

Nagarro SE
Rules of Procedure for the Supervisory Board
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1. Preamble

Nagarro SE (hereinafter referred to as the "**Company**") together with its subsidiaries pursuant to Sections 15 et seq. of the German Stock Corporation Act (AktG) (hereinafter referred to as "Nagarro") operates under a dualistic management and supervisory system, consisting of a management body (hereinafter referred to as the "**Executive Board**") and a supervisory body (hereinafter referred to as the "**Supervisory Board**").

Pursuant to Article 14.1 of the Articles of Association of the Company (hereinafter referred to as the "**Articles of Association**"), the Supervisory Board is entitled to adopt rules of procedure. The Supervisory Board shall adopt the following rules of procedure (hereinafter referred to as the "**Rules of Procedure**").

2. Responsibilities, rights and duties

2.1. Advisory and supervisory function

The Supervisory Board regularly advises and monitors the Executive Board in its management of the company.

2.2. Principles of action

The Supervisory Board acts in accordance with applicable law, the Articles of Association and the Rules of Procedure and in the best interests of the company. The recommendations of the German Corporate Governance Code concerning the Supervisory Board are considered, unless otherwise stated in the declaration of conformity of the Executive Board and the Supervisory Board pursuant to section 161 of the German Stock Corporation Act (AktG), which is published on the company's website. The members of the Supervisory Board have equal rights and are not bound by instructions.

2.3. Rights and duties of the Members of the Supervisory Board

The members of the Supervisory Board shall have equal rights and duties, unless applicable law, the Articles of Association or these Rules of Procedure provide otherwise.

2.4. Composition

The Supervisory Board shall be composed in such a way, that its members as a whole possess the knowledge, skills and professional experience necessary for the proper performance of its duties. The members of the Supervisory Board as a whole shall be familiar with the industry in which Nagarro operates. At least one member of the Supervisory Board shall have expertise in the area of accounting or auditing.

3. Chairperson and Deputy Chairperson of the Supervisory Board

3.1. Appointment

Following the Annual General Meeting at which the members of the Supervisory Board, to be elected by the Annual General Meeting, have been newly elected, a meeting of the

Supervisory Board shall be held, which does not require a special convocation. At this meeting, the Supervisory Board, chaired by the oldest member of the Supervisory Board, shall elect a Chairperson (hereinafter referred to as the "**Chairperson of the Supervisory Board**") and a Deputy Chairperson (hereinafter referred to as the "**Deputy Chairperson of the Supervisory Board**") from among its members by simple majority.

3.2. Deputy Chairperson of the Supervisory Board

The Deputy Chairperson of the Supervisory Board shall replace the Chairperson of the Supervisory Board in all cases in which the latter is prevented from acting, unless otherwise provided for in the Articles of Association or these Rules of Procedure. In such cases, he or she shall have the same rights as the Chairperson of the Supervisory Board, unless otherwise provided for in the Articles of Association or these Rules of Procedure.

3.3. Representation

The Chairperson of the supervisory board may, within reasonable limits and after prior consultation with the executive board, hold discussions with investors on issues specific to the supervisory board. The Chairperson of the supervisory board may call in other members of the supervisory board for such a dialogue. The Chairperson of the supervisory board shall subsequently inform the supervisory board and the executive board about these discussions.

4. Meetings and resolutions

4.1. Meetings

The Supervisory Board shall meet once every calendar quarter. Meetings of the Supervisory Board shall also be held upon request of any Supervisory Board member or of the Executive Board or if the welfare of the Company so requires.

4.2. Convening

The meetings of the Supervisory Board shall be convened by the Chairperson of the Supervisory Board with 14 days' notice, announcing the format of the meeting (virtual or physical meetings) and the agenda. In urgent cases, the Chairperson of the Supervisory Board may shorten the notice period.

4.3. Agenda

Insofar as an item on the agenda of a meeting of the supervisory board requires a resolution, the convening notice shall contain an explanation with a proposed resolution. Each member of the supervisory board shall have the right to nominate items for the agenda.

4.4. Duties of the Chairperson of the Supervisory Board

The invitation to meetings of the Supervisory Board, including the distribution of all necessary documents relating to the agenda in good time before the meeting and its implementation, as well as the monitoring of the execution of the resolutions, shall be the responsibility of the Chairperson of the Supervisory Board.

4.5. Application of Clause 12 of the Articles of Association

In all other respects, Clause 12 of the Articles of Association shall apply.

5. Transcript

5.1. Preparation of the minutes

Minutes shall be taken of the meetings of the Supervisory Board and resolutions passed outside meetings within ten working days (registered office of the Company) and a draft of the minutes shall be sent to all members of the Supervisory Board. The minute taker shall be appointed by the Chairperson of the Supervisory Board.

5.2. Content of the minutes

The minutes of meetings of the supervisory board shall record at least the day and place of the supervisory board meeting, the members of the supervisory board present and other persons present, the agenda and the resolutions adopted by the supervisory board. For minutes of resolutions adopted outside meetings, at least the date of the resolution, the members of the supervisory board participating in the adoption of the resolution and the resolutions adopted by the supervisory board shall be recorded.

5.3. Objection to the minutes

The minutes of the meetings of the Supervisory Board and of the resolutions adopted outside meetings shall be deemed accepted if no member of the Supervisory Board objects to the minutes within ten days after receipt of the draft thereof or if all members of the Supervisory Board have approved the minutes.

5.4. Signature of the minutes

The Chairperson of the Supervisory Board shall sign the minutes no later than at the following meeting of the Supervisory Board.

6. Cooperation with the Board of Directors

6.1. Coordination with the Executive Board

In keeping with Nagarro's organizational design, the Executive Board is primarily a legal and administrative subset of Nagarro's Senior Management group. Thus, the Supervisory Board not only consults with the Executive Board, but also with other members of the Senior Management group on the strategy, planning, business development, risk management and compliance of Nagarro.

6.2. Duty of the Executive Board to inform

The Supervisory Board is informed by the Executive Board regularly, promptly and comprehensively about all company-relevant issues of planning, strategy, business development, , risk management and compliance, in particular about deviations of the course of business from the established targets, stating the reasons. The obligation of the Executive Board to inform the Supervisory Board about extraordinary events of particular importance within Nagarro remains unaffected.

6.3. Participation of the members of the Executive Board in meetings of the Supervisory Board

The members of the Executive Board shall attend the meetings of the Supervisory Board at the request of the Chairperson of the Supervisory Board. On the basis of a rotating system and in line with Nagarro's organizational design, other members of Nagarro's Senior Management group will attend these meetings upon invitation and to address selected topics.

7. Attendance at meetings by experts and the auditor

7.1. Experts and respondents

The Chairperson of the Supervisory Board shall be entitled to admit experts and other persons for providing relevant information with regards to specific topics to the meetings.

7.2. Auditor

The auditor attends the meeting of the Supervisory Board at which the Supervisory Board examines the annual financial statements, the consolidated financial statements, the management report and the Group management report, and reports on the main results of its audit.

8. Representation of the Supervisory Board

8.1. Representation by the Chairperson of the Supervisory Board

The Supervisory Board shall be represented by the Chairperson of the Supervisory Board vis-à-vis the Company and the Executive Board. The Chairperson of the Supervisory Board may delegate this task to another member of the Supervisory Board for specific areas or for individual cases.

8.2. Making and receiving declarations

The Chairperson of the Supervisory Board is authorised to make the declarations required for the implementation of the resolutions on behalf of the Supervisory Board and to receive declarations addressed to the Supervisory Board.

9. Confidentiality and conflicts of interest

9.1. Confidentiality

The members of the Supervisory Board shall treat all information, documents and reports received as confidential and maintain secrecy about all deliberations. The obligation to maintain confidentiality shall continue to exist after termination of office as a member of the supervisory board. The members of the supervisory board shall ensure that employees and consultants whom they have engaged to fulfil their duties and obligations observe the duty of confidentiality in the same manner.

9.2. Conflicts of interest

The members of the Supervisory Board are obliged exclusively to serve the interests of Nagarro. In making their decisions, they may not pursue personal interests or exploit business opportunities to which Nagarro is entitled for themselves or for third parties.

9.3. Grants

The members of the Supervisory Board may not demand or accept benefits or other unjustified advantages from third parties in connection with their activities, neither for themselves nor for other persons, or grant unjustified advantages to third parties.

9.4. Disclosure of conflicts of interest

Each member of the Supervisory Board must disclose conflicts of interest to the Supervisory Board without delay. All transactions between the Company or a company of Nagarro on the one hand and members of the Supervisory Board, persons or companies related to them on the other hand, must satisfy a third-party comparison.

10. Efficiency audit

The Supervisory Board shall annually review the efficiency of its work and decide on an adjustment of these Rules of Procedure to the extent deemed necessary.

11. Proprietary transactions (directors' dealings)

Each member of the Supervisory Board shall report any proprietary transaction involving shares or debt instruments of the Company or related derivatives (e.g. stock options) or other related financial instruments to both the Company and the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht) without undue delay and in accordance with the respective applicable legal requirements. These reporting obligations also exist in the case of an aforementioned transaction by persons closely related to a member of the Supervisory Board. Such persons are spouses or partners who are equivalent to a spouse, dependent children and other relatives who have belonged to the household of the member of the supervisory board for at least one year at the time of the transaction subject to the reporting requirement; furthermore, a legal entity, trust or partnership whose management duties are performed by a member

of the supervisory board. The reporting obligation shall only apply to transactions that are carried out after a total volume of EUR 20,000.00 has been reached within one calendar year.

12. Entry into force

These Rules of Procedure shall enter into force on December 16, 2020.