



Remuneration Report 2025

of Nagarro SE

Remuneration report of Nagarro SE

The remuneration report of Nagarro SE, Munich (the “**Company**”), complies with the requirements of the German Stock Corporation Act (Section 162 AktG). It clearly and comprehensively sets out the remuneration granted and owed individually to the current and former members of the Management Board and Supervisory Board of Nagarro SE for the fiscal year 2025 (January 1, 2025 to December 31, 2025) and explains this on the following pages. This information is also available on the website of [Nagarro | Financial Reports](#).

The Supervisory Board of Nagarro SE has adjusted the existing remuneration system for the members of the Management Board, effective as of January 1, 2025. In doing so, the Supervisory Board was guided by the objective of aligning the remuneration system with the Company’s ongoing strategy, taking the interests and requirements of all stakeholders into account to the greatest extent possible, and ensuring consistency with prevailing market standards. The adjusted remuneration system for the members of the Management Board was approved by the Annual General Meeting of Nagarro SE on June 30, 2025, with a majority of more than 98% of the votes cast. In addition, the Annual General Meeting of Nagarro SE has resolved, on June 30, 2025, on the adjustment of the remuneration system for the members of the Supervisory Board, effective as of July 1, 2025, concurrently with the corresponding amendment of Section 17 of the Articles of Association of Nagarro SE. In this context, the remuneration for the members of the Supervisory Board was adjusted to a continued market-standard at an appropriate level, to allow the Company to further attract the best candidates for positions as members of the Supervisory Board, thereby ensuring the continued independent and sound oversight and advice of the Management Board. The adjusted remuneration system for the members of the Supervisory Board was approved by the Annual General Meeting on June 30, 2025, with a majority of more than 99% of the votes cast. The remuneration report for the fiscal year 2024 was equally approved by the Annual General Meeting of Nagarro SE on June 30, 2025, with a majority of more than 98% of the votes cast.

Remuneration of the members of the Management Board

The key features of the remuneration system for the members of the Management Board are as follows:

The remuneration system of Nagarro SE is designed to make a material contribution to the implementation of the Company’s business strategy. The business strategy of Nagarro SE, as a publicly listed holding company for the Nagarro group, is aimed at a continuous increase of the Company’s shareholder value. Against this background, the remuneration system for the members of the Management Board is based on a simple and transparent concept. In particular, the remuneration system reflects Nagarro’s flat and entrepreneurial organizational structure. It provides for a fixed, non-performance-related component and certain fringe benefits for the members of the Management Board, as well as short-term and long-term variable, performance-related components in the form of various cash bonus components and Performance Based Restricted Stock Units (“**PB RSUs**”).

In line with Nagarro’s organizational structure, the remuneration system for the members of the Management Board is simple, clear and comprehensible. It complies with the requirements of Section 87a of the German Stock Corporation Act (AktG) and the recommendations of the German Corporate Governance Code (GCGC), to the extent no deviation has been declared in the Management Board’s and Supervisory Board’s annual declaration of conformity. The current remuneration system for the members of the Management Board of Nagarro SE, as approved by the Annual General Meeting on June 30, 2025, is available on the Company’s website at [Nagarro | Annual General Meeting](#).

Each of the three members of the Management Board entered into a service agreement with the Company governed by German law and based on substantially similar terms. These agreements were extended in 2023 for three more years, beginning on November 1, 2023, and expiring on October 31, 2026. The agreements were amended as to reflect the adjusted remuneration system for the Management Board.

Scope of application in fiscal year 2025

The remuneration system for the members of the Management Board was applied as follows in the fiscal year 2025:

- Manas Human from January 1, 2025, until December 31, 2025
- Annette Mainka from January 1, 2025, until December 31, 2025
- Vikram Sehgal from January 1, 2025, until December 31, 2025

Remuneration components

The remuneration of the members of the Management Board consists of a fixed remuneration component and variable remuneration components. The fixed remuneration component consists of each Management Board member’s basic salary (fixed annual remuneration) and fringe benefits. The variable components consist of short term variable remuneration in the form of cash bonus payments and long term variable remuneration in the form of PB RSUs with a multi-year assessment basis.

Fixed remuneration components

The fixed annual remuneration is a cash payment relating to the fiscal year. It is paid out in twelve monthly instalments at the end of each calendar month.

Fringe benefits

In addition to their fixed remuneration, the members of the Management Board receive certain fringe benefits, which essentially include customary additional benefits such as insurance contributions, the provision of communication equipment and a company car for business and private use. In addition, the Company has taken out a D&O insurance policy (pecuniary loss liability insurance) for the benefit of the members of the Management Board and of the Supervisory Board. The associated insurance premiums have no remuneration character, given that they relate to the members of the Management Board and the Supervisory Board as well as board members of all companies of the Nagarro group. Accordingly, the respective insurance premiums are not directly allocated to individual persons, rather they are paid by the Company directly for all beneficiaries and are therefore not recognized as personnel expenses. The insurance premiums were paid directly by the Company to the insurance company in fiscal year 2025, excluding the legally required self-deductible.

Short-term variable remuneration

The members of the Management Board receive short-term variable, performance-related remuneration in the form of (i) a quarterly organizational bonus that depends on the operating performance of the Nagarro group in the given quarter (the “**Organizational Bonus**”), (ii) an annual ESG bonus that depends on the achievement of certain ESG targets to be defined in detail (the “**ESG Bonus**”), and (iii) an annual individual bonus that depends on the achievement of certain individual targets to be individually agreed with each member of the Management Board (the “**Individual bonus**”).

The Organizational Bonus is part of the quarterly Organizational Bonus program which was introduced across the entire Nagarro group for the majority of Nagarro employees. The members of the Management Board receive a quarterly Organizational Bonus of 18.75% of their fixed remuneration for the respective quarter. The relevant KPI for the Organizational Bonus is an adjusted EBITDA margin of 15.00% for the Nagarro group during the respective previous quarter. Provided this KPI is met, the Organizational Bonus is paid out after publication of the respective results. The maximum possible payout of the Organizational Bonus per quarter amounts to 28.125% of the fixed quarterly remuneration of each Management Board member, provided the Nagarro Group’s quarterly adjusted EBITDA exceeds the 15.00% threshold.

In addition, and independent from the Organizational Bonus, an annual ESG Bonus is paid to the members of the Management Board, depending on the achievement of suitable ESG targets to be set by the Supervisory Board. For the fiscal year 2025, the relevant ESG target was defined in the context of the preparation, review, and publication of the 2025 sustainability report. The Supervisory Board also determines the weighting of the individual ESG targets and further details, namely the target achievement curve within a corridor between 50% and 150%. If a target achievement rate of 100% is achieved, the members of the Management Board receive an ESG Bonus of 2.5% of their respective basic salary (fixed remuneration), otherwise proportionally, i.e. linearly interpolated between 50% and 150% (cap).

Irrespective of the Organizational Bonus and the ESG Bonus, the members of the Management Board receive an annual Individual Bonus, depending on the achievement of individually agreed goals according to the respective fields of activity and business areas of the individual members of the Management Board. The basic amount of the Individual Bonus amounts to 3.75% of the basic salary (fixed remuneration) of the respective Management Board member, if 100% of the target is achieved. The Individual Bonus is calculated proportionally in a target achievement corridor between 50% and 150% (cap).

The amount of short-term variable compensation per fiscal year, which is made up of the three components described above, is limited to a maximum of 37.5% of the basic salary (fixed remuneration) of the respective Management Board member. If the Management Board activity of a Management Board member begins during a fiscal year or ends prematurely other than through termination of the contract for good cause, the variable remuneration is paid *pro rata temporis*.

Long-term variable remuneration

According to the current remuneration system for the members of the Management Board, as approved by the Annual General Meeting of Nagarro SE on June 30, 2025, the members of the Management Board shall receive an annual grant of “PB RSUs” as a long-term, variable compensation component. The number of PB RSUs allocated to each member of the Management Board is determined by dividing the respective grant amount by the value of one share of the Company on the grant date. Granted PB RSUs vest in annual tranches of 25% over the four-year performance period commencing from the grant date. The prerequisite for this is that the respective member of the Management Board continues to be a member of the Management Board of Nagarro SE.

The final number of PB RSUs depends on the achievement of the following financial performance criteria, each carrying a weightage of 50%, during the four-year performance period:

- (i) the cumulative operating cash flow of the Nagarro group ranging from 90% - 120% of the target value. The Supervisory Board defines a target value for cumulative operating cash flow at the beginning of the performance period. A target achievement of 100% corresponds to the attainment of this predefined target

value. The payout factor for this criterion ranges from 0% to 150%, with 50% payout corresponding to threshold performance and 150% representing maximum performance.

- (ii) the relative Total Shareholder Return (TSR) of +/- 25 percentage points. TSR can be defined as the development of the Nagarro share as compared to the development of the TecDAX. A target achievement of 100% is reached if the Company's TSR corresponds to the performance of the benchmark index. The payout factor for this criterion likewise ranges from 0% to 150%, depending on the degree of underperformance or outperformance within a defined performance corridor of +/- 25 percentage points relative to the index.

Based on the target achievement for both performance criteria, the Supervisory Board determines the overall target achievement rate, which is applied to the initial number of PB RSUs, whereby the final number of PB RSUs is limited to 150% of the number of originally allocated PB RSUs. Settlement of the PB RSUs is effected by delivery of shares of the Company or, at the Company's discretion, in cash, in whole or in part. In the case of cash settlement, the amount per PB RSU is based on the value of one share of the Company at the end of the performance period. Payment for the final number of PB RSUs shall be made within a reasonable period of time after the end of the performance period. The payment is limited to the maximum remuneration minus the basic salary (fixed remuneration) including fringe benefits and the amount of the short-term variable remuneration.

In accordance with the former remuneration system for the members of the Management Board, as lastly approved by the Annual General Meeting of Nagarro SE on June 27, 2024 in its amended version, and as originally approved by the Annual General Meeting of Nagarro SE on August 31, 2021, the members of the Management Board were granted a certain number of stock options in January 2021. The waiting period before stock options can be exercised for the first time, subject to the statutory provisions, was at least four years, i.e., they could be exercised in January 2025 for the first time. The option rights issued are subject to annual vesting in the sense that 25% of the option rights issued to a beneficiary vest in each case after 12 months, 24 months, 36 months and 48 months from the issue date. If the service agreement of a Management Board member ends before the end of the vesting period, the following applies: In principle, at the end of the service agreement, the option rights that have not yet vested by then will expire. However, if at least 50% of the option rights are already vested at the end of the term of the Management Board service agreement with option beneficiaries currently in force when the option rights are issued, the remaining option rights will also vest at this time. The option rights have a term of a maximum of ten years from the date of issue. After expiry of the term, the option rights lapse without remuneration. The value of the stock options granted at the time of issue, calculated using recognized actuarial methods, may not exceed a predetermined maximum amount, taking into account the term of the stock options. In this context, the actual gross profit achieved later when the stock options are exercised may exceed the maximum value determined at the time of issue due to a more positive development of the share price.

Other remuneration components

The current remuneration system for the members of the Management Board of Nagarro SE, as approved by the Annual General Meeting on June 30, 2025, does no longer provide for the possibility of the Supervisory Board to grant a discretionary bonus.

Target total remuneration and appropriateness test for Management Board remuneration

On the basis of the remuneration system, the Supervisory Board determines a specific target total remuneration for each Management Board member which, in its opinion, is appropriate, in line with market practice and competitive. In particular, the target total remuneration is determined in such a way that it is commensurate with the duties and performance of the Management Board member and the situation of the Company and does not exceed the scope of customary remuneration without special justification.

In order to assess the customary nature of the total remuneration of the members of the Management Board, the Supervisory Board uses comparative market data. Furthermore, the Supervisory Board reviews the remuneration of the Management Board with regard to its appropriateness within the Company. For this vertical review, the Supervisory Board considers the ratio of Management Board remuneration to the remuneration of senior management and the Group-wide workforce as a whole, including a development over time. For this purpose, the Supervisory Board defines senior management in such a way that it comprises the top level (level 5.3, formerly level 6) throughout the Group.

Maximum remuneration under the new remuneration system

In accordance with Section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board determines a maximum remuneration for the members of the Management Board. This refers to the total amount of all remuneration components, i.e., fixed remuneration, fringe benefits, any other benefits and the short-term and long-term variable remuneration. It is irrelevant when the respective remuneration component is paid out, but for which fiscal year it is granted. The maximum remuneration for one fiscal year thus corresponds to the sum of the maximum inflows of all compensation components granted to the respective Management Board member in one fiscal year, regardless of the time of inflow. The maximum remuneration for each member of the Management Board per fiscal year is EUR 7,000,000.00. This includes a cap on the amount that may be received annually by a Management Board member from the exercise of stock options. Such an inflow was possible for the first time in 2025. In accordance with stock corporation law, the maximum remuneration is not the level of remuneration sought by the Supervisory Board. It merely sets an absolute upper limit on the total annual remuneration achievable under the remuneration system. It includes the possible exercise of stock options and PB RSUs by Management Board members after expiry of the relevant waiting period.

Exceptional developments and deviation possibilities

The criteria for measuring variable remuneration (short-term and long-term) and the annual target values and performance criteria set by the Supervisory Board before the start of the fiscal year are not changed in the course of a fiscal year. Subsequent changes to the assessment criteria or the target values are also excluded.

The Supervisory Board has the option of taking extraordinary developments into account to an appropriate extent when determining the payout amounts of the organizational bonus and/or the ESG bonus and/or the Individual Bonus and/or the PB RSUs.

In addition, Section 87a (2) sentence 2 AktG allows the Supervisory Board to temporarily deviate from the remuneration system if this is necessary in the interests of the long-term welfare of the Company and the remuneration system specifies the procedure for deviation and the components of the remuneration system from which deviation is possible. In terms of procedure, such a deviation requires an express resolution by the Supervisory Board stating the duration of the deviation, the deviation itself and the specific reason for it. In terms of substance, the Supervisory Board may deviate from the following components of the remuneration system: Regulations on the procedure, the remuneration structure and amount, and individual remuneration components. In particular, the Supervisory Board may deviate from the relative proportions of the individual remuneration components and their respective conditions and may also temporarily set the fixed remuneration differently in individual cases if this is necessary in the interests of the long-term well-being of the Company. Examples include the alignment of the remuneration system in the event of a significant change in corporate strategy requiring a change in incentives, or external circumstances such as a severe economic crisis.

Clawback rule for variable remuneration

So-called clawback provisions are currently not provided for. The possibility of asserting claims for damages against Management Board members, which may also include the Management Board remuneration paid, remains unaffected.

Contractual terms and commitments in connection with the termination of Management Board activities

In appointing members of the Management Board and in determining the term of their contracts, the Supervisory Board observes the requirements of Article 46 of the SE-Regulation and Section 84 AktG and the recommendations of the German Corporate Governance Code. The service agreements of Management Board members will not exceed a term of three years for initial appointments. In the case of repeated appointments or extensions of the term of office, the statutory maximum term per appointment is six years.

Notwithstanding any right to extraordinary termination, the Company agrees that in the event of premature termination of the mandate of a Management Board member, the Management Board member's service agreement may be terminated prematurely by ordinary notice of termination in compliance with the period of notice specified in Section 622 (2) of the German Civil Code (Bürgerliches Gesetzbuch, BGB). In calculating the period, the entire duration of the service relationship with the Company, including any employment prior to joining the Management Board, shall be taken into account. In the event of premature termination of the service agreement through ordinary termination by the Company, a severance payment to the Management Board member amounting to two years' remuneration is agreed (severance payment cap).

If the remaining term of the service agreement is less than two years, the severance payment shall be reduced and calculated accordingly on a pro rata basis. In the event of extraordinary termination of the service contract by the Company for good cause, no severance payment shall be granted. The amount of annual remuneration relevant for calculating the severance payment cap is the sum of the fixed remuneration as well as short-term and long-term variable remuneration for the last full fiscal year before the end of the service agreement. If the service contract lasted for less than a full fiscal year, the amount of the annual bonus is based on the target bonus.

Commitments for benefits in the event of premature termination of the employment contract by a member of the Management Board due to a change of control are generally not agreed. If the Supervisory Board agrees to such benefits in exceptional cases, it will report on this.

The Supervisory Board may agree to post-contractual restraints of competition with Management Board members, which provide for a waiting allowance payable by the Company for the duration of the post-contractual restraint of competition of up to two years. For the duration of the non-competition clause, the respective Management Board member shall receive, starting the month following the end of the service agreement, monthly remuneration amounting to 50% of one-twelfth of the then applicable total direct remuneration (fixed remuneration and target bonus). Any earnings earned elsewhere or maliciously not earned shall be offset in accordance with Section 74c of the German Commercial Code (HGB). The remuneration shall be offset against any severance payment. In the event of termination for cause, the party entitled to terminate the agreement may cancel the post-contractual restriction on competition within one month of termination. Furthermore, the Company may waive the restrictions on competition at any time with a notice period of six (6) months with the consequence that the entitlement to remuneration ends upon expiry of the notice period.

In the event that a member of the Management Board becomes permanently incapacitated for work during the term of his service agreement, the service agreement shall end at the end of the sixth month after the permanent incapacity for work is established, unless the regular contractual term under the service agreement ends earlier. Permanent incapacity to work exists if the Management Board member is expected to be permanently unable to perform the duties assigned to him without

restriction. If a member of the Management Board dies during the term of the service agreement, the bereaved spouse and the dependent children living in the same household as the Management Board member, provided they have not yet reached the age of 25, shall be entitled as joint creditors to continued payment of the agreed Management Board remuneration for the month of death and the following six (6) months.

Notice:

There were no deviations from the remuneration system in the fiscal year 2025. The resolution of the Annual General Meeting on June 30, 2025, on the remuneration system was taken into account accordingly.

Remuneration of the Management Board in the fiscal 2025

The remuneration granted and owed in 2025 for the active Management Board activities of all Management Board members together amounted to kEUR 1,490.3 (December 31, 2024: kEUR 1,444.4). Remuneration is considered “granted” for the year if the activity on which the remuneration is based has been performed in full. All remuneration due but not yet received is considered “remuneration owed”. In accordance with this performance-based interpretation, the payment amounts for variable remuneration will be reported in the 2025 remuneration report, as the activity underlying the remuneration will already have been performed in full by the end of the 2025 fiscal year, even though payment will not be made until after the end of the reporting year. Details of the individual remuneration components are described below:

| in kEUR | Target remuneration at 100% achievement | | Actual | | | | | |
|--|---|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| | each member | | Manas Human | | Annette Mainka | | Vikram Sehgal | |
| | 2025 | 2024 | 2025 | 2024 | 2025 | 2024 | 2025 | 2024 |
| Fixed remuneration ¹ | 420.0 | 420.0 | 420.0 | 420.0 | 420.0 | 420.0 | 420.0 | 420.0 |
| Fixed remuneration (%) | 30.0% | 79.0% | 31.0% | 87.0% | 31.0% | 87.0% | 31.0% | 87.0% |
| Variable remuneration ² | 105.0 | 105.0 | 55.8 | 52.5 | 55.8 | 52.5 | 55.8 | 52.5 |
| Variable remuneration (%) | 7.6% | 19.6% | 11.2% | 10.9% | 11.2% | 10.9% | 11.2% | 10.9% |
| Fringe benefits ³ | 21.0 | 9.6 | 21.0 | 9.6 | 21.0 | 7.7 | 21.0 | 9.6 |
| Fringe benefits (%) | 1.5% | 1.8% | 4.2% | 2.0% | 4.2% | 1.6% | 4.2% | 2.0% |
| Total remuneration excluding share based remuneration | 546.0 | 534.6 | 496.8 | 482.1 | 496.8 | 480.2 | 496.8 | 482.1 |
| Value of PB RSUs granted during the year | 840.0 | - | - | - | - | - | - | - |
| PB RSU (%) | 60.6% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% |
| Total remuneration including share based remuneration | 1,386.0 | 534.6 | 496.8 | 482.1 | 496.8 | 480.2 | 496.8 | 482.1 |
| Total remuneration (%) | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% |
| Maximum achievable remuneration | 7,000.0 | 1,000.0 | 7,000.0 | 1,000.0 | 7,000.0 | 1,000.0 | 7,000.0 | 1,000.0 |

¹ Part of the fixed remuneration was received by Manas Human from Nagarro Software Pvt. Ltd. (India) and Vikram Sehgal from Nagarro Inc. (U.S.A.).

² The variable remuneration corresponds to the organizational bonus for Q3 2025 and provision for ESG bonus and individual bonus recognized during the year. Since the adjusted EBITDA for Q3 2025 was greater than the threshold of 15%, organizational bonus has been linearly interpolated and thus amounts to 28.13% of the fixed remuneration for the respective quarter. In 2024, while the requirements for the ESG Bonus were not met, organizational bonus was paid for two quarters (Q1 2024 and Q4 2024).

³ The fringe benefits for 2025 include the car allowance and non-cash perquisites for all board members. D&O insurance premium is not included, as the total D&O premium amounting to kEUR 197.9 does not have remuneration character, given that it relates to members of the Management Board and the Supervisory Board as well as board members of all companies of the Nagarro group. Accordingly, the D&O premium is not allocated to individual insured persons, rather it was paid by the Company to the insurer directly and is therefore not recognized as personnel expenses.

| | in kEUR | Threshold | Q1 2025 | Q2 2025 | Q3 2025 | Q4 2025 | FY 2025 |
|-----------------------|------------------------------|-----------|---------|---------|---------|---------|---------|
| Manas Human | Fixed remuneration | | 105.0 | 105.0 | 105.0 | 105.0 | 420.0 |
| | Organization bonus | | - | - | 29.5 | - | 29.5 |
| | ESG bonus | | - | - | - | 10.5 | 10.5 |
| | Individual bonus | | - | - | - | 15.8 | 15.8 |
| | Fringe benefits | | 5.3 | 5.3 | 5.3 | 5.3 | 21.0 |
| Annette Mainka | Fixed remuneration | | 105.0 | 105.0 | 105.0 | 105.0 | 420.0 |
| | Organization bonus | | - | - | 29.5 | - | 29.5 |
| | ESG bonus | | - | - | - | 10.5 | 10.5 |
| | Individual bonus | | - | - | - | 15.8 | 15.8 |
| | Fringe benefits | | 5.3 | 5.3 | 5.3 | 5.3 | 21.0 |
| Vikram Sehgal | Fixed remuneration | | 105.0 | 105.0 | 105.0 | 105.0 | 420.0 |
| | Organization bonus | | - | - | 29.5 | - | 29.5 |
| | ESG bonus | | - | - | - | 10.5 | 10.5 |
| | Individual bonus | | - | - | - | 15.8 | 15.8 |
| | Fringe benefits | | 5.3 | 5.3 | 5.3 | 5.3 | 21.0 |
| Total | Fixed remuneration | | 315.0 | 315.0 | 315.0 | 315.0 | 1,260.0 |
| | Organization bonus | | - | - | 88.6 | - | 88.6 |
| | ESG bonus | | - | - | - | 31.5 | 31.5 |
| | Individual bonus | | - | - | - | 47.3 | 47.3 |
| | Fringe benefits | | 15.8 | 15.8 | 15.8 | 15.8 | 63.0 |
| | Adjusted EBITDA (Org. bonus) | ≥ 15% | 12.2% | 12.1% | 17.3% | 13.6% | |

Disclosures on long-term variable remuneration | stock options

| | Quantity Stock Options ¹ | Exercise price (in EUR/share) | Fair value as of the annual financial statements Dec. 31, 2025 (in EUR/share) | Paid out in fiscal year 2025 (in kEUR) | Status |
|--|---|----------------------------------|---|--|----------------------|
| Manas Human | | | | | |
| Granted stock options in 2021 | 15,000 | 95.35 | 76.25 | - | Not exercised |
| Annette Mainka | | | | | |
| Granted stock options in 2021 | 15,000 | 95.35 | 76.25 | - | Not exercised |
| Vikram Sehgal | | | | | |
| Granted stock options in 2021 | 15,000 | 95.35 | 76.25 | - | Not exercised |
| Total granted stock options in 2021 | 45,000 | 95.35 | 76.25 | - | Not exercised |

¹ On November 16, 2024, Nagarro offered the option to convert the existing equity settled option into cash-settled option for both SOP 2020/II and SOP 2020/III program (Granted stock options in 2021). All members of the management board opted to convert the equity-settled option to cash-

settled option. Accordingly, no shares will be granted under these stock options but will be cash-settled on the exercise of these options by the members of the management board. The conversion did not result in any change in value.

Disclosures on long-term variable remuneration | Performance Based Restricted Stock Units (PB RSUs)

| | Quantity PB RSUs | Total award value (kEUR) | Graded vesting (%) | Awards vested (kEUR) | Paid out in fiscal year 2025 (in kEUR) |
|--------------------------------------|---------------------|-----------------------------|-----------------------|-------------------------|--|
| Manas Human | | | | | |
| Granted PB RSUs in 2025 | 9,228 | 569.9 | 52.1% | 296.8 | - |
| Annette Mainka | | | | | |
| Granted PB RSUs in 2025 | 9,228 | 569.9 | 52.1% | 296.8 | - |
| Vikram Sehgal | | | | | |
| Granted PB RSUs in 2025 | 9,228 | 569.9 | 52.1% | 296.8 | - |
| Total PB RSUs granted in 2025 | 27,684 | 1,709.7 | | 890.4 | - |

The number of PB RSUs is determined by dividing the target amount of the long-term variable remuneration ("Grant Amount") i.e., kEUR 840.0 per member by the value of one share in the Company ("Share") on the beginning of the performance period, whereby such value corresponds to the volume-weighted average of the stock exchange price ("VWAP") of the Share in XETRA trading on the Frankfurt Stock Exchange on the last thirty trading days preceding the beginning of the performance period (the "Relevant Grant VWAP") i.e., EUR 91.02.

No benefits were promised or granted to any Management Board member by a third party. Similarly, there was no premature or regular termination of the service of any Management Board member. There are no former members of the Management Board.

Remuneration of the members of the Supervisory Board

The remuneration of the Supervisory Board members is defined in Section 17 of the Articles of Association of Nagarro SE. It includes an annual fixed remuneration for both the membership of the Supervisory Board and the membership of a committee of the Supervisory Board, as well as the reimbursement of expenses. A higher fixed remuneration for the Chairperson of the Supervisory Board as well as the Deputy Chairperson is taken into account in accordance with recommendation G.17 of the German Corporate Governance Code, equally a higher fixed remuneration for the chairperson of a committee and the deputy chairperson of a committee. The currently valid remuneration system for the Supervisory Board was approved by the Annual General Meeting on June 30, 2025, and was applied from July 1, 2025.

In addition, the members of the Supervisory Board are included in the D&O insurance for board members (pecuniary loss liability insurance) taken out by the company, the premium for which is paid by Nagarro SE. This D&O insurance covers all aspects regarding the legal liability for members of the Supervisory Board. The associated insurance premiums have no remuneration character, given that they relate to the members of the Management Board and the Supervisory Board as well as board members of all companies of the Nagarro group. Accordingly, the respective insurance premiums are not directly allocated to individual persons, rather they are paid by the Company directly for all beneficiaries and are therefore not recognized as remuneration of the members of the Supervisory Board. The insurance premiums were directly paid by the Company to the insurance company in fiscal year 2025, excluding the legally required self-deductible.

In line with the customary market standard for listed companies in Germany, and in accordance with the suggestions of the German Corporate Governance Code, the remuneration of Supervisory Board members consists purely of fixed remuneration from the 2021 fiscal year onwards. This strengthens the independence of the Supervisory Board. The Supervisory Board members do not receive additional compensation for attending Supervisory Board meetings. The Management Board and Supervisory Board are of the opinion that purely fixed remuneration is the appropriate remuneration structure for the objective and neutral performance of the advisory and supervisory function and independent personnel and remuneration decisions in relation to the Management Board.

The remuneration system for the Supervisory Board was adopted by the Annual General Meeting on August 31, 2021 wherein each Supervisory Board member received fixed annual remuneration of kEUR 150.0. The Chairman and Deputy Chairman received 150% and 125%, respectively, of the base remuneration. In 2025, a new remuneration system was adopted for the members of the Supervisory Board with effect from July 1, 2025 which was adopted by the Annual General Meeting on June 30, 2025. Under the current system, each Supervisory Board member receives fixed annual remuneration of kEUR 70.0. The Chairman receives three times, and the Deputy Chairman one and a half times of the base remuneration. In addition, members

of Supervisory Board committees receive fixed annual remuneration of kEUR 30.0 per committee membership. Committee Chairpersons receive three times, and Deputy Chairpersons one and a half times of the base committee remuneration.

There are no other remuneration-related legal transactions concerning the remuneration of the Supervisory Board, nor are any such transactions intended.

Remuneration granted and owed to Supervisory Board members in 2025 and 2024

Remuneration is considered “granted” for the year if the activity underlying the remuneration has been performed in full. All remuneration due but not yet received is considered “remuneration owed.”

| In kEUR | 2025 | 2024 |
|--|--------------|--------------|
| Total Remuneration of all Supervisory Board members | 869.7 | 712.5 |
| Total remuneration ¹ | | |
| Dr. Martin Enderle ² | 155.3 | - |
| Christian Bacherl | 197.5 | 187.5 |
| Jack Clemons ² | 82.4 | - |
| Dr. Shalini Sarin | 131.3 | 150.0 |
| Vishal Gaur | 126.2 | 150.0 |
| Dr. Hans-Paul Bürkner ² | 69.8 | - |
| Carl Georg Dürschmidt ³ | 107.1 | 225.0 |

¹ D&O insurance premiums are not included, as the total D&O premium amounting to kEUR 197.9 does not have remuneration character, given that it relates to members of the Management Board and the Supervisory Board as well as board members of all companies of the Nagarro group. Accordingly, the D&O premium is not allocated to individual insured persons, rather it was paid by the Company to the insurer directly and is therefore not recognized as personnel expenses. Total Remuneration for 2025 and 2024 consists of fixed remuneration, i.e. it does not include a variable component.

² Dr. Martin Enderle, Jack Clemons and Dr. Hans-Paul Bürkner were elected as Supervisory Board members by shareholders of Nagarro SE at the Annual General Meeting held on June 30, 2025.

³ Carl Georg Dürschmidt resigned from his office as member of the Supervisory Board with effect as of May 1, 2025, and was re-elected as Supervisory Board member by shareholders of Nagarro SE at the Annual General Meeting held on June 30, 2025.

Comparative presentation of the change in remuneration

In accordance with Section 162 (1) sentence 2 no. 2 AktG, the following table reflects the annual change during the last five fiscal years in the granted and owed remuneration of the current members of the Management Board (there are no former members of the Management Board) and of the current and former members of the Supervisory Board, as well as the annual change in the average remuneration of employees of the Nagarro group compared to the previous fiscal year, as well as the Company's earnings performance over the same period.

Comparative presentation of the annual change in remuneration granted and owed in accordance with Section 162 (1) sentence 1 AktG and the Company's earnings performance is as follows:

| | 2021 | 2022 | Annual change 2022 to 2021 | 2023 | Annual change 2023 to 2022 | 2024 | Annual change 2024 to 2023 | 2025 | Annual change 2025 to 2024 |
|--|--------|---------|----------------------------|---------|----------------------------|---------|----------------------------|---------|----------------------------|
| Management board remuneration ^{1&2} | | | | | | | | | |
| Manas Human | 329.6 | 329.8 | 0.1% | 329.6 | -0.1% | 482.1 | 46.3% | 496.8 | 3.0% |
| Annette Mainka | 329.6 | 328.9 | -0.2% | 327.4 | -0.5% | 480.2 | 46.7% | 496.8 | 3.5% |
| Vikram Sehgal | 329.6 | 332.0 | 0.7% | 329.6 | -0.7% | 482.1 | 46.3% | 496.8 | 3.0% |
| Supervisory board remuneration ³ | | | | | | | | | |
| Carl Georg Dürschmidt ⁴ | 225.0 | 225.0 | 0.0% | 225.0 | 0.0% | 225.0 | 0.0% | 107.1 | -52.4% |
| Dr. Shalini Sarin ⁵ | 150.0 | 150.0 | 0.0% | 150.0 | 0.0% | 150.0 | 0.0% | 131.2 | -12.5% |
| Christian Bacherl ⁶ | - | 31.3 | - | 187.5 | 499.0% | 187.5 | 0.0% | 197.5 | 5.3% |
| Vishal Gaur ⁷ | - | - | - | 75.0 | - | 150.0 | 100.0% | 126.2 | -15.9% |
| Dr. Martin Enderle ⁸ | - | - | - | - | - | - | - | 155.3 | - |
| Jack Clemons ⁹ | - | - | - | - | - | - | - | 82.4 | - |
| Dr. Hans-Paul Bürkner ¹⁰ | - | - | - | - | - | - | - | 69.8 | - |
| Former members of the Supervisory board ³ | | | | | | | | | |
| Detlef Dinsel ¹¹ | 187.5 | 140.6 | -25.0% | - | - | - | - | - | - |
| Earnings development of the company | | | | | | | | | |
| Group result (EBITDA) | 70,260 | 145,558 | 107.2% | 118,565 | -18.5% | 134,049 | 13.1% | 118,694 | -11.5% |
| Annual result | 30,003 | 77,382 | 157.9% | 49,155 | -36.5% | 49,156 | 0.0% | 39,492 | -19.7% |
| Average remuneration of employees of Nagarro group ^{12 & 13} | 33.3 | 34.3 | 3.0% | 34.2 | 0.0% | 37.9 | 10.7% | 39.0 | 2.8% |

Notes:

¹ The remuneration system for the Management Board was approved by the Annual General Meeting on August 31, 2021. In 2024, the remuneration system for the Management Board was adjusted and approved by the Annual General Meeting on June 27, 2024 effective from January 1, 2024. This has been adjusted further in 2025 and approved by the Annual General Meeting on June 30, 2025.

² The costs of the stock option program and the PB RSUs have not been included.

³ The remuneration system for the Supervisory Board was adopted by the Annual General Meeting on August 31, 2021 wherein each Supervisory Board member received fixed annual remuneration of kEUR 150.0. The Chairman and Deputy Chairman received 150% and 125%, respectively, of the base remuneration. In 2025, a new remuneration system was adopted for the members of the Supervisory Board with effect from July 1, 2025 which was adopted by the Annual General Meeting on June 30, 2025. Under the current system, each Supervisory Board member receives fixed annual remuneration of kEUR 70.0. The Chairman receives three times, and the Deputy Chairman one and a half times of the base remuneration. In addition, members of Supervisory Board committees receive fixed annual remuneration of kEUR 30.0 per committee membership. Committee Chairpersons receive three times, and Deputy Chairpersons one and a half times of the base committee remuneration. Accordingly, remuneration of the members of Supervisory Board has been revised with effect from July 1, 2025.

⁴ Since 2020, Carl Georg Dürschmidt served as the chairperson of the Supervisory Board. In 2025, he resigned from Supervisory Board with effect as of May 1, 2025, and was then re-elected as Supervisory Board member by shareholders of Nagarro SE at the Annual General Meeting held on June 30, 2025 with effect from July 16, 2025. Further, he also acted as member of the Audit Committee till April 30, 2025.

⁵ Since 2020, Dr. Shalini Sarin served as the member of the Supervisory Board. In 2025, she also served as deputy chairperson of the Supervisory Board from May 1, 2025 to June 30, 2025 and then continued as a member from June 30, 2025. She was also a member of the Audit Committee till July 30, 2025 and also acted as deputy chairperson of the Nomination and Remuneration Committee with effect from July 30, 2025.

⁶ Christian Bacherl was appointed on November 8, 2022, by the local court of Munich till the next annual general meeting and thus no annual change is presented in 2022. He was elected at the annual general meeting held on June 21, 2023, by the shareholders of Nagarro SE and had his remuneration for 2022 been extrapolated to calculate the annual remuneration amount, it would have been in line with 2023. Since then, he served as the deputy chairperson of the Supervisory Board. In 2025, he also acted as chairperson of the Supervisory Board upon resignation of Carl Georg Dürschmidt (with effect from May 1, 2025) until Dr. Martin Enderle was elected as the chairperson (i.e., up to June 30, 2025). With effect from June 30, 2025, he was elected as the deputy chairperson of the Supervisory Board. He also acted as the chairperson (from January 1, 2025 to April 30, 2025), member (from May 1, 2025 to June 30, 2025), chairperson (from June 30, 2025 to July 30, 2025) and then deputy chairperson (since July 30, 2025) of the Audit Committee. He was also elected as deputy chairperson of the Strategy Committee with effect from July 30, 2025.

⁷ Vishal Gaur was elected at the annual general meeting held on June 21, 2023, by the shareholders of Nagarro SE and thus no annual change is presented in 2023. Had his remuneration for 2023 been extrapolated to calculate the annual remuneration amount, the remuneration would have been in line with 2024. Since 2023, he served as the member of the Supervisory Board. He also acted as chairperson from May 1, 2025 to June 30, 2025, deputy chairperson from 30 June 2025 to July 30, 2025 and then continued as member of the Audit Committee.

⁸ Dr. Martin Enderle was elected as the chairperson of the Supervisory Board by the shareholders of Nagarro SE at the Annual General Meeting held on June 30, 2025 and thus no annual change is presented in 2025. He was also elected as the chairperson of the Nomination and Remuneration Committee and member of the Strategy Committee with effect from July 30, 2025. Effective January 1, 2026, Dr. Martin Enderle resigned as Chairperson and member of the Supervisory Board for health reasons.

⁹ Effective July 16, 2025, Jack Clemons was elected as Supervisory Board member by the shareholders of Nagarro SE at the Annual General Meeting held on June 30, 2025 and thus no annual change is presented in 2025. He was also elected as the chairperson of the Audit Committee and member of the Nomination and Remuneration Committee with effect from July 30, 2025.

¹⁰ Effective July 16, 2025, Dr. Hans-Paul Bürkner was elected as Supervisory Board members by the shareholders of Nagarro SE at the Annual General Meeting held on June 30, 2025 and thus no annual change is presented in 2025. He was also elected as the chairperson of the Strategy Committee with effect from July 30, 2025.

¹¹ Detlef Dinsel resigned on September 30, 2022, and if the remuneration for 2022 had been extrapolated to calculate the annual remuneration amount, it would have been in line with 2021.

¹² The cost of the stock option program, retention bonuses, earnout expense and additional employee benefits expense related to statutory impact of new Labour Codes in India has not been included. The average employee remuneration has been determined by dividing total staff costs (excluding remuneration of the Management Board) incurred during the financial year by the average number of employees (excluding members of the Management Board).

¹³ Beginning with the current fiscal year, the Company has expanded its disclosure to include the average remuneration of all employees of the Nagarro Group, rather than only the leadership team. Comparative figures for the prior year have been adjusted accordingly to ensure consistency and comparability.

Munich, April 27, 2026

Nagarro SE

| | | |
|--------------------------------------|---|---------------------------------|
| Christian Bacherl | Jack Clemons | Dr. Shalini Sarin |
| Chairperson of the Supervisory Board | Deputy Chairperson of the Supervisory Board | Member of the Supervisory Board |
| Vishal Gaur | Dr. Hans-Paul Bürkner | Carl Georg Dürschmidt |
| Member of the Supervisory Board | Member of the Supervisory Board | Member of the Supervisory Board |
| Manas Human | Annette Mainka | Vikram Sehgal |
| Chairperson of the Management Board | Member of the Management Board | Member of the Management Board |

Independent Auditor's Assurance Report on Examination of the Remuneration Report pursuant to Section 162 (3) AktG

To Nagarro SE, Munich

Opinion

We have formally examined the remuneration report of Nagarro SE for the financial year from January 1 to December 31, 2025, to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not examined the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG. Our opinion does not cover the content of the remuneration report.

Basis for Opinion

We conducted our examination of the remuneration report in compliance with Section 162 (3) AktG taking into account the *IDW assurance standard: Examination of the remuneration report pursuant to Section 162 (3) AktG (IDW AsS 870 (09.2023))*. Our responsibilities under this regulation and this standard are further described in the "Our Responsibilities" section of our assurance report. Our audit firm has applied the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QMS 1). We have complied with our professional duties pursuant to the German Public Accountants Act [WPO] and the Professional Charter for Auditors/Chartered Accountants [BS WP/vBP], including the independence requirements.

Responsibilities of the Management Board and the Supervisory Board

The management and the Supervisory Board of Nagarro SE are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

Our Responsibilities

Our objectives are to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG, and to issue an assurance report that includes our opinion.

We planned and performed our examination to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have not examined whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

Handling Potential Misleading Presentations

In connection with our examination our responsibility is to read the remuneration report by taking into account the findings of the audit of the annual financial statements and, in doing so, remain alert for indications of misleading presentations in the remuneration report to determine whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

If, based on the work we have performed, we conclude that there is such misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Munich, April 27, 2026

KPMG AG Wirtschaftsprüfungsgesellschaft

[Original German version signed by:]

Hanshen
Wirtschaftsprüfer
[German Public Auditor]

Bergler
Wirtschaftsprüfer
[German Public Auditor]