

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

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The share buyback announced by Nagarro SE by way of the ad hoc notification of 14 April 2023 will be conducted starting on 2 May 2023. Over a time period until at the latest 31 October 2023, up to 350,000 treasury shares of the Company shall be repurchased, 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 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 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 share buyback will be carried out in three tranches with a volume of EUR 10 million each, taking into account the maximum number of treasury shares to be purchased. The implementation of the first tranche will commence on 2 May 2023. The Management Board of the Company will decide on the start of the other two tranches at its own discretion in accordance with legal requirements. The start of the implementation of the second and third tranches of the share buyback will be duly announced in accordance with the legal requirements in each case before they commence.

Munich, 2 May 2023

The Management Board