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Nagarro SE, Munich

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Annual General Meeting of Nagarro SE on 31 August 2021 in Munich

Explanations pursuant to section 121 para. 3 sentence 3 no. 3 AktG on the rights of shareholders pursuant to Art. 56 SE Regulation, sections 50 para. 2 SEAG, 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG in conjunction with. Section 1 para. 2 of the Act on Measures in Company, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID 19 Pandemic of 27 March 2020, as last amended by the Act of 22 December 2020 (C19-AuswBekG).

The notice of the Annual General Meeting of Nagarro SE already contains information on the rights of the shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG in conjunction with. Section 1 para. 2 sentence 1 no. 3, sentence 2 C19-AuswBekG. The following information serves to further explain these rights.

**I. Motions for additions to the agenda at the request of a minority in accordance with
Art. 56 SE-Reg, § 50 para. 2 SEAG, § 122 para. 2 AktG**

Shareholders whose shares together amount to at least the proportionate amount of the share capital of EUR 500,000.00 or the twentieth part of the share capital may request that items be placed on the agenda and published. Since the pro rata amount of EUR 500,000.00 in the case of Nagarro SE is lower than the twentieth part of the share capital, reaching the pro rata amount of EUR 500,000.00 is sufficient for a request to add items to the agenda. This amount corresponds to 500,000 no-par value shares of the Company with a proportionate amount of the share capital of EUR 1.00 each. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing (§ 126 BGB) to the Executive Board of Nagarro SE and must be received by the Company at least 30 days prior to the Annual General Meeting, i.e. no later than **31 July 2021 (24:00 CEST)** at the address below:

Nagarro SE
Board of Directors
Einstein Street 172
81677 Munich

Requests for additions to the agenda that are to be announced will be published in the Federal Gazette without delay after receipt of the request and forwarded for publication to media that can be expected to disseminate the information throughout the European Union, unless they have already been announced with the convening notice. They will also be published on the Company's website at <https://www.nagarro.com/de/investor-relations/agm> and communicated to the shareholders. They shall be treated at the general meeting as if they had been submitted there.

II. Countermotions and election proposals by shareholders pursuant to Sections 126 (1) and 127 AktG

Shareholders of the Company may submit countermotions against a proposal of the Executive Board and the Supervisory Board on a specific item of the agenda. The countermotions must be substantiated. In addition, shareholders have the opportunity to make proposals for the election of members of the Supervisory Board or of auditors of the Company. The election proposals do not have to be substantiated. Countermotions (including reasons) and election proposals must be sent exclusively to the address below. Countermotions and election proposals addressed otherwise will not be considered.

Nagarro SE
Einsteinstraße 17281677
Munich
Fax: +49 89 998421 11E-mail: hv@nagarro.com

Countermotions and election proposals received at the above address by **16 August 2021 (24:00 CEST) at the latest** will be made available to the other shareholders on the internet at <https://www.nagarro.com/de/investor-relations/agm>, including the name of the shareholder and the statement of grounds required in the case of countermotions. Any comments by the administration will also be made available there.

Shareholders are requested to provide evidence of their shareholder status at the same time as submitting the countermotion or election proposal, for example by means of an entry in the share register or a certificate from the depositary bank.

A countermotion and its grounds need not be made available,

- insofar as the executive board would render itself liable to prosecution by making it accessible (section 126 (2) sentence 1 no. 1 AktG)
- if the countermotion would lead to a resolution of the general meeting that would be contrary to law or the articles of association (section 126 (2) sentence 1 no. 2 AktG)

- if the statement of grounds contains statements that are obviously false or misleading in material respects or if it contains insults (section 126 (2) sentence 1 no. 3 AktG)
- if a countermotion of the shareholder based on the same facts has already been made available to a general meeting of the company pursuant to section 125 (section 126 (2) sentence 1 no. 4 AktG)
- if the same counter-motion of the shareholder with substantially the same grounds has already been made available to at least two general meetings of the company pursuant to section 125 in the last five years and less than one-twentieth of the share capital represented voted in favour of it at the general meeting (section 126 (2) sentence 1 no. 5 AktG)
- if the shareholder indicates that he will not attend the general meeting and will not be represented (section 126 (2) sentence 1 no. 6 AktG) or
- if in the last two years at two general meetings the shareholder has not made or caused to be made a countermotion communicated by him (section 126 (2) sentence 1 no. 7 of the AktG)

The statement of reasons need not be made accessible if it exceeds 5,000 characters in total.

The Board of Directors reserves the right to combine countermotions and their reasons if several shareholders submit countermotions on the same subject matter of the resolution.

For the disclosure of a shareholder's nomination for the election of supervisory board members or auditors, the above provisions shall apply mutatis mutandis. Except in the cases of section 126 para. 2 AktG, a nomination need not be made available if it does not contain the information pursuant to section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5 AktG, i.e. if the nomination does not contain the name, the profession exercised and the place of residence of the proposed person or if a nomination for the election of a supervisory board member is not accompanied by information on memberships of the proposed candidate in other statutory supervisory boards within the meaning of section 125 para. 1 sentence 5 AktG. Information on the proposed person's membership in comparable domestic and foreign supervisory bodies of business enterprises shall, but need not, be enclosed.

Motions or nominations of shareholders to be made available pursuant to section 126 or section 127 AktG shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the nomination is duly authorised and registered for the general meeting.

III. Shareholders' right to ask questions pursuant to section 131 para. 1 AktG, section 64 para. 2 UmwG in conjunction with section 1 para. § 1 para. 2 sentence 1 no. 3, sentence 2 C19-AuswBekG

However, shareholders have the right to ask questions by means of electronic communication after proper registration. These may also relate to the legal and business relations of the Company with an affiliated company as well as the situation of the Group

and the companies included in the consolidated financial statements, in particular Nagarro Holding GmbH as the other legal entity involved in the merger to be resolved under agenda item 7. The Executive Board shall decide how to answer questions at its due discretion. Questions asked in languages other than German will not be answered. The Executive Board reserves the right to publish answers to questions in advance on the Company's website and, in this case, to refrain from answering them again during the Annual General Meeting. To the extent that the Company is entitled to refuse to provide information pursuant to § 131 para. 3 of the German Stock Corporation Act (AktG), questions will also not be answered. Pursuant to § 131 para. 3 AktG, information may be refused in particular,

- insofar as the provision of the information is, according to reasonable commercial judgement, likely to cause a not inconsiderable disadvantage to the company or an affiliated enterprise (section 131 (3) no. 1 AktG)
- insofar as it relates to tax valuations or the amount of individual taxes (section 131 (3) no. 2 AktG)
- on the difference between the value at which items have been recognised in the annual balance sheet and a higher value of such items, unless the annual general meeting adopts the annual financial statements (section 131 (3) no. 3 AktG)
- on the accounting and valuation methods, insofar as the disclosure of these methods in the notes suffices to give a true and fair view of the net assets, financial position and results of operations of the company within the meaning of section 264 subsection 2 of the German Commercial Code; this shall not apply if the annual general meeting adopts the annual financial statements (section 131 subsection 3 no. 4 of the German Stock Corporation Act); or
- insofar as the executive board would render itself liable to prosecution by providing the information (section 131 (3) no. 5 AktG).

Shareholders' questions must be submitted no later than one day prior to the Annual General Meeting, i.e. no later than **29 August 2021 (24:00 CEST)**, exclusively by way of electronic communication via the access-protected InvestorPortal at <https://www.nagarro.com/de/investor-relations/agm>. No questions may be asked during the Annual General Meeting - not even follow-up questions to questions submitted in advance and answered by the Company during the Annual General Meeting.

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