August 06, 2026

To,

Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.
Scrip Code: 543280

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1. G Block,
Bandra -Kurla Complex, Bandra (East),
Mumbai- 400051.
Scrip Symbol: NAZARA

Subject: Outcome of Board Meeting

Reference - Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations")

Dear Sir/Madam,

Further to our letter dated August 03, 2026, and in accordance with Regulation 30 and other applicable provisions of the Listing Regulations, we wish to inform you that the Board of Directors of Nazara Technologies Limited ("the Company") at its meeting held today i.e. August 06, 2026, *inter alia*, considered and approved the following:

1. Funds raising by way of issuance of up to 2,39,70,676 fully paid-up equity shares of the Company having face value of ₹2/- each, for cash, at an issue price of ₹306/- per share (including premium of ₹304/- per share), aggregating up to ₹7,33,50,26,856/-, on preferential basis, to identified investors, in accordance with the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Companies Act, 2013 and other applicable laws, subject to the approval of shareholders of the Company and such other statutory, regulatory and governmental approvals as may be required.

   The details for issuance of securities as required under the Listing Regulations read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is enclosed herewith as **Annexure – A**.

2. Increase in the Authorised Share Capital of the Company from ₹80,00,00,000/- to ₹90,00,00,000/- and the consequent amendment to Clause V of the Memorandum of Association of the Company, subject to the approval of shareholders of the Company.

   The details for amendment to Memorandum of Association of the Company as required under the Listing Regulations read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is enclosed herewith as **Annexure – B**.

3. Convening of an Extraordinary General Meeting ("EGM") of the shareholders of the Company on Sunday, August 30, 2026, through video conferencing / other audio-visual means, to seek the requisite shareholders' approvals in relation to the aforesaid matters.

Nazara Technologies Limited

CIN: L72900MH1999PLC122970
11th Floor, Avighna House, Dr. A.B. Road,
Worli, Mumbai – 400018.
91-22-40330800 / 22810303 / 22813030
info@nazara.com
www.nazara.com

The meeting of the Board of Directors of the Company commenced at 12:50 p.m. and concluded at 01:40 p.m.

You are requested to take the above on record.

Yours faithfully,
For Nazara Technologies Limited

ARUN SHIVA BHANDARI
Digitally signed by ARUN SHIVA BHANDARI
Date: 2026.08.06 14:02:48 +05'30'

Arun Bhandari
Company Secretary & Compliance Officer

Encl.: As above

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Annexure – A

Sr. No.	Particulars	Details
1	Type of securities proposed to be issued	Equity Shares of ₹ 2/- each
2	Type of issuance	Preferential Issue in accordance with Chapter V of SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws
3	Total number of securities proposed to be issued and amount for which the securities will be issued.	Up to 2,39,70,676 Equity Shares at an issue price of ₹306/- per Equity Share (including premium of ₹304/- per Equity Share), for cash, aggregating up to ₹7,33,50,26,856/-.
4	Additional Information in case of Preferential Issue:	
i.	Name of the Investor	See table below
ii.	Post Allotment of Securities: Outcome of Subscription	Equity Shares are proposed to be allotted to the following Investors. Details of the shareholding of the Investors in the Company, prior to and after the proposed Preferential Issue, are as under: (see table below)

i. Name of the Investor

Sr. No.	Name of the proposed Investors	Maximum Number of Shares to be allotted
1.	Mr. Raymond Albaladejo Stauffer*	1,90,67,969
2.	Mr. Schutze Marc Sylvester	28,32,273
3.	Mr. Maxime Loppin	10,03,628
4.	Mr. Alexandre Paul Jean Noirot Cosson	7,10,946
5.	Mr. Alexander Osou	2,66,895
6.	Mr. Hugo Rémy Gaston Blavin	88,965
	Total	**2,39,70,676**

*He has been appointed as Chief Executive Officer of the Company with effect from September 01, 2026, or such other date as may be determined by the Board, upon receipt of the requisite regulatory approvals.

ii. Post Allotment of Securities: Outcome of Subscription

Name of Investors	Pre-Preferential Issue		^Post- Preferential Issue	
	No of Shares	% of holding	No. of Shares	% of holding
Mr. Raymond Albaladejo Stauffer*	--	--	1,90,67,969	4.67
Mr. Marc Sylvester Schutze	--	--	28,32,273	0.69
Mr. Maxime Loppin	--	--	10,03,628	0.25
Mr. Alexandre Paul Jean Noirot-Cosson	--	--	7,10,946	0.17

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td></td><td></td><td>
<table>
<tr><td>Mr. Alexander Osou</td><td>--</td><td>--</td><td>2,66,895</td><td>0.07</td></tr>
<tr><td>Mr. Hugo Rémy Gaston Blavin</td><td>--</td><td>--</td><td>88,965</td><td>0.02</td></tr>
<tr><td>Total</td><td>--</td><td>--</td><td>2,39,70,676</td><td>5.87</td></tr>
</table>
*He has been appointed as Chief Executive Officer of the Company with effect from September 01, 2026, or such other date as may be determined by the Board, upon receipt of the requisite regulatory approvals.
^The post-issue shareholding pattern is based on the shareholding of the Company as on August 03, 2026, and assumes the allotment of Equity Shares as proposed in this disclosure. In the event of any further allotment of Equity Shares pursuant to the exercise of outstanding employee stock options, warrants or other convertible securities, the post-issue shareholding pattern and the percentage shareholding of the shareholders shall stand modified accordingly.</td></tr>
<tr><td>iii.</td><td>Issue Price</td><td>₹306/- per Equity Share (including a premium of ₹304/- per Equity Share).

The price at which the Equity Shares shall be issued to the proposed investor is not lower than the floor price (as on the relevant date[1]) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.</td></tr>
<tr><td>iv</td><td>Number of Investors</td><td>6 (Six)</td></tr>
<tr><td>v</td><td>In case of convertibles, intimation on conversion of securities or on lapse of the tenure of the instrument</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Any cancellation or termination of proposal for issuance of securities including reasons thereof</td><td>Not Applicable</td></tr>
</table>

[1] In accordance with the SEBI ICDR Regulations, the 'relevant date' for the proposed preferential issue is July 31, 2026.

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Annexure – B

Sr. No.	Particulars	Details
1	Amendment to Memorandum of Association of the Company	Proposed to increase the Authorised Share Capital of the Company from ₹80,00,00,000/- (Rupees Eighty Crores Only) divided into 40,00,00,000 (Forty Crores) Equity Shares of ₹2/- each to ₹90,00,00,000/- (Rupees Ninety Crores Only) divided into 45,00,00,000 (Forty-Five Crores) Equity Shares of ₹2/- each, by creation of an additional 5,00,00,000 (Five Crores) Equity Shares of ₹2/- each ranking *pari-passu* in all respects with the existing Equity Shares of the Company, subject to the requisite approvals. The extract of the revised "Capital Clause" (Clause V) of the Memorandum of Association of the Company, subject to requisite approvals, is as under: *"The Authorised Share Capital of the Company is ₹90,00,00,000/- (Rupees Ninety Crores Only) divided into 45,00,00,000 (Forty-Five Crores) Equity Shares of ₹2/- (Rupees Two Only) each.*"
2	Amendment to Articles of Association of the Company	Not Applicable