

**Non-Binding Convenience Translation
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the German version shall prevail as the decisive version.



**Remuneration system
for the members of the Supervisory Board
of Nagarro SE**

1. Resolution of the Annual General Meeting on the remuneration system for the members of the Supervisory Board

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, previous 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 section 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 revise 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.

2. Key principles and structure of the previous remuneration system for members of the Supervisory Board

The current remuneration of the members of the company's Supervisory Board is regulated in Article 17 of the Articles of Association. The current regulation has the following wording:

"17. Remuneration

17.1 Each member of the Supervisory Board receives a fixed annual remuneration of EUR 150,000.00.

17.2 The Chairman of the Supervisory Board receives 150% and the Deputy Chairman of the Supervisory Board 125% of the remuneration.

- 17.3 One quarter of the remuneration is due at the end of each quarter for the previous quarter.
- 17.4 Members joining or leaving the Supervisory Board within a financial year receive the remuneration pro rata temporis, rounded up or down to full months.
- 17.5 The company shall reimburse each member of the Supervisory Board, at his request and against proof, for the necessary and reasonable expenses incurred in the exercise of his office and any value added tax payable on the remuneration and reimbursement of expenses.
- 17.6 The company may take out D&O insurance for the benefit of the members of the Supervisory Board with an appropriate sum insured for the members of the Supervisory Board, which covers liability arising from Supervisory Board activities.
- 17.7 The above regulations are to be applied for the first time for the financial year beginning on January 1, 2021."

The remuneration system for the members of the Supervisory Board of Nagarro SE behind the current remuneration system in accordance with Section 17 of the Articles of Association is as follows, applying Section 87a (1) sentence 2 AktG mutatis mutandis:

The Supervisory Board must monitor and advise the Executive Board in its management of the company, both in relation to the past and preventively. It receives appropriate and competitive remuneration for this. This enables the company to attract suitable candidates for the office of Supervisory Board member and to retain them in their function on the board in the long term. The remuneration should be geared towards appropriately remunerating the members of the Supervisory Board for their diligent and conscientious performance of monitoring and advising the Executive Board. In this way, it contributes to the promotion of the business strategy and the long-term positive development of the company.

In accordance with suggestion G.18 sentence 1 of the German Corporate Governance Code in the version dated April 28, 2022 (GCGC) and in line with common practice, the members of the Supervisory Board receive fixed remuneration only (Article 17.1 of the Articles of Association of Nagarro SE). This strengthens the independence of the Supervisory Board. In particular, the Management Board and Supervisory Board are of the opinion that purely fixed remuneration promotes an objective and neutral performance of the advisory and monitoring function as well as independent personnel and remuneration decisions by the Supervisory Board vis-à-vis the Management Board more than variable remuneration or individual variable remuneration components.

In accordance with recommendation G.17 of the GCGC, the higher time commitment of the Chairman of the Supervisory Board and his deputy is appropriately taken into account by increasing the respective basic remuneration in accordance with Article 17.2 of the Articles of Association. No attendance fee or other additional remuneration components are paid.

Remuneration is paid quarterly in accordance with Article 17.3 of the Articles of Association. If Supervisory Board members only belong to the Supervisory Board for part of a financial year, they receive the remuneration on a pro rata basis, rounded up or down to full months (Article 17.4 of the Articles of Association).

In accordance with Article 17.5 of the Articles of Association, the company reimburses each member of the Supervisory Board for the necessary and reasonable expenses incurred in the exercise of their office and any value added tax payable on these expenses and on the Supervisory Board remuneration; this is also common practice. In addition, Article 17.6 of the Articles of Association stipulates that the company may take out D&O insurance with an appropriate sum insured in favor of the members of the Supervisory Board to cover liability arising from Supervisory Board activities. Other remuneration-related legal transactions do not exist and are not intended.

The current remuneration system for the members of the Supervisory Board described above has been in place since the 2021 financial year in accordance with Article 17.7 of the Articles of Association.

3. Review and critical assessment of the existing remuneration system

The amount of remuneration set out in the Articles of Association should be commensurate with the duties of the Supervisory Board members and the situation of the company and should also be customary in comparison to the Supervisory Board remuneration of other listed companies. The Supervisory Board regularly reviews the appropriateness of the remuneration in this sense, at least every four years, in preparation for the regular proposal to the Annual General Meeting for a resolution on the remuneration of the Supervisory Board members. A vertical comparison of Supervisory Board remuneration with the remuneration of employees of the company or the Group as a whole does not take place due to the special nature of Supervisory Board activities. As the remuneration of the Supervisory Board is regulated in the Articles of Association and must be approved by the Annual General Meeting, any conflicts of interest are already adequately addressed systemically when it is determined.

Against this background, the Supervisory Board critically assessed the current provisions of Article 17 of the Articles of Association and the current remuneration system for members of the Supervisory Board, which was last approved by the Annual General Meeting in August 2021. In this context, the Supervisory Board considered, among other things, the remuneration of Supervisory Board members in comparable listed companies. The Supervisory Board shared its findings and conclusions with the Executive Board, as the Executive Board and Supervisory Board are obliged to submit a corresponding resolution proposal to the Annual General Meeting.

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 guidelines, including the current version of the German Corporate Governance Code (GCGC). In this respect, the review of the remuneration system for the members of the Supervisory Board did not reveal any fundamental need for structural changes. In particular, the members of the

Supervisory Board should continue to receive only fixed remuneration; variable remuneration components or other remuneration, such as an attendance fee, should continue not to be granted.

However, the remuneration for the future is to be adjusted to an appropriate level that is still in line with the market. This should allow the company to continue to attract the best candidates for a position as a member of the Supervisory Board in the future and to retain them in their board function in the long term in order to ensure that the Management Board continues to be monitored and advised independently and appropriately.

In addition, with regard to recommendation G.17 of the GCGC, the remuneration should continue to take appropriate account of the higher time commitment of the Chairman and Deputy Chairman of the Supervisory Board and, in future, the higher time commitment for membership, chairmanship and deputy chairmanship of a committee of the Supervisory Board. This should apply not only to the current Audit Committee, but also to any other committees that may be established by the Supervisory Board in the future.

Against this background, § 17 of the Articles of Association is to be amended as follows:

Previous remuneration system for the members of the Supervisory Board	Proposed adjustment to the remuneration system for the members of the Supervisory Board
17. Remuneration	
17.1 Each member of the Supervisory Board receives fixed annual remuneration of EUR 150,000.00.	17.1 Each member of the Supervisory Board shall receive fixed annual remuneration of EUR 70,000.00 (in words: seventy thousand euros). The Chairman of the Supervisory Board receives 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.
17.2 The Chairman of the Supervisory Board receives 150% and the Deputy Chairman of the Supervisory Board 125% of the remuneration.	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 receives three times and the deputy chairman of a committee receives one and a half times the fixed annual remuneration for

	membership of the relevant committee in accordance with sentence 1 above.
17.3 One quarter of the remuneration is due at the end of each quarter for the previous quarter. <i>[unchanged]</i>	
17.4 Members joining or leaving the Supervisory Board within a financial year receive remuneration pro rata temporis, rounded up or down to full months. <i>[unchanged]</i>	
17.5 The company shall reimburse each member of the Supervisory Board, at his request and against proof, for the necessary and reasonable expenses incurred in the exercise of his office and any value added tax payable on the remuneration and reimbursement of expenses. <i>[unchanged]</i>	
17.6 The company may take out a D&O insurance policy for the benefit of the members of the Supervisory Board with an appropriate sum insured for the members of the Supervisory Board, which covers liability arising from Supervisory Board activities. <i>[unchanged]</i>	
17.7 The above regulations are to be applied for the first time for the financial year beginning on January 1, 2021.	17.7 The above provisions shall apply from July 1, 2025.

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

The Management Board and Supervisory Board prepare an annual report on the remuneration paid and owed to the members of the Management Board and Supervisory Board by the company and its affiliated companies in the previous financial year. This remuneration report is audited by the auditor and submitted to the company's Annual General Meeting for approval.

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