

## **Nagarro SE: Disclosure pursuant to Article 2 para. 1 of the Commission Delegated Regulation (EU) No 2016/1052 supplementing Regulation (EU) No 596/2014 (MAR) / Purchase of Treasury Shares**

### **Key word(s): Share Buyback**

Disclosure pursuant to Article 2 para. 1 of the Commission Delegated Regulation (EU) No 2016/1052 supplementing Regulation (EU) No 596/2014 (MAR) / Purchase of Treasury Shares

---

The share buyback announced by Nagarro SE by way of the ad hoc notification of 14 April 2023 will be continued with the second tranche starting on 14 June 2023.

As part of the share buyback, up to 350,000 treasury shares of the Company shall be repurchased until at the latest 31 October 2023, corresponding to a portion of the current nominal share capital of approximately 2.54%. The share buyback is subject to an overall purchase volume limit of EUR 30 million (excluding ancillary costs of purchase). The share buyback shall be carried out exclusively via the stock exchange in electronic trading through the Frankfurt Stock Exchange (Xetra). The acquired shares may be used for all purposes covered by the authorization granted by the general meeting of 30 October 2020.

The second tranche of the buyback will be carried out in a volume of up to EUR 10 million, subject to the maximum total number of treasury shares to be purchased.

The share buyback will be conducted taking into account the Safe-Harbour-Rules of Article 5 of the Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 (Market Abuse Regulation), in conjunction with the Delegated Regulation (EU) 2016/1052 of the Commission of 8 March 2016 (Del.-Reg.).

The share buyback will be carried out by a credit institute. The credit institute will decide independently of the Company when to repurchase the shares and on each occasion how many shares to acquire, without the Company having any influence over these decisions (Art. 4 para. 2 lit. b) Del.-Reg.). The Company's right to early termination of the mandate for the credit institute and/or to transfer the mandate to another or several other credit institutes shall remain unaffected.

The share buyback program may be suspended and resumed at any time in compliance with all applicable statutory provisions.

Pursuant to the authorization granted by the general meeting of 30 October 2020, the purchase price per share to be paid by the Company must not exceed, or fall short of, the arithmetic average closing price of the Company's shares in Xetra trading at the Frankfurt Stock Exchange during the last three trading days before the day of purchase by more than 10%. In addition, the conducting credit institute has undertaken *vis-à-vis* the Company, amongst others, to observe all trading restrictions pursuant to Art. 3 Del.-Reg. *Inter alia*, pursuant to Art. 3 para. 2 Del.-Reg., no purchase price may be paid which exceeds the purchase price of the last independent trade or the highest independent bid placed at the time of the purchase on the stock exchange on which the purchase is carried out, whichever value is the highest. Further, pursuant to Art. 3 para. 3 Del.-Reg., no more than 25% of the average daily volume of shares on the stock exchange on which the purchase is carried out may be acquired.

Information on the transactions relating to the share buyback will be adequately publicly disclosed pursuant to the requirements of Art. 2 para. 3 sent. 1 in conjunction with para. 2 Del.-Reg. no later than on the seventh trading day after their execution. Furthermore, Nagarro SE will publish the transactions disclosed on its website [www.nagarro.com](http://www.nagarro.com) in the Investor Relations section and ensure that the information will be publicly accessible for a period of at least five years from the day of adequate disclosure (Art. 2 para. 3 sent. 2 Del.-Reg.).

The first tranche of the share buyback program was conducted between 2 May 2023 and 25 May 2023. The total number of treasury shares acquired by Nagarro SE in the first tranche of the share buyback program was 113,134, representing approximately 0.82% of the current share capital of Nagarro SE. The average purchase price paid per share was EUR 88.3884. In total, shares with a total volume of EUR 9,999,733.46 (excluding ancillary costs of purchase) were repurchased in the first tranche of the share buyback.

The Management Board of the Company will decide on the start of the third and final tranche of the share buyback at its own discretion in accordance with legal requirements. The start of the implementation of the third tranche of the share buyback will be duly announced in advance in accordance with the legal requirements.

Munich, 13 June 2023

The Management Board