortrag aus dem Vorjahr und um den gem. § 268 Abs. 8 HGB ausschüttungsgesperreten Betrag. Die Gewinnabführung darf den in § 301 AktG (in seiner jeweils gültigen Fassung) genannten Betrag nicht überschreiten.

transfer, reduced by any loss carried forward from the previous year and by the amount blocked from distribution in accordance with Section 268 (8) German Commercial Code. The profit transfer may not exceed the amount specified in Section 301 German Stock Corporation Act (in its currently valid version).

1.2 Die beherrschte Gesellschaft kann mit Zustimmung der herrschenden Gesellschaft Beträge aus dem Jahresüberschuss insoweit in die Gewinnrücklagen (§ 272 Abs. 3 HGB) einstellen, als dies handelsrechtlich zulässig und bei vernünftiger kaufmännischer Beurteilung wirtschaftlich begründet ist.

1.2 The controlled company can, with the consent of the controlling company, transfer amounts from the annual surplus to the revenue reserves (Section 272 (3) German Commercial Code) insofar as this is permitted under commercial law and economically justified based on prudent business judgment.

1.3 Während der Dauer dieses Vertrages gebildete andere Gewinnrücklagen sind auf Verlangen der herrschenden Gesellschaft von der beherrschten Gesellschaft aufzulösen und zum Ausgleich eines Jahresfehlbetrages zu verwenden oder als Gewinn abzuführen. Die Abführung von Erträgen aus der Auflösung sonstiger Rücklagen - auch soweit sie während der Vertragsdauer gebildet wurden - oder die Heranziehung dieser Rücklagen zum Ausgleich eines Jahresfehlbetrags ist ausgeschlossen. Gleiches gilt für einen zu Beginn der Vertragsdauer etwa vorhandenen Gewinnvortrag.

1.3 Other revenue reserves formed during the term of this agreement are to be dissolved by the controlled company at the request of the controlling company and used to compensate for an annual deficit or transferred as profit. The transfer of income from the dissolution of other reserves - even if they were formed during the term of the agreement - or the use of these reserves to compensate for an annual deficit is excluded. The same applies to any profit carried forward that may exist at the beginning of the agreement period.

1.4 Die Verpflichtung zur Gewinnabführung gilt erstmals für das gesamte Geschäftsjahr der beherrschten Gesellschaft, in dem dieser Vertrag wirksam wird. Die Fälligkeit tritt jeweils mit Feststellung des Jahresabschlusses der beherrschten Gesellschaft ein. Der Betrag ist ab diesem Zeitpunkt mit einem Zinssatz von 1,0 % über dem Basiszinssatz aber mindestens 0 % p.a. zu verzinsen.

1.4 The obligation to transfer profits applies for the first time for the entire financial year of the controlled company in which this agreement becomes effective. The due date occurs when the annual financial statements of the controlled company are approved. From this point on, the amount is subject to interest at an interest rate of 1.0% above the base interest rate, but at least 0% p.a.



2. Verlustübernahme

2.1 Die Vorschriften des § 302 AktG in ihrer jeweils gültigen Fassung gelten mit ihrem gesamten Inhalt entsprechend. Die Verpflichtung zur Verlustübernahme gilt erstmals für das gesamte Geschäftsjahr der beherrschten Gesellschaft, in dem dieser Vertrag wirksam wird.

2.2 Die Verlustübernahmeverpflichtung entsteht mit dem jeweiligen Bilanzstichtag, zu dem die beherrschte Gesellschaft einen Verlust ausweist und ist ab diesem Zeitpunkt mit einem Zinssatz von 1,0 % über dem Basiszinssatz aber mindestens 0% p.a. zu verzinsen.

3. Einsicht- und Auskunftsrecht

3.1 Die herrschende Gesellschaft ist jederzeit berechtigt, Bücher und sonstige Geschäftsunterlagen der beherrschten Gesellschaft einzusehen. Die Geschäftsführung der beherrschten Gesellschaft ist verpflichtet, der herrschenden Gesellschaft jederzeit alle von ihr gewünschten Auskünfte über die Angelegenheiten der beherrschten Gesellschaft zu erteilen.

3.2 Der Jahresabschluss der beherrschten Gesellschaft ist vor seiner Feststellung der herrschenden Gesellschaft zur Kenntnisnahme, Prüfung und Abstimmung vorzulegen.

4. Ausgleich

Die Vereinbarung eines Ausgleichs entfällt, da an der beherrschten Gesellschaft neben der herrschenden Gesellschaft keine weiteren Gesellschafter beteiligt sind.

2. Loss assumption

2.1 The provisions of Section 302 German Stock Corporation Act in their currently valid version apply accordingly with their entire content. The obligation to assume losses applies for the first time for the entire financial year of the controlled company in which this agreement becomes effective.

2.2 The loss assumption obligation arises on the respective balance sheet date on which the controlled company reports a loss and is subject to interest at a rate of 1.0% above the base interest rate, but at least 0% p.a. from this point.

3. Right of inspection and Information

3.1 The controlling company is entitled to inspect books and other business documents of the controlled company at any time. The management of the controlled company is obliged to provide the controlling company with any information it requires about the matters of the controlled company at any time.

3.2 The annual financial statements of the controlled company must be presented to the controlling company for information, examination and approval prior to their adoption.

4. Settlement

A compensatory agreement is not arranged, since no other shareholders than the controlling company exist.



5. Wirksamwerden, Dauer

5.1 Der Vertrag wird unter dem Vorbehalt der Zustimmung der Gesellschafterversammlungen der jeweiligen Partei abgeschlossen.

5.2 Dieser Vertrag wird nach Vorliegen der Zustimmungen nach Ziff. 5.1 dieses Vertrages mit seiner Eintragung in das Handelsregister des Sitzes der beherrschten Gesellschaft wirksam. Der Vertrag gilt rückwirkend ab dem Beginn des Geschäftsjahres der beherrschten Gesellschaft, in dem dieser Vertrag in das Handelsregister des Sitzes der beherrschten Gesellschaft eingetragen wird. Ergänzend wird auf Ziff. 1.4 dieses Vertrages verwiesen.

5.3 Der Vertrag wird auf die Laufzeit von sechs Zeitjahren, gerechnet ab dem Beginn seiner Geltung nach Ziff. 5.2 Satz 1 und 2, fest geschlossen. Sofern diese sechs Zeitjahre während eines laufenden Geschäftsjahres der beherrschten Gesellschaft enden, verlängert sich die Mindestvertragsdauer nach Satz 1 bis zum Ablauf dieses Geschäftsjahres. Der Vertrag setzt sich danach auf unbestimmte Zeit fort, sofern er nicht unter Beachtung der vorstehenden Mindestvertragsdauer mit einer Frist von einem Monat schriftlich gekündigt wird.

5.4 Das Recht zur Kündigung des Vertrags aus wichtigem Grund ohne Einhaltung einer Kündigungsfrist bleibt unberührt. Die herrschende Gesellschaft ist insbesondere zur Kündigung aus wichtigem Grund berechtigt, wenn sie ihre Mehrheit an der beherrschten Gesellschaft veräußert oder sonst nicht mehr mit Mehrheit unmittelbar oder mittelbar

5. Coming into effect, duration

5.1 The agreement is concluded subject to the approval of the shareholders' meeting of the respective party

5.2 This agreement becomes effective after the approval according to clause 5.1 of this agreement has been entered into the commercial register of the domicile of the controlled company. The agreement applies retrospectively from the beginning of the financial year of the controlled company in which this agreement is entered in the commercial register of the domicile of the controlled company. In addition, reference is made to clause 1.4 of this agreement.

5.3 The agreement is valid for the period of six full years, counted from the beginning of its validity according to clause 5.2 sentences 1 and 2. If these six full years end during a current financial year of the controlled company, the minimum agreement term according to sentence 1 is extended until the end of this financial year. The agreement then continues for an indefinite period of time, unless it is terminated in writing with one month's notice, observing the above minimum agreement period.

5.4 The right to terminate the agreement for good cause without observing a notice period remains unaffected. In particular, the controlling company is entitled to terminate for good cause if it sells its majority in the controlled company or otherwise no longer has a direct or indirect majority interest in the controlled company or minority shareholders hold shares in the controlled



an der beherrschten Gesellschaft beteiligt ist oder an der beherrschten Gesellschaft i.S.d. § 307 AktG erstmals ein außenstehender Gesellschafter beteiligt wird.

company within the meaning of Section 307 of the German Stock Corporation Act for the first time.

- 5.5 Bei Vertragsende hat die herrschende Gesellschaft den Gläubigern der beherrschten Gesellschaft entsprechend § 303 AktG Sicherheit zu leisten.

- 5.5 At the end of the agreement, the controlling company must provide security to the creditors of the controlled company in accordance with Section 303 German Stock Corporation Act.

6. Bezugnahme auf gesetzl. Vorschriften

6. Reference to legal regulations

Klarstellend vereinbaren die Parteien, dass alle in diesem Vertrag genannten oder in Bezug genommenen sowie alle auf diesen Vertrag anzuwendenden gesetzlichen Regelungen vollinhaltlich in ihrer jeweils aktuell geltenden gesetzlichen Fassung anzuwenden sind.

For clarification purposes, the parties agree that all of the statutory provisions named or referred to in this agreement and all of the statutory provisions applicable to this agreement are to be applied in full in their currently applicable legal version.

7. Sonstiges

7. Miscellaneous

- 7.1 Soweit die deutsche und die englische Fassung dieser Vereinbarungen nicht übereinstimmen, ist ausschließlich die deutsche Fassung maßgeblich.

- 7.1 If the German and English versions of these agreements do not match, only the German version is authoritative.

- 7.2 Änderungen oder Ergänzungen dieses Vertrages bedürfen zu ihrer Wirksamkeit der Schriftform. Dies gilt auch für eine Aufhebung dieser Schriftformklausel. Etwaige weitergehende gesetzliche Formvorschriften bleiben unberührt.

- 7.2 Changes or additions to this agreement have to be made in writing to be effective. This also applies to the cancellation of this written form requirement. Any further legal formal requirements remain unaffected.

- 7.3 Die Präambel ist integraler Bestandteil dieses Vertrages.

- 7.3 The preamble is an integral part of this agreement.

- 7.4 Sollten einzelne Bestimmungen dieses Vertrages ganz oder teilweise unwirksam sein oder werden oder nicht durchführbar sein oder werden, wird davon die Wirksamkeit der übrigen

- 7.4 If individual provisions of this agreement are or become ineffective in whole or in part, or are or become unenforceable, this shall not affect the validity of the remaining provisions. In



Bestimmungen nicht berührt. Die Parteien sind in diesem Fall verpflichtet, die unwirksame oder undurchführbare Bestimmung durch eine wirksame Regelung zu ersetzen, die der ursprünglichen Regelung im wirtschaftlichen Ergebnis möglichst nahekommt. Das gleiche gilt für die Ausfüllung etwaiger Vertragslücken.

this case, the parties are obliged to replace the ineffective or impracticable provision with an effective provision that comes as close as possible to the economic result of the original provision. The same applies to filling in any gaps in the agreement.

München, den 16. Mai 2025

München, den 16. Mai 2025

[gez.] Christian Wurhofer

[gez.] Annette Mainka

Nagarro GmbH
Christian Wurhofer

Nagarro SE
Annette Mainka

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The Management Board of Nagarro SE and the management of Nagarro GmbH have submitted a joint written report on the profit and loss transfer agreement in accordance with Section 293a AktG, in which the conclusion of the profit and loss transfer agreement and the agreement are explained and justified in detail from a legal and economic perspective.

The following documents will be available on the company's website at <https://www.nagarro.com/en/investor-relations/agm> from the date on which the Annual General Meeting is convened and will also be available for inspection at the offices of Nagarro SE, Baierbrunner Str. 15, 81379 Munich, Germany, and Nagarro GmbH, Baierbrunner Str. 15, 81379 Munich, Germany:

- the profit and loss transfer agreement between Nagarro SE and Nagarro GmbH dated May 16, 2025;
- the approved annual financial statements and the management reports of Nagarro SE for the financial years 2022, 2023 and 2024, the approved consolidated financial statements and the Group management reports for the financial years 2022, 2023 and 2024 as well as the approved annual financial statements of Nagarro GmbH for the financial years 2022, 2023 and 2024 (in accordance with the provisions of German commercial law, Nagarro GmbH did not prepare a management report for the aforementioned financial years, and the corresponding management reports can therefore not be made available);
- the joint written report of the Management Board of Nagarro SE and the management of Nagarro GmbH on the profit and loss transfer agreement pursuant to Section 293a AktG dated May 16, 2025.



The aforementioned documents will also be available on the company's website during the Annual General Meeting and will be available for inspection at the offices of Nagarro GmbH and Nagarro SE. They will also be available for inspection at the Annual General Meeting on June 30, 2025.

II. REPORTS, ANNEXES AND FURTHER INFORMATION ON ITEMS ON THE AGENDA

1. Agenda item 8 (Resolution on elections to the Supervisory Board)

Further information on the Supervisory Board candidates proposed for election under agenda item 8:

a. Dr. Martin Enderle

Born on November 1, 1965 in Karlsruhe, Germany

Professional career

2020 - today	Consultant and investor, atHome Group, Luxembourg
2017 - today (vs. 06/2025)	Member and Chairman/Deputy Chairman of the Supervisory Board of Delivery Hero SE, Berlin
2022 - 03/2025	Member of the Supervisory Board of Chrono24 GmbH, Karlsruhe, Germany
2021 - 2023	Chairman of the Supervisory Board of MeinAuto Group AG, Unterhaching, Germany
2021 - 2022	Member of the Board of Directors of Crown PropTech Acquisitions, New York, USA
2016 - 2020	Co-founder and Managing Director of allmyhomes GmbH, Berlin
2015 - 2017	Member of the Supervisory Board of Rocket Internet SE, Berlin, Germany
2015 - 2017	Senior Consultant, EQT Partners, Munich
2014 - 2016	Consultant and investor, Housing.com, Mumbai, India
2011 - 2013	Senior Vice President Digital Services, Deutsche Telekom AG, Bonn, Germany
2005 - 2014	CEO, Scout24, Munich, Germany
2001 - 2005	Senior Vice President International Business, T-Online International AG, Darmstadt, Germany
1999 - 2001	Managing Director of Speed Ventures GmbH, Munich
1995 - 1999	Engagement Manager, McKinsey & Company, Hamburg

Other mandates

2015 - today	Member of the Board of Trustees of the Egmont Foundation, Copenhagen, Denmark
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2015 - 2018 Member of the Board of Trustees of CEWE Stiftung & Co. KGaA, Oldenburg, Germany

Education

1989 - 1995 MSc, PhD in Mathematics and Physics, Leibniz Universität Hannover, Hanover
1988 - 1989 Mathematics (Dipl.), King's College London, London, United Kingdom
1985 - 1988 BSc in Mathematics, Karlsruhe Institute of Technology (KIT), Karlsruhe, Germany

Personal and business relationships with the company, the executive bodies of the company and a shareholder with a material interest in the company which, in the opinion of the Supervisory Board, are decisive for the election decision: none.

Dr. Enderle holds the following memberships in other statutory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- i. Memberships of other statutory supervisory boards: Membership and Deputy Chairman of the Supervisory Board of Delivery Hero SE, Berlin (expected until June 2025);
- ii. Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises: none.

b. **Mr. Christian Bacherl**

Born on January 8, 1973 in Würzburg, Germany

Professional career

06/19 - today ACCNITE Group, Baldham, Germany: Founder & Managing Director
01/11 - 05/19 Baader Bank, Munich, Germany
07/15 - 02/19 Member of the Management Board
01/11 - 06/15 Co-head Corporates & Markets
07/97 - 12/10 UniCredit (formerly HypoVereinsbank), Munich, Germany
07/07 - 12/10 Head of Equity Capital Markets Germany (UCI)
04/06 - 06/07 Head of Equity Capital Markets (HVB)
01/05 - 03/06 Co-head Equity Capital Markets
06/02 - 12/05 Head of the share syndicate
07/98 - 05/02 Junior to senior positions in the equity syndicate
07/97 - 06/98 Treasury Masters Program (Trainee) on the syndicate table

Other mandates



04/21 - 06/23	ACCNITE Management GmbH, Baldham, Germany: Managing Partner (Managing Director) (subsequently merged into ACCNITE Partners GmbH)
08/19 - today	ACCNITE Partners GmbH, Baldham, Germany: Managing Partner (Managing Director)
08/19 - today	ACCNITE onDemand GmbH, Baldham, Germany: Managing Partner (Managing Director)
01/18 - 02/19	Baader & Heins Capital Management, Munich, Germany: Member of the Supervisory Board (resigned 02/19)
08/14 - 02/19	Baader Helvea, Switzerland, Zurich, Switzerland: Non-executive member of the Board of Directors (resigned 02/19)

Other professional experience

01/02 - 02/02	Credit Suisse First Boston, London, UK: secondment to the Equity Capital Markets division of CSFB
07/96 - 05/97	Salomon Brothers KAG, Frankfurt, Germany: Internship and part-time work in the front office
01/95 - 03/95	Bankers Trust, London, United Kingdom: Internship in the Risk Control Department
06/95 - 08/95	Merrill Lynch, Paramus, New Jersey, USA: Internship in the Private Clients Group

Education

09/93 - 06/97	European Business School, Oestrich-Winkel, Germany: Degree in Business Administration
01/95 - 12/95	James Madison University, Harrisonburg, Virginia, USA: Degree in Computer Sciences (B.Sc. Computer Sciences)
09/90 - 07/93	Johann-Schöner-Gymnasium, Karlstadt, Germany: University entrance qualification (Abitur)

Personal and business relationships with the company, the executive bodies of the company and a shareholder with a material interest in the company which, in the opinion of the Supervisory Board, are decisive for the election decision: none.

Mr. Bacherl holds the following memberships in other statutory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- i. Memberships of other statutory supervisory boards: none;
- ii. Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises: none.

c. Mr. Vishal Gaur

Born on March 19, 1972 in Ambala, India



Professional career

07/07 - today	Cornell University, Samuel Curtis Johnson Graduate School of Management, Cornell SC Johnson College of Business, Ithaca, New York, USA; since July 1, 2023: Anne and Elmer Lindseth Dean
07/07 - 06/08	Harvard Business School, Boston, Massachusetts, USA
07/01 - 06/07	New York University, Leonard N. Stern School of Business, New York, New York, USA

Other mandates

11/19 - today	DIBIZ Pte. Ltd, Singapore, Member of the Advisory Board
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Other professional experience

01/19 - today	IndiaMART InterMESH Ltd, Noida, Uttar Pradesh, India: Machine learning and data science
01/00 - 12/03	4R Systems, Berwyn, Pennsylvania, USA

Education

09/96 - 05/01	The Wharton School, University of Pennsylvania, Philadelphia, Pennsylvania, USA: Degree in Business and Information Management (Ph. D.)
09/96 - 05/00	The Wharton School, University of Pennsylvania, Philadelphia, Pennsylvania, USA: Degree in Business Administration and Applied Economics (M.A.)
07/93 - 04/95	Indian Institute of Management, Ahmedabad, India: Postgraduate Diploma in Management (P.G.D.M., comparable to an M.B.A.)
09/89 - 05/93	Indian Institute of Technology, Delhi, India: Degree in Computer Science and Engineering (B.Tech.)

Personal and business relationships with the company, the executive bodies of the company and a shareholder with a material interest in the company which, in the opinion of the Supervisory Board, are decisive for the election decision: none.

Mr. Gaur holds the following memberships in other statutory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- i. Memberships of other statutory supervisory boards: none;
- ii. Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises: Member of the Advisory Board of DIBIZ Pte. Ltd, Singapore.

d. **Dr. Shalini Sarin**

Born on June 15, 1965 in Ahmedabad, Gujarat, India



Professional career

03/25 - today	Independent Director of RSB Global Pvt. Ltd.
03/25 - today	Independent Director of Polyplex Ltd.
09/24 - today	Independent Director of Schneider Electric India Pvt. Ltd.
07/24 - today	Independent Director of Sagility India Ltd.
05/23 - today	Independent Director of Kirloskar Ferrous Ltd
01/20 - today	Managing Director of Telenergy Technologies Pvt. Ltd.
01/20 - today	Managing Director of Elektromobilitat India Pvt. Ltd.
11/19 - today	Independent Director of Kirloskar Oil Engines Ltd.
07/18 - today	Independent member of the Executive Board of Linde India Ltd.
09/14 - 12/20	Chief HR Officer at Philips Professional Lighting, now Signify N.V., Netherlands
04/09 - 08/14	Chief HR Officer and Head of CSR & Solar BoP at Schneider Electric, India
05/06 - 04/09	Head of HR Cairn India
05/03 - 04/06	Head of Learning & <i>Development</i> for Godfrey Phillips
03/01- 12/01	Consultant for Motorola <i>University</i> , Schaumburg, Illinois, USA
10/90 - 02/01	Activity for PricewaterhouseCoopers, India

Other mandates

04/20 - today	Member of the <i>Board of Trustees</i> of Plaksha University, India
09/23 - today	Member of the India Advisory Group of the Climate Group

Other professional experience

01/20 - today	Consultant at ELP Consulting and coach for executives (<i>Executive Coach</i>)
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Education

04/98 - 07/03	PhD in Organizational Behavior, Jamia Millia Islamia, India
07/88 - 07/90	Master in Sociology, Jamia Millia Islamia, India
07/85 -04/87	Postgraduate Diploma in Human Resource Management, Narsee Monjee Institute of Management Studies (NMIMS), Mumbai, India
07/82 - 05/85	BSc, University of Mumbai, India

Personal and business relationships with the company, the executive bodies of the company and a shareholder with a material interest in the company which, in the opinion of the Supervisory Board, are decisive for the election decision: none.

Dr. Sarin holds the following memberships in other statutory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- i. Memberships of other statutory supervisory boards: none;



- ii. Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises: none.

e. **Dr. Hans-Paul Bürkner**

Born on December 15, 1952 in Varel, Germany

Professional career

Until today	Senior Advisor to the Boston Consulting Group
Since 2021	<i>Global Chair Emeritus</i> , Boston Consulting Group
2013 - 2021	Global Chair, Boston Consulting Group
2004 - 2012	Chief Executive Officer (CEO), Boston Consulting Group
From 1997	Member of the <i>Executive Committee</i> of the Boston Consulting Group
1996 - 2003	Head of Global Financial Services, Boston Consulting Group
1991 - 1997	Head of the Frankfurt office of the Boston Consulting Group
Since 1987	Partner, Boston Consulting Group
Since 1981	Consultant at the Boston Consulting Group

Other mandates

2018 - today	Member of the Economic Council of VfL Bochum, Germany
2017 - today	Member of the International Advisory Board of ESADE, Barcelona, Spain

Other professional experience

1980 - 1981	Assistant Manager, Corporate Finance and International Syndication, Commerzbank AG
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Education

1976 - 1980	Doctorate, University of Oxford, United Kingdom
1973 - 1974	M.A., Yale University, New Haven, USA
1971 - 1976	Studied economics and sinology at the Ruhr University Bochum, Dipl.-Ök.

Personal and business relationships with the company, the executive bodies of the company and a shareholder with a material interest in the company which, in the opinion of the Supervisory Board, are decisive for the election decision: none.

Dr. Bürkner holds the following memberships in other statutory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- i. Memberships of other statutory supervisory boards: none;



- ii. Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises: none.

f. **Mr. Jack George Nigel John Clemons**

Born on November 10, 1966 in Wakefield, United Kingdom

Professional career

2019 - today	Member of the Board of Directors of DKSH Holding AG, Zurich, Switzerland
2016 - today	Member of the Board of Directors of Banque Cantonale Vaudoise, Lausanne, Switzerland
2012 - 2015	Group Chief Executive Officer/CEO, Bata Group, Singapore
2006 - 2012	Group Chief Financial Officer/CFO, Bata Group, Lausanne, Switzerland
2004 - 2006	Corporate Advisory, Geneva, Switzerland
2000 - 2004	CFO, COO at Firststream Group, Geneva, Switzerland
1995 - 2000	Partner at Deloitte
1989 - 1993	Certified Public Accountant (Auditor) at Touche Ross

Other mandates

2024 - today	International member of the Board of Trustees of the <i>Center for International Forestry Research/International Centre for Research in Agroforestry</i> , formerly <i>World Agroforestry Centre</i> (CIFOR/ICRAF), Bogor, Indonesia
2017 - today	International member of the Board of Trustees of the <i>World Wide Fund for Nature</i> (WWF), Gland, Switzerland

Other professional experience

2021 - today	Advisor to the Board of Directors of Unit8, Lausanne, Switzerland
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Education

2016	High Performance Boards Program, International Institute for Management Development (IMD), Lausanne, Switzerland
2015	Leading from the Chair Program, INSEAD, Fontainebleau, France
1994	MBA, INSEAD, Fontainebleau, France
1989 - 1992	Chartered Accountant, ICAEW, London, United Kingdom
1986 - 1989	M.A., University of Cambridge (<i>Cambridge University</i>), United Kingdom



Personal and business relationships with the company, the executive bodies of the company and a shareholder with a material interest in the company which, in the opinion of the Supervisory Board, are decisive for the election decision: none.

Mr. Clemons holds the following memberships in other statutory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- i. Memberships of other statutory supervisory boards: none;
- ii. Memberships of comparable domestic and foreign supervisory bodies of commercial enterprises: Member of the Board of Directors of DKSH Holding AG, Zurich, Switzerland; Member of the Board of Directors of Banque Cantonale Vaudoise, Lausanne, Switzerland.

g. **Mr. Carl Georg Dürschmidt**

Born on March 2, 1958 in Neutraubling, Germany

Professional career

09/22 - today	Member of the Supervisory Board of Allgeier SE, Munich
2020 - 04/25	Chairman of the Supervisory Board of Nagarro SE
2003 - 2020	Chairman of the Management Board of Allgeier SE, Munich
1995 - 1998	Co-founder and board member of a privately financed investment company
1989 - 1994	Worked for an investment company with a focus on German SMEs (IPO in 1990), then member of the Management Board
1986 - 1989	Worked for an international management consultancy in the field of strategy consulting for SMEs

Other professional experience

Until 1986	Authorized signatory in a medium-sized company
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Education

1979 - 1983	Studied economics at Munich University of Applied Sciences
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Personal and business relationships with the company, the executive bodies of the company and a shareholder with a material interest in the company which, in the opinion of the Supervisory Board, are decisive for the election decision: Mr. Dürschmidt is the managing director with sole power of representation of Lantano Beteiligungen GmbH, Munich; according to the most recent information available to the company, Lantano Beteiligungen GmbH holds 19.21% of the share capital and voting rights in Nagarro SE and thus represents a shareholder with a material interest in Nagarro SE within the meaning of recommendation C.13 of the GCGC. In addition, according to the latest information available to the company, Lantano Beteiligungen GmbH, whose managing director with sole power of representation is Mr. Dürschmidt, holds instruments within the meaning of



Section 38 (1) No. 1 WpHG with regard to shares in the company amounting to 5.08% of the share capital.

Mr. Dürschmidt holds the following memberships in other statutory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- i. Memberships of other statutory supervisory boards: Membership and chairmanship of the Supervisory Board of Allgeier SE, Munich;
- ii. Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises: none.

2. Regarding agenda item 12 (Resolution on the authorization to acquire and use treasury shares in accordance with Section 71 para. 1 no. 8 AktG and to exclude subscription and tender rights)

Report of the Management Board on agenda item 12:

Nagarro SE is to be authorized again at this year's Annual General Meeting to acquire and use treasury shares in accordance with Section 71 (1) No. 8 AktG. The company is to acquire shares amounting to up to 10% of the share capital over a period of up to five years and thus be able to use the legal framework for such authorizations. Treasury shares may be purchased on the stock exchange, by means of a public purchase offer or a public exchange offer by the company itself or by Group companies or third parties acting on its or their behalf. The purchase via the stock exchange can also be carried out as part of a buyback program with which banks or securities firms are commissioned. The company can also transfer the management of the buyback program to such a company. For example, the company's ongoing share buyback program, which began on 6 February 2025, is being carried out under the leadership of such a company. The possibility of an exchange offer gives the company additional flexibility in that it can also offer shares held by it in a listed company within the meaning of Section 3 (2) AktG as consideration for the acquisition of treasury shares instead of cash. Such an exchange offer can also be an attractive alternative to a public purchase offer for shareholders.

If the number of Nagarro shares tendered or offered for purchase or exchange exceeds the total volume intended for acquisition by the company, the acquisition may be carried out excluding the shareholders' tender rights in proportion to the number of Nagarro shares tendered or offered per shareholder instead of in proportion to the participation quotas in order to simplify the allocation procedure. This simplification is also served by the possibility of preferential consideration of small numbers of up to 150 tendered or offered shares per shareholder and rounding according to commercial principles.

The proposed resolution also authorizes the use or sale of treasury shares acquired on the basis of this or previously granted authorizations or in accordance with Section 71d sentence 5 AktG or otherwise. The authorization is described in more detail below, in particular to the extent that it is linked to the exclusion of shareholders' subscription rights.



Repurchased treasury shares may be used in accordance with lit. c. (2) of the authorization proposed under agenda item 12 in connection with share-based compensation or employee share programs. Nagarro promotes an ownership culture in the company and enables employees and managers worldwide to participate in the company and its development through share programs and share-based remuneration. Such participation is also desired by the legislator and is therefore facilitated in several ways. The issue of shares to employees of Nagarro SE or its affiliated companies and to members of the executive bodies of companies affiliated with Nagarro SE is intended to strengthen the identification of these persons with Nagarro. They should be tied to the company and also participate as shareholders in its long-term development. In the interests of the company and its shareholders, this is intended to strengthen the understanding and willingness to assume greater responsibility, especially economic responsibility. The issue of shares also enables structures with a long-term incentive effect in which not only positive but also negative developments can be taken into account. For example, the granting of shares with a lock-up period or holding incentives allows for a malus effect in addition to the bonus effect in the event of negative developments. This is intended to provide an incentive to ensure a lasting increase in the value of the company. The authorization also allows shares to be transferred to employees and managers without any consideration being linked to the transfer and at special employee conditions. The details of the conditions of the various models of employee share programs and share-based remuneration can be defined differently in each case, taking into account the interests of the company and its shareholders, and must also take into account the relevant national regulations for such programs, which vary around the world.

The aforementioned objectives are pursued in the Nagarro Group with various models of employee share programs and share-based compensation. In particular, Nagarro launched an Employee Share Participation Program ("ESPP") called MyN (for "My Nagarro") in 2023, which is open to all Nagarro employees worldwide. Under this program, employees receive one additional share ("matching share") in Nagarro SE for every three shares they purchase and hold for three years of continuous service ("investment shares"), subject to certain maximum limits.

Shares may also be issued under the aforementioned employee share programs and remuneration models to third parties (such as banks or companies operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG)), which transfer the shares to the participants in these programs or transfer beneficial ownership and/or the economic benefits from the shares. The use of the authorization proposed under agenda item 12 lit. c. (2) shall not, however, be limited to the aforementioned employee share programs and share-based payments. Rather, the shares covered by this authorization shall also be available for cases in which new employee share programs and share-based payments, possibly also limited to individual companies, are introduced or existing employee share programs and share-based payments are expanded or adjusted for the benefit of employees of Nagarro SE or its affiliated companies as well as members of the executive bodies of companies affiliated with Nagarro SE.



The issue of shares may be subject to further conditions such as blocking periods, lock-up periods, the achievement of certain targets or remaining in the Group.

The objectives of identification with the company, loyalty to the company and the assumption of entrepreneurial co-responsibility described in detail above are in the interests of the company and its shareholders. The transfer of existing or newly repurchased treasury shares instead of using any authorized capital that may also be available can be an economically sensible alternative, as it avoids the expense associated with a capital increase and the admission of new shares. The structure of the individual employee share programs and share-based remuneration as well as the number of shares issued to beneficiaries and the benefits granted are proportionate to the company's situation and the expected benefits for the company. The exclusion of subscription rights required for this use is therefore generally in the interests of the company and its shareholders.

According to lit. d. of the authorization proposed under agenda item 12, repurchased treasury shares may also be used to service purchase obligations or purchase rights to Nagarro shares that have been or will be agreed with members of the Management Board of Nagarro SE under existing or future arrangements for Management Board remuneration or existing or future remuneration programs. In particular, they can be offered, promised and transferred to the members of the Management Board, also at the company's discretion, instead of a corresponding cash payment. The exclusion of shareholders' subscription rights is also necessary in this respect and is in the interests of the company and its shareholders. Variable remuneration components can be granted that provide an incentive for long-term, sustainable corporate management, for example by granting part of the variable remuneration in shares blocked for a certain period or in commitments to shares with a blocking period instead of in cash. In addition, such share-based remuneration components can be linked to certain performance targets, such as the development of the return on Nagarro shares in an international industry comparison or other value enhancement or sustainability targets.

By transferring shares subject to a lock-up period or granting other share-based remuneration instruments to members of the Management Board, part of the remuneration can be deferred and thus the commitment to the company can be increased by the Management Board participating in a sustained increase in the value of the company and only being able to dispose of the remuneration components after the end of the lock-up period. As such shares can only be sold after the vesting period has expired, the Management Board member participates not only in positive but also in negative developments in the share price during the vesting period. In addition to the bonus effect, a malus effect can therefore also occur for the members of the Management Board.

The details of the remuneration for the members of the Management Board are determined by the Supervisory Board as part of a remuneration system for the members of the Management Board approved by the Annual General Meeting. The Supervisory Board decides on the selected structure and type of service for the shares used as part of the Management Board remuneration and the Management Board decides on the other shares. In doing so, these bodies will be guided exclusively by the interests of the company and its shareholders.



In addition, the Management Board should be able, with the approval of the Supervisory Board, in accordance with lit. c. (3) of the authorization proposed under agenda item 12, with the approval of the Supervisory Board, to offer and transfer treasury shares against contributions in kind and thus to use them as consideration in the context of business combinations or as consideration for the (also indirect) acquisition of companies, operations, parts of companies, equity interests or other assets or claims to the acquisition of assets including receivables from the company or its Group companies. The authorization proposed for this reason is intended to strengthen Nagarro SE in the competition for interesting acquisition targets and to enable it to react quickly, flexibly and in a liquidity-preserving manner to opportunities to acquire such assets using treasury shares. The proposed exclusion of shareholders' subscription rights takes this into account. The decision as to whether and to what extent treasury shares or shares from authorized capital are used as acquisition currency in individual cases is made by the Management Board, which is guided exclusively by the interests of the company and its shareholders. When determining the valuation ratios, the Management Board will ensure that the interests of the shareholders are adequately safeguarded. In doing so, the Management Board will take into account the market price of Nagarro shares. However, a schematic link to a stock market price is not intended, in particular so that once negotiation results have been achieved, they cannot be called into question again by fluctuations in the stock market price.

According to lit. c. (4) of the authorization proposed under agenda item 12, it should also be possible, with the approval of the Supervisory Board, to sell treasury shares against cash payment with the exclusion of subscription rights, for example to one or more institutional investors or to open up new groups of investors. The prerequisite for such a sale is that the selling price is not significantly lower than the market price of a Nagarro share. The option of selling repurchased treasury shares for cash while excluding shareholders' subscription rights serves the company's interest in achieving the best possible price when selling treasury shares. The exclusion of subscription rights enables a placement close to the market price, so that the usual discount for rights issues does not apply. Compared to a delayed sale of the shares via the stock exchange, this procedure leads to an immediate inflow of funds and avoids the uncertainties of future stock market developments for the total purchase price received. This puts the company in a position to take advantage of opportunities that arise quickly, flexibly and cost-effectively depending on the state of the stock market. The arithmetical proportion of the share capital attributable to the treasury shares sold under such a simplified exclusion of subscription rights may not exceed a total of 10% of the share capital at the time the resolution is adopted by the Annual General Meeting or - if this value is lower - at the time the authorization is exercised. By basing the selling price on the stock market price, the concept of protection against dilution is taken into account and the financial and voting interests of the shareholders are adequately safeguarded. When determining the final selling price, the management will endeavor - taking into account the current market conditions - to keep any discount on the stock market price as low as possible. In principle, the shareholders have the option of maintaining their shareholding by purchasing Nagarro shares on the stock exchange at comparable conditions, while the company is given further room for maneuver in the interests of the shareholders.



In addition, it is ensured that the number of treasury shares issued in accordance with agenda item 12 lit. c. (4) with simplified exclusion of subscription rights in corresponding application of Section 186 para. 3 sentence 4 AktG together with other shares that are issued or sold in direct or corresponding application of this provision during the term of the authorization until the time it is exercised, does not exceed the statutory limit of the share capital set out in Section 186 para. 3 sentence 4 AktG. This limit also includes shares issued or granted or to be issued or granted on the basis of a convertible or warrant bond issued during the term of the authorization with the exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 AktG.

In addition, the company should also be able to use treasury shares in accordance with lit. c. (5) of the authorization proposed under agenda item 12 to service or secure acquisition obligations or acquisition rights to Nagarro shares, in particular from and in connection with convertible bonds or bonds with warrants issued by the company or its Group companies. When deciding whether to issue treasury shares or new shares to service such acquisition obligations or acquisition rights, the Management Board will give appropriate consideration to the interests of the shareholders. The same applies to the question of whether convertible bonds or bonds with warrants can be serviced with treasury shares, including exclusively if necessary. In all such cases, shareholders' subscription rights must be excluded. This also applies to the granting of a customary form of protection against dilution insofar as the holders or creditors of conversion or option rights to shares in the company or corresponding conversion or option obligations are granted subscription rights to shares in the company's rights issues to the extent to which they would be entitled after already exercising these rights or fulfilling these obligations.

Furthermore, according to lit. f. of the authorization proposed under agenda item 12, in the event of a sale of treasury shares by public offer to all shareholders, subscription rights for fractional amounts may be excluded in order to facilitate settlement.

Finally, treasury shares pursuant to lit. c. (1) of the authorization proposed under agenda item 12 without a new resolution by the Annual General Meeting. The redemption can also take place without a capital reduction, so that the proportionate amount of the remaining no-par value shares in the share capital increases.

The Management Board will report on the use of the authorization at the next Annual General Meeting.

3. Regarding agenda item 13 (Resolution on the creation of Authorized Capital 2025 against cash and/or non-cash contributions with the authorization to exclude subscription rights and corresponding amendment to the Articles of Association)

Report of the Management Board on agenda item 13:

The creation of new Authorized Capital 2025 for a total of up to EUR 4,132,795.00 through the issue of up to 4,132,795 no-par value registered shares will be proposed to the Annual General Meeting. The new Authorized Capital 2025 is to be available for both



cash and non-cash capital increases and can be used once or several times and also in partial amounts, whereby the total amount may not be exceeded. The new Authorized Capital 2025 is to replace the previous Authorized Capital pursuant to Article 6 of the company's Articles of Association, which expires on 23 September 2025 and currently amounts to EUR 5,456,000.00 after partial utilization by the company. The new Authorized Capital 2025 is intended to enable the company to act quickly and flexibly without having to wait for the Annual General Meeting or convene an Extraordinary General Meeting. The proposed amount of the new Authorized Capital 2025 of up to 4,132,795 new shares would correspond to a 30% increase in the current share capital if fully utilized.

When using the Authorized Capital 2025, shareholders generally have a subscription right. In order to facilitate processing the new shares may also be taken over by banks and other issuing companies with the obligation to offer them to shareholders for subscription (indirect subscription right) in accordance with Section 186 para. 5 sentence 1 AktG. However, the Management Board should also be authorized to exclude subscription rights with the approval of the Supervisory Board, particularly in the cases specified in the proposed authorization.

In the case of capital increases against contributions in kind, subscription rights may be excluded with the approval of the Supervisory Board in order to give the Company the opportunity to use Nagarro shares quickly and flexibly, in particular in the context of business combinations or for the (also indirect) acquisition of companies, operations, parts of companies, equity interests or other assets or claims to the acquisition of assets, including receivables from the Company or its Group companies, without recourse to the capital market. Nagarro SE faces global competition and must be able to act quickly and flexibly on international and regional markets in the interests of its shareholders at all times. This also includes acquiring companies, operations, parts of companies, equity interests or other assets or claims to the acquisition of assets, including receivables from the Company or its Group companies, at short notice in order to improve its competitive position. The granting of shares as consideration may be expedient or even necessary in order to preserve liquidity or meet the seller's expectations. The proposed exclusion of shareholders' subscription rights in the case of contributions in kind takes this into account. The dilution caused by the exclusion of subscription rights is offset by the fact that the expansion of the business is financed by third parties through the strengthening of equity and the existing shareholders - albeit with a lower participation and voting right quota than before - participate in a company growth that they would have to finance from their own funds if subscription rights were granted. The stock market listing also gives every shareholder the fundamental opportunity to increase their shareholding again by acquiring additional shares.

The possibility of issuing shares to members of the Management Board against the contribution of claims of members of the Management Board against the company as part of existing or future regulations on Management Board remuneration or existing or future remuneration programs also serves to protect the company's liquidity; this serves in particular to service payment claims of Management Board members against the company



on the basis of corresponding remuneration components determined by the Supervisory Board as part of the remuneration system.

In the case of cash capital increases, the Management Board should be able to exclude subscription rights with the approval of the Supervisory Board if the new shares are issued at an amount that is not significantly lower than the market price of the company's shares already listed on the stock exchange. When determining the issue price, the management will endeavor - taking into account current market conditions - to keep any discount on the stock market price at this time as low as possible. This authorization enables the company to take advantage of market opportunities quickly and flexibly and to cover capital requirements at short notice. New shares can be issued, for example, to one or more institutional investors or to open up new investor groups, including so-called anchor investors. The exclusion of subscription rights enables a placement close to the stock market price, so that the usual discount for rights issues does not apply. The notional interest in the share capital attributable to the shares issued under such a simplified exclusion of subscription rights may not exceed 10% of the share capital at the time the authorization becomes effective or - if this value is lower - at the time the authorization is exercised. This takes account of the shareholders' need for protection against dilution of their shareholdings. In addition, every shareholder may in principle acquire shares on the market at comparable conditions in order to maintain their shareholding quota. Shares that are issued or sold during the term of this authorization up to the time it is exercised in direct or analogous application of Section 186 para. 3 sentence 4 AktG are to be counted towards this limit. Shares issued or granted or to be issued or granted on the basis of a convertible bond or bond with warrants issued during the term of this authorization with simplified exclusion of subscription rights in accordance with this provision shall also count towards this limit.

The proposed authorization also provides for the Management Board to exclude subscription rights for fractional amounts with the approval of the Supervisory Board. Such reasonable and market-compliant exclusion of subscription rights with regard to these possible fractional amounts serves to enable the authorization to be utilized by round amounts and thus to ensure easier processing. Due to the restriction to fractional amounts, the potential dilution effect is generally very low.

In addition, the subscription right may be excluded with the approval of the Supervisory Board in order to grant subscription rights to the holders or creditors of conversion or option rights to shares in the company or corresponding conversion or option obligations arising from bonds issued or guaranteed by Nagarro SE or its Group companies to compensate for dilution to the extent to which they would be entitled after exercising these conversion or option rights or fulfilling these conversion or option obligations. This makes it possible to grant the holders or creditors of such instruments a form of protection against dilution that is accepted on the market. They are thus placed in the same position as if they were already shareholders. In order to provide the bonds with such dilution protection, shareholders' subscription rights to these shares must be excluded.



The proportion of the share capital represented by the shares issued against cash and/or non-cash contributions in accordance with this authorization with the exclusion of subscription rights may not exceed a total of 20% of the share capital at the time this authorization comes into effect. Shares that were (i) issued from conditional capital or (ii) are to be issued or granted on the basis of a convertible bond or bond with warrants issued during the term of this authorization with the exclusion of subscription rights are to be counted towards this limit. These regulations on a capital limit further restrict the authorization to exclude subscription rights when using the Authorized Capital 2025 in addition to the regulations on the simplified exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 AktG and once again provide shareholders with special protection against a dilution of their shareholding.

In each case, the Management Board will carefully examine whether the use of Authorized Capital 2025 and, in particular, the exclusion of subscription rights is in the interests of the company and its shareholders. It will only do so if, in the opinion of the Management Board and the Supervisory Board, it is in the interests of the company and thus its shareholders. The Management Board will report to the Annual General Meeting on the utilization of the Authorized Capital 2025.

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III. FURTHER INFORMATION ON THE CONVOCATION

1. **Authorization to participate in the Annual General Meeting and to exercise voting rights; InvestorPortal of Nagarro SE**

In accordance with Section 20.1 of the company's Articles of Association, shareholders who are entered in the company's share register and have registered in good time prior to the Annual General Meeting are entitled to attend the Annual General Meeting and exercise their shareholder rights, in particular their voting rights.

Registration for the Annual General Meeting must be received by the company in text form (Section 126b BGB) at the following address or e-mail address no later than six days before the Annual General Meeting (not including the day of the Annual General Meeting and receipt), i.e. no later than June 23, 2025, 24:00 hours (CEST):

Nagarro SE
c/o Computershare Operations Center
80249 Munich
E-Mail: anmeldestelle@computershare.de

The company continues to offer its shareholders the opportunity to register online via the InvestorPortal, which can be accessed via the company's website at <https://www.nagarro.com/en/investor-relations/agm>, subject to the aforementioned registration deadline. To access the InvestorPortal, shareholders need their shareholder number and the corresponding password.



The relevant access data will be sent to the shareholders entered in the share register in accordance with legal requirements.

A universally usable registration, authorization and instruction form, which can also be used to issue authorizations and instructions to the proxies appointed by the company in text form, is available for download on the company's website at <https://www.nagarro.com/en/investor-relations/agm>.

Registration for the Annual General Meeting, voting (also by proxy), the granting of power of attorney and instructions to proxies appointed by the company and the authorization of third parties can also be transmitted to the company via intermediaries in accordance with SRD II in conjunction with the Implementing Regulation (EU 2018/1212) in ISO 20022 format (e.g. via SWIFT) in accordance with Section 67c AktG. Authorization via the SWIFT Relationship Management Application (RMA) is required for registration via SWIFT.

Shareholders who are not entered in the share register until after Monday, June 9, 2025, 00:00 (CEST), will not receive an invitation in accordance with the statutory provisions. However, these shareholders may request invitation documents via the aforementioned communication channels. It should be noted that the request must be made in good time to enable the invitation to be sent and registration to be completed by the registration deadline. Shareholders entitled to attend or their authorized representatives will be sent admission tickets to the Annual General Meeting. Shareholders who register via the InvestorPortal have the option of printing out their admission ticket directly or having it sent to them by e-mail.

The shares are not blocked or blocked by registering for the Annual General Meeting. Shareholders can therefore continue to freely dispose of their shares even after registration. The number of shares entered in the share register on the day of the Annual General Meeting is decisive for participation and voting rights. This will correspond to the number of shares held on the registration deadline of June 23, 2025, 24:00 hours (CEST), as for technical reasons no transfers will be made in the share register (transfer stop) from the end of the registration deadline (June 23, 2025, 24:00 hours (CEST)) until the end of the day of the Annual General Meeting (June 30, 2025, 24:00 hours (CEST)). The *technical record date* is therefore the end of June 23, 2025 (24:00 hours (CEST)). Purchasers of shares in the company who are not yet entered in the share register are therefore requested to submit applications for re-registration as soon as possible.

2. Postal vote

Shareholders entitled to vote or their proxies may cast, change and revoke their votes in writing or by means of electronic communication by postal vote. Proper registration is required to exercise voting rights by postal vote.

In particular, votes can be transmitted, changed or revoked electronically using the access-protected InvestorPortal of Nagarro SE at <https://www.nagarro.com/en/investor-relations/agm> until June 29, 2025, 6:00 p.m. (CEST). We would like to point out that this function via the InvestorPortal will be closed upon expiry of the above deadline.



Voting rights can also be exercised by postal vote using the universal registration, proxy and instruction form. Absentee votes submitted in this way or their amendment or revocation must be received at the following address (by post or e-mail) by June 29, 2025 (24:00 hours (CEST)) at the latest in order to be considered at the Annual General Meeting:

Nagarro SE
c/o Computershare Operations Center
80249 Munich
E-Mail: anmeldestelle@computershare.de

3. Proxy voting

3.1 Authorization of a third party

Shareholders have the option of appointing a proxy, such as an intermediary, the custodian bank or a shareholders' association, to attend the Annual General Meeting on their behalf and exercise their voting rights. Timely registration by the shareholder is also required in the case of proxy voting - as explained above under **III.1**.

The granting of proxy, its revocation and proof of authorization must be in text form (for the exceptions for proxies pursuant to Section 135 AktG, see **Section III.3.2** below). Authorization may be granted both before and during the Annual General Meeting.

The proxy authorization and its revocation can be in text form to the company prior to the Annual General Meeting by no later than June 29, 2025 (24:00 hours (CEST)) at the following address (by post or e-mail)

Nagarro SE
c/o Computershare Operations Center
80249 Munich
E-Mail: anmeldestelle@computershare.de

be issued in writing. Furthermore, the proxy can also be granted and revoked electronically using the access-protected Nagarro SE InvestorPortal at <https://www.nagarro.com/en/investor-relations/agm>. The granting, amendment and revocation of a proxy by declaration to the company (with the exception of the granting of a proxy to a credit institution or a shareholders' association or another person or association of persons equivalent to a credit institution pursuant to Section 135 (8) or (10) AktG) via the InvestorPortal can be made until June 29, 2025, 6:00 p.m. (CEST). We would like to point out that this function via the InvestorPortal will be closed upon expiry of the above deadline.

Proxy forms, which can be used to authorize proxies at the Annual General Meeting itself, are available to shareholders entitled to attend or their representatives at the admission desk on the day of the Annual General Meeting.

Alternatively, the power of attorney and its revocation can be issued to the proxy in text form. If the power of attorney is granted to the proxy in text form, proof of authorization in text form



is required vis-à-vis the company, unless otherwise stipulated in Section 135 AktG (see **Section III.3.2** below). Proof of authorization can be sent to the company at the above address, including the electronic communication channel (e-mail) specified there, or transmitted via Nagarro SE's access-protected InvestorPortal. Proof that a proxy has been granted can also be provided by the proxy presenting the duly granted proxy at the admission desk on the day of the Annual General Meeting. If the proxy is granted by declaration to the company, separate proof is not required.

3.2 Proxy voting by an intermediary, a shareholders' association or equivalent persons (Section 135 AktG)

If a proxy is granted to an intermediary, a shareholders' association or a person or institution equivalent to these with regard to the exercise of voting rights in accordance with the provisions of stock corporation law, the granting of a proxy and its revocation do not require text form in accordance with the statutory provisions. In this respect, it is sufficient if the proxy declaration is verifiably recorded by the proxy. Intermediaries and shareholders' associations as well as persons and institutions equivalent to them pursuant to Section 135 AktG may stipulate different regulations for their own authorization. Shareholders are requested to consult with the respective proxy or proxies in this regard. Separate proof of authorization to the company is not required in this case.

3.3 Proxy voting by proxies of the company

We offer all shareholders and their proxies the opportunity to be represented by our proxies. Proper registration is also required in this case. If the proxies appointed by the company are authorized, they must always be given instructions for exercising voting rights. Representation by proxies appointed by the company is limited to exercising voting rights in accordance with instructions when voting on the resolutions proposed by the management on the items on the agenda; the proxies appointed by the company do not accept instructions to exercise voting rights on other proposed resolutions or to exercise other shareholder rights at the Annual General Meeting.

The authorization and instructions must be issued in text form. Proxies and instructions to the proxies of the company can be issued, amended or revoked until June 29, 2025, 6:00 p.m. (CEST), via the access-protected InvestorPortal of Nagarro SE at <https://www.nagarro.com/en/investor-relations/agm>.

The universal registration, proxy and instruction form can be used to authorize and instruct the proxies by other means. Proxies and instructions or their revocation or amendment prior to the Annual General Meeting must be received at the following address (by post or e-mail) by June 29, 2025 (24:00 hours (CEST)) at the latest in order to be considered at the Annual General Meeting:

Nagarro SE
c/o Computershare Operations Center
80249 Munich
E-Mail: anmeldestelle@computershare.de



Furthermore, the company's proxies can also be authorized at the Annual General Meeting itself until the start of voting; shareholders entitled to attend or their proxies will receive a corresponding form at the admission desk on the day of the Annual General Meeting.

Shareholders entitled to attend the Annual General Meeting remain entitled to attend the Annual General Meeting in person even after authorizing a third party or a proxy appointed by the company. If the shareholder or a third party authorized by the shareholder attends the Annual General Meeting in person, any instructions previously issued to the proxies appointed by the company, including the associated instructions, expire without separate revocation; in this case, the proxies appointed by the company will not act on the basis of a power of attorney previously issued to them.

3.4 Supplementary information on exercising voting rights

If the company receives different declarations on the exercise of voting rights for one and the same shareholding by different means of transmission, only the last declaration submitted will be taken into account. If the company is unable to determine which of the declarations was submitted last, these declarations will be taken into account in the following order: (1) via the InvestorPortal, (2) by e-mail and (3) by post.

If declarations containing more than one form of exercising voting rights are received at the same time and by the same means, postal votes take precedence over the issuing of authorization and instructions to the company proxies. If power of attorney and instructions are issued simultaneously and in the same way to both the company's proxies and another proxy, the power of attorney and instructions to the company's proxies shall take precedence unless the power of attorney and instructions to the proxies are subsequently revoked or amended.

If an individual vote is held on an agenda item without this having been communicated in advance of the Annual General Meeting, any instructions previously issued to the proxies to exercise voting rights on this agenda item as a whole or a vote cast by postal vote on this agenda item as a whole shall also be deemed to be a corresponding instruction or corresponding vote for each item of the associated individual vote, unless it is changed or revoked.

4. Shareholders' rights pursuant to Art. 56 sentence 2, 3 SE Regulation, § 50 para. 2 SEAG, §§ 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG

4.1 Requests for additions to the agenda (Art. 56 sentence 2, 3 SE-VO, § 50 para. 2 SEAG, § 122 para. 2 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. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing to the Management Board of Nagarro SE and must be received by the company no later than 30 days before the meeting, i.e. by Friday, May 30, 2025 (24:00 hours (CEST)). Such a request must be sent to the following address:



Nagarro SE
Management Board
Baierbrunner Str. 15
81379 Munich

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.

4.2 Countermotions and election proposals (Sections 126 (1), 127 AktG)

Shareholders may send the company countermotions to proposals by the Management Board and/or Supervisory Board on specific agenda items as well as election proposals. Countermotions to be made available must be accompanied by a statement of reasons. Countermotions, election proposals and other inquiries from shareholders regarding the Annual General Meeting must be sent exclusively to the following address:

Nagarro SE
Baierbrunner Str. 15
81379 Munich
E-mail: hv@nagarro.com

Countermotions or election proposals sent to any other address will not be considered. The company will publish all countermotions and election proposals received from shareholders at the above address by the end of June 15, 2025 (24:00 hours (CEST)) at the latest, including the name of the shareholder and the reasons to be made accessible in accordance with Section 126 AktG and Section 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.

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

4.3 Shareholders' right to information pursuant to Section 131 (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.



The Management Board may refuse to provide information under certain conditions set out in more detail in Section 131 (3) AktG. Furthermore, the chairman of the meeting is authorized, in accordance with Section 22.2 of the company's Articles of Association, to impose reasonable time limits on the shareholders' right to ask questions and speak.

5. Information on the company's website

This invitation and the further information and documents specified in Section 124a AktG are available for download on the company's website at <https://www.nagarro.com/en/investor-relations/agm>.

6. Total number of shares and voting rights

The total number of shares in Nagarro SE at the time the Annual General Meeting is convened is 13,775,985. The total number of voting rights therefore amounts to 13,775,985 at the time the Annual General Meeting is convened. 941,702 of the 13,775,985 shares are treasury shares on May 2, 2025, from which the company has no rights, in particular no voting rights, in accordance with Section 71b AktG.

7. Time data

Unless expressly stated otherwise, all times stated in this invitation to the Annual General Meeting are Central European Summer Time (CEST) as applicable in Germany on the relevant date. Coordinated Universal Time (UTC) corresponds to Central European Summer Time (CEST) minus two hours.

Munich, May 2025

Nagarro SE
The Management Board

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Information for shareholders on data protection with regard to data collection for the purposes of the Annual General Meeting

In connection with the Annual General Meeting on 30 June 2025 the company processes personal data (in particular surname, first name, date of birth, address and other contact details of the shareholder, e-mail address if applicable, number of shares, type of ownership of the share and, if applicable, name and address of the shareholder representative authorized by the respective shareholder) on the basis of the applicable data protection regulations. Information for shareholders on data protection is available on the company's website at <https://www.nagarro.com/en/investor-relations/agm>.