

RESOLUTIONS

First.- Examination and approval of the Financial Statements and Management Report closed on 31st December 2010, as well as the proposal for the allocation of earnings. Approval of the management of the Board of Directors.

1. To approve the Financial Statements and the Management Report of Indra Sistemas, S.A. for the fiscal year ended 31st December 2010 and issued by the Board of Directors at its meeting held 17th March, 2011.

As a result of corporate governance practices applied by the Company, attention is particularly directed to Note 37 of the individual Annual Report and to section B.1.13 of the Annual Report on Corporate Governance, which is an integral part of the Management Report, where obligations assumed by the Company in favour of senior management in the event of termination of their employment relationship are explained in detail.

After tax profit taken from the financial statements amounts to 193,358,674.28 €. Company profit from fiscal 2010 is to be distributed in the following manner:

| | |
|------------------|--------------------|
| 67,187,797.38 € | voluntary reserves |
| 14,560,750.38 € | goodwill reserves |
| 111,610,126.52 € | dividends |

2. To approve a regular gross dividend of 0.68 € per share, which represents an increase of 3% over the dividend paid last year and a pay-out level of 59%. The dividend will vest to shareholders beginning 4th July, 2011. The dividend also represents the following gross and net amounts (given a withholding rate of 19%) for each share:

| | |
|------------------|----------|
| Gross Amount: | 0.68 € |
| Withholding 19%: | 0.1292 € |
| Net: | 0.5508 € |

The exact amount of the total dividend to be paid may increase or decrease in order that the amount received for each outstanding share

be maintained at 0.68 € gross per share pursuant to Article 148 a) of the Spanish Corporations Act (LSC).

3. Approve the consolidated Financial Statements and Management Report for the group headed by INDRA SISTEMAS, S.A. for the fiscal year ended 31st December 2010 and issued by the Board of Directors at its meeting held 17th March, 2011.

After tax profits taken from the financial statements amount to 187.939 million euros, of which 188.521 million euros are attributable to the parent company.

The resolutions are passed with 61,919 shares voting against them, 80,692 shares abstaining and the remaining 115,120,454 shares (99.88%) present and represented in the Meeting voting for them.

Second.- Approval of the Management of the Board of Directors

To approved the management performed by the Board of Directors during the fiscal year closed December 31st, 2010.

This resolution is passed with 63,218 shares voting against them, 598.854 shares abstaining and the remaining 114,600,993 shares (99.43%) present and represented in the Meeting voting for them.

Third.- Determination of the number of Directors. Appointment and re-election of Directors.

In accordance with proposals and reports from the Appointments, Compensation and Corporate Governance Committee:

1. Establish the number of members of the Company Board of Directors at 15, a number within the minimum and maximum established in Article 21 of the Bylaws.

This resolution is passed with 6,706,974 shares voting against them, 145,142 shares abstaining and the remaining 108,410,949 shares (94.06%) present and represented in the Meeting voting for them

2. Appoint Mr. Javier de Andrés González as an Executive Director for a statutory term of three years. His personal data will be made public by registry in the Registro Mercantil.

This resolution is passed with 24,654,268 shares voting against them, 202,942 shares abstaining and the remaining 90,405,855 shares (78.43%) present and represented in the Meeting voting for them

3. Re-elect Mediación y Diagnósticos, S.A as Proprietary Director for a statutory term of three years in representation of the shareholder interests of Caja Madrid.

This resolution is passed with 25,153,814 shares voting against them, 337,601 shares abstaining and the remaining 89,771,650 shares (77.88%) present and represented in the Meeting voting for them

4. Re-elect Participaciones y Cartera de Inversión, S.L. as Proprietary Director for a statutory term of three years in representation as well of the shareholder interests of Caja Madrid.

This resolution is passed with 25,869,959 shares voting against them, 203,052 shares abstaining and the remaining 89,190,054 shares (77.38%) present and represented in the Meeting voting for them

5. Re-elect Ms. Isabel Aguilera Navarro as Independent Director for a statutory term of three years.

This resolution is passed with 54,748 shares voting against them, 140,442 shares abstaining and the remaining 115.067.875 shares (99.83%) present and represented in the Meeting voting for them

6. Re-elect Ms. Rosa Sugañes Arimany as an Independent Director for a statutory term of three years.

This resolution is passed with 17,285,353 shares voting against them, 140,442 shares abstaining and the remaining 97,837,270 shares (84.88%) present and represented in the Meeting voting for them

7. Re-elect Mr. Javier Monzón de Cáceres as an Executive Director for a statutory term of three years.

This resolution is passed with 24,381,923 shares voting against them, 221,627 shares abstaining and the remaining 90,659,515 shares (78.65%) present and represented in the Meeting voting for them

8. Re-elect Mr. Regino Moranchel Fernández as an Executive Director for a statutory term of three years.

This resolution is passed with 24,604,174 shares voting against them, 203,052 shares abstaining and the remaining 90,455,839 shares (78.48%) present and represented in the Meeting voting for them

9. Appoint Mr. Ignacio Santillana del Barrio as Independent Director for a statutory term of three years.

Mr. Santillana fills the vacant of director due to the resignation of Independent Director Mr. Manuel Soto, whose term ends with this Meeting and who, under criteria for rotation of Board membership of Independent Directors approved by the Board, is not proposed for re-election. Deep gratitude on behalf of the Board of Directors is expressed for Mr. Soto's service in the different offices held the Board and as Chair of the Audit and Compliance Committee during his term in office.

This resolution is passed with 58,023 shares voting against them, 140,442 shares abstaining and the remaining 115,064,600 shares (99.83%) present and represented in the Meeting voting for them

Fourth.- Report issued by the Board of Directors, according with the provisions of article 286 of the Spanish Corporations Act (LSC), in relation to the proposal of amendments to the By-laws.

Aprobar la modificación de la redacción de los siguientes artículos de los Estatutos Sociales, que pasarán a tener la redacción literal transcrita a continuación. Para su votación se agrupan en los siguientes bloques (por razón de su justificación), cada uno de los cuales será objeto de votación separada en la Junta General:

4.1. BLOCK I.- Adaptation to the Spanish Corporations Act (Ley de Sociedades de Capital) Artículos 1, 4, 6, 7, 8, 9, 11, 13, 16, 17, 18, 20, 22, 23, 30, 32, 35, 36 Y 37

Article 1.- *The Company shall operate under the name of "INDRA SISTEMAS, S.A." and it shall be governed by these Company Bylaws and, in all matters upon which the said Bylaws are silent, by the Ley de Sociedades de Capital ("Spanish Stock Company Act" or "LSC") and such other legal provisions as may apply to it.*

Article 4.- *The Company shall have perpetual existence.*

Article 6.- *Each share confers on its rightful holder the status of shareholder and shall entitle the shareholder to a right to share in the Company's profits and in the proceeds from liquidation of the Company; rights of pre-emption in newly issued shares or options; attendance and voting at General Shareholders Meetings and the right to object to Company decisions and information as provided for in Article 93 of the LSC, as well as any other rights under applicable law and the current Bylaws.*

The Company shall treat all similarly situated shareholders equally.

Except as provided by law as regards non monetary disbursements, in any issuance of shares in which only a portion of its par value is paid, the Board of

Directors is authorized to fix the date or dates and other conditions for the remaining payments.

Whilst the Company shares are quoted in the Stock Exchange, the register book of said shares shall be kept by the entity or entities assigned to that task in accordance with applicable law.

Shares may be transferred by any of the methods recognized by law, according to the type of share, and pursuant to the regulations governing the transfer of shares represented by means of book entries.

Article 7.- *The shares are indivisible. In the event of co-ownership, usufruct, hypothecation and any other instances of co-ownership as permitted by law, ownership rights shall be determined by applicable law and these Bylaws.*

Artículo 8º.- *[SUPERSEDED]*

Article 9 (new art. 8).- *Upon resolution at a Shareholders Meeting adopted in accordance with applicable law, the Company may issue securities or other types of debt, with no limits other than those established by law.*

When they are made available for trading on the Stock Exchange, debt issued by the Company shall be represented by means of book entries.

Article 11 (new art. 10).- *The Shareholders Meeting, duly called in accordance with provisions of these Bylaws and current applicable law, shall represent all the shareholders and be their decisions, its resolutions being mandatory and binding on all shareholders, including those opposed and those who did not participate at the Shareholders Meeting, once the corresponding minutes have been approved in accordance with these Bylaws.*

Participants at the Shareholders Meeting shall have the authority to decide any matters under its competence under applicable law and the Bylaws, in particular the following:

- a) Approval of the annual financial statements, application of the results and approval of company management.*
- b) The appointment and dismissal of administrators, liquidators and auditors, as well as exercise of company rights against any of them.*
- c) Modification of the Bylaws.*
- d) Increase or decrease of issued shares.*
- e) Suspension or limitation of pre-emption rights.*
- f) Reorganization, merger, and in cases required by law, suspension or bankruptcy and relocation of the registered office abroad.*
- g) Winding down of the Company.*
- h) Approval of the final liquidation balance sheet.*
- i) Incorporation of subsidiaries from time to time in order to perform essential Company activities.*

- j) *Acquisition or divestiture of essential assets upon modification of the corporate purpose.*
- k) *Any other activities whose effect is the winding down of the Company.*
- l) *Any other matters as may be provided for by law or the Bylaws.*

Any powers not vested to the Shareholders Meeting by law or the Bylaws shall be within the competence of the Board of Directors.

Article 13º (new art. 12).- *Both Annual and Special Shareholders Meetings shall be called upon resolution of the Board of Directors by way of a notice published in the Boletín Oficial del Registro Mercantil (“Official Gazette of the Commercial Registry”) and on the Company website, or in the form and within the time as established by law.*

Notices must set forth the date, time and place for the meeting on first call and a statement regarding the matters to be discussed at the meeting. In addition, the notice may include the date and time, if appropriate, on which the meeting shall be held on second call. There shall be a period of time of at least twenty-four hours between the first call and the second call.

Those shareholders representing at least 5% of the capital stock may request that an annex to the notice of call for any General Shareholders’ Meeting be published, in order to include one or more points in the Agenda. This right shall be exercised by sending a certified notification which must be received at the company’s registered office within five days following the date when the call of the General Shareholders’ Meeting was published.

The annex to the notice shall also published at least 15 days in advance of the date scheduled for the General Shareholders’ Meeting. The lack of publication in such timeframe shall void the results of the Shareholders Meeting.

Artículo 16º.- *The Shareholders Meeting may be held at any place within Spanish territory. The Board of Directors will determine in each instance the place for the Shareholders Meeting.*

The Chairman of the Board of Directors shall preside over Shareholders Meetings, or in his/her absence, one of the Vice-Chairmen, and if they are absent, by such Director which the Board may appoint, or else such shareholder who may be appointed at the Shareholders Meeting.

The Secretary of the Shareholders Meeting shall be the Secretary of the Board of Directors or, in his/her absence, the Vice-Secretary of the Board of Directors, and if both are absent, such shareholder in attendance who may be appointed at the Shareholders Meeting.

The Chairman of the Shareholders Meeting shall have the authority to determine the validity of proxy documents and compliance with attendance requirements.

Article 17º.- *In order for the Shareholders Meeting to constitute a quorum, at least twenty-five per cent of the outstanding voting capital stock shall be*

required to be in attendance, either in person or by proxy, on first call. On second call, the Shareholders Meeting shall be held whatever the voting capital stock in attendance. Notwithstanding, in order to make valid any resolutions regarding an increase or reduction of capital; issuance of debt; a reorganization of the Company; elimination or reduction of pre-emption rights of new shares; any modification of the Bylaws; or a change, merger, divestiture or takeover; as well as relocation of the registered office abroad , at least fifty per cent of the outstanding voting capital stock must be in attendance at first call and twenty-five per cent of said capital stock must be in attendance at second call.

Article 18º- Any Shareholders Meeting shall be deemed to be quorate in order to deal with any matter with no need for call, so long as all issued shares are present or represented and those in attendance unanimously agree to hold the meeting.

Article 20º- The Minutes of the each Shareholders Meeting shall be compiled by the Secretary. A list of those in attendance shall appear at the beginning along with a summary of the corporate resolutions passed. The Minutes shall be transcribed in the corresponding Minute Book especially reserved for Shareholders Meetings and must be approved at the end of the meeting or within a period of fifteen days following, by the Chairman of the meeting and two shareholders who shall act as scrutineers, one designated by the majority and the other by the minority, and the minutes shall be signed by the Chairman and Secretary of the meeting, as well as the two shareholders who acted as scrutineers.

Corporate resolutions may be acted upon starting the date which the Minutes where they appear are approved.

The Board of Directors (the "Board") as well as shareholders representing a minimum of one percent of the outstanding stock of the company, within the time and in accordance with the requirements of applicable law, may require that a notary be present to prepare the minutes of the meeting. It will not be necessary for the notarized minutes to be approved by the shareholders and they shall be considered a resolution of the meeting.

Article 22º- Directors shall serve in their posts for a term of office of three years.

In the event that there is no alternate, any vacancies that arise on the Board which do not occur as a result of the expiry of a term of office can be filled by a person appointed by the Board from among the shareholders of the Company, until the first General Shareholders Meeting.

Directors shall not be required to provide any special bond to cover liability for their official acts, but they may be dismissed from their posts at any time by resolution of a shareholders meeting.

Directors must resign from their posts in those circumstances provided for by applicable law and in those regulations approved by the Board to such effect pursuant to the power conferred on the Board by Article 245 of the LSC.

Artículo 23º.- *The Board of Directors shall meet at least once a year in accordance with the regulations that the Board itself approves, pursuant to the power conferred on it by Article 245 of the LSC. With the exception of those cases in which, pursuant to said power or pursuant to applicable law, an alternative is established, calls shall be made by the Chairman.*

Artículo 30º.-

1. *The Board of Directors of the Company may delegate, totally or partially, those powers which have been granted in relation to the management and administration of the property of the Company, management of its business activities, and powers of representation of the same to one or more persons, who are members of the Board who shall be appointed as Managing Directors, or to non-members who shall be attorneys-in-fact by means of granting the necessary powers of attorney.*

2. *The Board may also appoint an Executive Committee from among its members, authorized to manage and represent the Company in general, as well as any other committees to which it may entrust areas of authority in relation to certain areas or matters.*

Under no circumstances shall any powers be delegated which may not be delegated pursuant to law or in accordance with rules established by the Board pursuant to powers conferred on it by Article 245 of the LSC.

Article 32º.- *Within the first three months of each fiscal year, the Board shall prepare the annual financial statements and the management report for the previous fiscal year. The financial statements shall consist of the balance sheet, the income statement, a statement of shareholders' equity, a statement of cash flows, and the Annual Report.*

The annual financial statements and the management report shall comply with applicable legal provisions and, whenever so required, be audited by the auditors appointed at the Shareholders Meeting.

As of the call date of the Shareholders Meeting where the annual financial statements and the management report shall be submitted for approval, shareholders may obtain from the Company, free of charge and at once, a copy of said documents and the Auditors' Report, if required.

Article 35º.- *The Company shall be dissolved for those reasons provided for under applicable law and at any time upon a resolution at a Shareholders Meeting which has been expressly called for this purpose.*

Article 36º.- *Once the dissolution of the Company has been duly resolved, the words "In Liquidation" shall be added to the company name, the Directors shall cease to hold office and at the Shareholders Meeting an uneven number of*

liquidators shall be appointed, who shall discharge their functions as provided under applicable law.

Article 37^o- *Once the liquidation has been completed, the liquidators shall submit a final balance, a comprehensive report regarding their activities, and a proposal for division of assets among shareholders for approval at the Shareholders Meeting. Once the time for challenging the final balance has expired with no objection, or after objections have been resolved, liquidation payment to shareholders shall be made and the liquidators will publish a document declaring dissolution of the Company, with which a cancellation of registry with the Registro Mercantil shall be obtained.*

This resolution is passed with 4,044 shares voting against them, 89,945 shares abstaining and the remaining 115,169,076 shares (99.92%) present and represented in the Meeting voting for them

4.2. BLOCK II.- Adaptation to the amendments introduced by Law 12/2010, of June 30th, and the Spanish Stock Market Act: article 30 PÁRGRAPH 3^o

Article 30 Paragraph 3 (new art. 31)- *The Board of Directors will appoint an Audit and Compliance Committee from its membership. The number of members of the Committee may not be less than three or greater than five and will be appointed by the Board of Directors. All the members of the Audit and Compliance Committee must be non-executive Directors of the Company and at least one must be Independent and will be appointed based upon the Director's knowledge and experience in accounting, auditing, or both.*

The Audit and Compliance Committee will appoint a Chairman among its members. The duration of the Chairman's term in office will be of four years maximum, and the Chairman may be re-elected once a period of one year has passed after the end of the his term. The Committee will also designate a Secretary that will not necessarily be a member of the Committee.

Without prejudice to any other tasks that the LSC, the shareholders at a meeting, or the Board of Directors may assign it, the Audit and Compliance Committee will have the following basic functions:

- a) *Inform the General Shareholders Meeting about the issues that the shareholders raise in matters falling within the scope of the Committee's competencies.*
- b) *Oversee the effectiveness of the internal control system of the Company, internal audit, and risk management, as well as discuss with the external auditors any significant weakness in the internal control system detected during the audit.*
- c) *Supervise the creation and presentation of required financial statements.*
- d) *Submit to the Board of Directors for its consideration proposals for the appointment of the external auditor as well as terms of engagement, the scope of work and, if appropriate, revocation or non-renovation.*

- e) *Liaise directly with the external auditors and evaluate the progress and results of their work, paying special attention to those issues that may jeopardize the auditors' independence and any other issues related with the development process of the financial audit, as well as any other communications set forth in the applicable law regarding financial audits and in audit standards. The Committee shall receive written confirmation from the external auditors each and every year that they are independent of the Company and any directly or indirectly related entities, as well as reports of additional services rendered by the auditors to said entities or by persons or entities related to the auditors in accordance with the law regarding auditing.*
- f) *Issue an annual report in which the Committee expresses an opinion regarding the independence of the external auditors before the auditors' report is published. This report shall treat the rendering of services referenced in the previous paragraph.*

The Committee will meet periodically as necessary at least four times a year. It will draft an annual work plan and report its contents to the Board. It will keep minutes of each meeting, which minutes will be presented to the entire Board. Meetings will be called by the Chairman of the Committee.

Any member of the management team or Company staff may be required to attend meetings of the Audit and Compliance Committee and to cooperate and give access to any information they may have. The Committee may also request the attendance of the external auditors.

The Board of Directors may delegate other authority to the Committee depending upon the needs of the Company from time to time.

This resolution is passed with 61,634 shares voting against them, 551,221 shares abstaining and the remaining 114,650,210 shares (99.47%) present and represented in the Meeting voting for them

4.3. BLOCK III.- SUPPRESSION OF THE REQUIREMENT OF MINIMUM HOLDING OF SHARES TO ATTEND THE DE TENENCIA DE UN NÚMERO MÍNIMO DE ACCIONES TO ATTEND THE SHAREHOLDERS MEETING : ARTÍCULO 14

Article 14 (new art. 13).- *Any shareholder wishing to attend the Shareholders Meeting must have title to shares registered in the registry book at least five days prior to commencement of the Shareholders Meeting.*

Any shareholder entitled to attend may be represented at the General Shareholders' Meetings through another person who need not be a shareholder. Such representation, which will be conferred specially for each Shareholders Meeting, may be given by any of the procedures provided for by Law or in the present Bylaws. A single shareholder may not have more than one representative at the Shareholders Meeting.

This resolution is passed with 3,934 shares voting against them, 89,945 shares abstaining and the remaining 115,169,186 shares (99.92%) present and represented in the Meeting voting for them

4.4. BLOCK IV.- Especification of certain activities of the corporate purpose: article 2

Article 2.-

1. *The Company has as its corporate purpose:*

a) *The design, development, production, integration, operation, maintenance, marketing and repair of systems, solutions and products -including automotive vehicles, ships, aircraft and aerospace devices or vehicles- that make use of information technologies (computer, electronics and communications), as well as any part or component thereof and any kind of services relating to any and all of the foregoing, including the necessary works to be installed, in any field or sector.*

b) *The provision of services in the fields of strategic and management consultancy, technology consultancy and training in any sector or field, including fields such as spatial planning or the environment. Additionally, the drafting, preparation and execution of any kind of studies and projects as well as management, technical assistance, technology transfer, commercialisation and administration of such studies, projects and activities.*

c) *The provision of outsourcing services related to activities or processes pertaining to any field or sector.*

2. *The activities included in the company's corporate purpose may be pursued in Spain and abroad, even indirectly, by any of the forms admitted by law and, in particular, through the ownership of stock or participation in other companies or legal entities with a corporate purpose identical, analogous, accessory or complementary to the foregoing activities.*

This resolution is passed with 4,044 shares voting against them, 89,945 shares abstaining and the remaining 115,169,076 shares (99.92%) present and represented in the Meeting voting for them

4.5. BLOCK V.- Compensation to the Board of Directors: article 27

Article 27^o.-

1. *The post of Director is to be compensated. Directors shall received fixed compensation to be paid in cash.*

The gross compensation for the Board of Directors shall not exceed an annual amount as fixed at a Shareholders Meeting. Such limit shall remain in effect so long as no change has been made at a Shareholders Meeting.

The Board of Directors shall determine, within said limits, the amounts and methods of compensation for each Director as well as pay dates, and shall from time to time establish criteria to give effect to such determinations.

2. Apart from the compensation outlined above, shareholders at a meeting may resolve, subject to applicable law at all times, to deliver shares, options or any other consideration tied to Company stock value to Directors.

3. The remuneration provided for in prior paragraphs is compatible with and independent of any salaries, emoluments, indemnities, pensions or compensation of any kind established in general or in particular for those members of the Board of Directors who have an employment relationship with the Company – whether typical or special in the case of top management -- or for the rendering of services, when such is compatible with their status as members of the Board of Directors.

This resolution is passed with 65,019 shares voting against them, 89,945 shares abstaining and the remaining 115,108,101 shares (99.87%) present and represented in the Meeting voting for them

4.6. BLOCK VI.- Other stylistic changes: articles 12, 15, 21, 24, 25, 26, 28, 29, 33 y 34

Article 12 (new art. 11).- *The Annual Shareholders Meeting shall be held within the first six months of each fiscal year, to review the management of the company, approve the annual financial statements of the preceding fiscal year, and decide on the proposed application of company earnings and any other matters included on the Agenda. All other meetings of the shareholders shall be considered Special Shareholders Meetings and shall be held upon resolution of the Board of Directors or when requested to do so by shareholders who represent at least five per cent of the issued shares.*

The results of the Shareholders Meeting shall be effective in spite of its being held at another location.

Those shareholders who request a Special Shareholders Meeting to be called must direct the appropriate request to the Company Board of Directors, duly verifying they hold title to a number of shares which represent at least five per cent of the Company's issued shares, and they must also state precisely which matters are to be dealt with at said meeting. Where this is the case, the meeting shall be called to be held within the time provided for by the LSC, counting from the time that the Board of Directors have been properly notified by means of official record, and the agenda must include those matters which form the subject of the request and any others which the Board may approve.

Artículo 15º.- *Directors must attend the Shareholders Meetings. Managers and employees of the Company summoned by the Board of Directors may also attend*

the Shareholders Meeting. In no event may any attendees who are not shareholders have a right to vote.

Article 21.- *Company management is entrusted to the Board of Directors (individually, “Director”), which shall act as a consultative body.*

A Director need not be a shareholder.

The Board of Directors shall be composed of a minimum of eight members and a maximum of sixteen, setting of the exact number to be decided at a Shareholders Meeting.

Artículo 24º.- *Any Director may be represented at the meetings of the Board by granting the corresponding proxy in writing to another member of the Board who shall attend in person.*

With the exception of those cases wherein specific attendance requirements have been laid down in relation to quorums, the Board of Directors shall be deemed quorate when the majority of the Directors, whether in person or by proxy. Resolutions shall be adopted by an absolute majority of votes of those Directors in attendance; in the case of a tie, the Chairman of the Board of Directors shall cast the deciding vote. However, when such resolutions refer to the appointment of chief executives or permanent delegation of authority of the Board, these resolutions shall require the favourable vote of two-thirds of the Directors.

Article 25º.- *Discussions and resolutions of the Board of Directors shall be kept in a minute book, which shall be signed by the Secretary or Vice Secretary and approved by whomever shall have presided as Chairman.*

Artículo 26º.- *The Board of Directors shall be invested with the broadest powers to administer, manage and represent the Company in all matters concerning its areas of competence, limited only by applicable law or these Bylaws as approved at a Shareholders Meeting.*

Artículo 28º.- *The Board of Directors shall elect one of its members to the post of Chairman and it may also, if it be deemed necessary, elect one or more Vice-Chairmen as a substitute in case of the Chairman’s absence. In those cases where no Vice-Chairman has been elected, the substitute for the Chairman of the Board shall be a Director appointed by the Board itself.*

The duties of the Chairman or his substitute shall be the following: to call the meetings of the Board of Directors; to ensure that in calling and conducting meetings that the procedures laid down in these Bylaws and applicable law are observed; to preside as chairman of the meetings of the Board of Directors and the Shareholders Meetings; to direct the discussions which are the subject of the Agenda and to resolve any statutory doubts which may arise; to authorize with his signature the minutes of the meetings of the Board of Directors and the Shareholders Meetings; and approve the certifications and abstracts of said minutes issued by the Secretary.

Artículo 29º- *The Board of Directors shall also appoint a Secretary; a Director may be appointed to the post, and shall be called Director-Secretary, or a person who is not a member of the Board, but in this case the person appointed shall not have the right to vote. In addition, the Board may appoint a Vice-Secretary, who need not be a Director or a shareholder, and who shall substitute in the Secretary's absence.*

The duties of the Secretary or the Vice-Secretary shall be to assist the Chairman during meetings of the Board of Directors and the Shareholders Meetings, to draw up the lists of those in attendance and the minutes, which he/she shall authorize by signing the same, and affirming the contents thereof by means of certifications which are to be issued with the approval of the Chairman.

Artículo 33º- *Together with the Annual Report for each fiscal year, the Board of Directors will prepare a proposal for distribution of earnings in accordance with applicable law.*

Artículo 34º- *Upon resolution at a Shareholders Meeting or, when permitted by law the Board of Directors, adopted in accordance with the then current applicable law and these Bylaws, the Company may merge with or take over any other company, and reorganize itself as any other type of business organization.*

This resolution is passed with 4,044 shares voting against them, 89,945 shares abstaining and the remaining 115,169,076 shares (99.92%) present and represented in the Meeting voting for them

4.7. TO APPROVE REVISED TEXT OF THE COMPANY BYLAWS TO INCLUDE THE ABOVE MENTIONED AMENDMENTS AND RENUMBER ITS ARTICLES

This resolution is passed with 3,934 shares voting against them, 265,155 shares abstaining and the remaining 114,993,976 shares (99.77%) present and represented in the Meeting voting for them

FIFTH. - AMENDMENTS TO THE REGULATIONS FOR THE GENERAL SHAREHOLDERS MEETING

Approve amendment of the current version of the following Articles of the Regulations for the General Shareholders Meetings, with the exact language of the new version reproduced below. Changed articles are organized in the following Blocks (depending upon the reason for amendment) with each block being the subject of a separate vote at the Meeting.

5.1 BLOCK I.- HARMONIZATION WITH THE LEY DE SOCIEDADES DE CAPITAL (LSC): ARTICLES 3, NEW 6, 8 AND 9

Article 3.- Procedure and notice period

General Shareholders' Meetings, whether annual ("Meetings") or extraordinary, shall be called following a resolution of the Board of Directors, by way of a notice published in the Boletín Oficial del Registro Mercantil ("Official Gazette of the Mercantile Registry") and on the company website, or in any other form and within time limits as may be established by applicable law.

The call notice shall state the name of the company, the place, date and time of first call and the points of the Agenda and shall also indicate the date and time for the meeting to be held on second call, if necessary. At least twenty-four hours shall elapse between the first and second calls.

Those shareholders representing at least 5% of the capital stock may request that an annex to the notice of call of any General Shareholders' Meeting be published in order to include one or more points in the Agenda. This right shall be exercised by sending a certified notification that must be received at the company's registered office within the five days following the date when the notice of the General Shareholders' Meeting was published.

The annex to the call shall also be published at least 15 days in advance of the date scheduled for the General Shareholders' Meeting. The lack of publication of the annex shall make it of no effect at the General Shareholders' Meeting.

When the Meeting is called at the request of shareholders holding at least five percent of the capital stock, the Meeting shall be called to take place within thirty days of reception of the notarized notice from the interested shareholders, and those points comprising the subject of the request shall be included on the Agenda, as well as any others which may be resolved by the Board of Directors.

Notwithstanding the foregoing, in general, as soon as the Board of Directors has specific knowledge of the probable date on which the next General Shareholders' Meeting is to be called and held, it shall announce this by way of a public announcement and via the Company's web page, so that shareholders may propose points to be addressed or included in the Agenda for the Meeting.

Article 6.- Electronic Shareholder Forum (NEW ARTICLE)

In accordance with current law, an Electronic Shareholder Forum ("Forum") shall be created on the Company website for each shareholder meeting, and shall be accessible by properly identified individual shareholders, as well as Voluntary Shareholder Associations duly registered with the Comisión Nacional del Mercado de Valores ("Spanish Stock Exchange") ("CNMV").

In the Forum, which shall be accessible from the time of publication of the call for meeting, shareholders may publish proposals; propose annexes to the agenda announced in the call; request that such proposals be added to the agenda; propose initiatives intended to meet the required minority rights level as provided for by the LSC; and offer proposals or petitions for voluntary representation.

The Board of Directors shall approve the regulations which govern the operation of the Forum made available for the Meeting, which rules shall be published on the Company website.

Article 8.- Proxy

Shareholders may attend General Shareholders' Meeting by proxy, which they may confer on any person, whether or not said person is a shareholder. Said proxy shall be conferred in writing and specifically for each Meeting.

In the event of a proxy solicitation, the proxy document shall contain or have attached the agenda as well as a request for instructions on exercise of the right to vote and an indication as to how the representative will vote in the event no precise instructions are given.

If the shareholder has given instructions, the representative may vote differently should circumstances unknown at the time the instructions were given arise and if following said instructions runs the risk of harming the interests of the shareholder. In this event, the representative must immediately inform the shareholder in writing, explaining the reasons for voting in another fashion.

Instructions may also include points which, although not anticipated to appear on the agenda as it appears on the call, may be brought up at the meeting in accordance with the LSC. Should there not be instructions regarding matters which are not legally required to appear on the agenda, the representative is to vote in the manner in which the representative feels in the best interest of the shareholder.

In the event that administrators or any other person on their behalf or in their interest have solicited a proxy, the administrator may not exercise any voting rights on agenda matters in which a conflict of interest arises, and never if the vote involves the following decisions:

- a) The administrator's appointment, re-election, removal, separation or termination as administrator*
- b) The exercise of company rights against his or her interests*
- c) The approval or ratification of Company acts with the administrator, companies under the administrator's control or those companies which represent or act on the administrator's behalf*

In those instances where any administrator possesses a proxy and finds himself faced with a conflict of interest at the time of exercising voting rights corresponding with the matter under consideration, then for those votes the proxy shall be passed to the Vice Chair named among the Independent Directors or the person that the Vice Chair may designate.

In any event, whether the proxy be voluntary, by operation of law, or by solicitation of proxy, no shareholder may have more than one representative attend a meeting.

In accordance with the Company Bylaws, the Board of Directors will provide for each General Shareholders' Meeting the procedures for attendance by any remote communication means that fulfil the requirements for security and efficiency set forth in the Bylaws and are at all times compatible with the state of the art of technology.

Representation shall always be revocable. The personal attendance at the meeting will have the effect of revoking any issued proxy and shall be immediately communicated to the representative in order that the representative not exercise a proxy when he may no longer do so.

Article 9.-Place and quorum

General Shareholders' Meetings may be held anywhere within Spanish territory. The administrative body will fix the place for each Meeting. In the event that no place is stated in the call, the meeting will be held at the registered office.

General Shareholders' Meetings shall be validly constituted on first call when those shareholders in attendance, whether in person or by proxy, hold at least twenty-five percent of the voting capital stock. On second call the Meeting shall be constituted regardless of the capital stock in attendance.

Nonetheless, in order for the Meeting to be able to validly approve the, capital increases or decreases, and, in general, any amendment to the Company Bylaws, the issuance of debt, the suppression or limitation of pre-emption rights, as well as the reorganization, merger, spin-off or sale of all Company assets, or movement of the registered office abroad, shareholders holding at least fifty percent of the outstanding shares must be in attendance at first call, whether in person or by proxy. Upon second call, the attendance of twenty-five percent of such capital stock shall suffice.

Notwithstanding the foregoing, the General Shareholders' Meeting shall be deemed to have been called and validly constituted to address any item and with full powers to pass any kind of resolution, with no other requirements, if all capital stock is in attendance and the shareholders unanimously resolve to hold it.

This resolution is passed with 3,834 shares voting against them, 291,221 shares abstaining and the remaining 114,968,010 shares (99.74%) present and represented in the Meeting voting for them

5.2. BLOCK II.- Stylistic changes: Articles 1, 2, 5, 12, and 14

Article 1. The Relationship of the Company with its Shareholders

The relationship of the Company with its shareholders is governed by the principles of equal treatment of shareholders, transparency, and the supply of extensive and continuous information, so that all shareholders may have sufficient knowledge of the situation of the Company and may exercise their rights in full.

The two basic channels through which this information is available are the Company's website (www.indra.es), especially the Shareholders and Investors section, and the Shareholders Office (Avenida de Bruselas, 35, Alcobendas, telephone: 91 480 98 00, fax: 91 480 98 47, email: accionistas@indra.es).

These Regulations are proposed in order to ensure that shareholders can participate more fully and effectively in General Shareholders' Meetings, and they contain the various applicable requirements established in the law and the Company Bylaws, as well as such other rules and procedures which the Company has decided to abide by, so that all shareholders may have access to the regulations in one single text set out systematically.

The General Shareholders' Meeting, called in accordance with the Company Bylaws and applicable law, shall represent all shareholders and shall exercise the full powers of the Company, and its decisions shall be binding on and mandatory for all shareholders, including those who voted against said decisions and those who were not present at the meeting.

Article 2.- Types of General Shareholders' Meetings

The General Shareholders' Meeting shall ordinarily meet every year within the first six months of each fiscal year for the purposes of examining company management, approving the financial statements of the preceding financial year and approving a resolution regarding the allocation of the earnings thereof and any other matter included on the Agenda. The General Shareholders' Meeting shall meet in an extraordinary session in all other circumstances where a meeting is called: following a decision by the Board of Directors or at the request of shareholders holding at least five percent of the Company's capital stock.

Article 5.- Shareholders' right to information

Shareholders have the right to receive extensive and accurate information regarding the points that are to be discussed and resolved at the General Shareholders' Meeting.

The Board of Directors shall promote the informed participation of shareholders at General Shareholders' Meetings and shall ensure that the General Shareholders' Meeting exercises its powers effectively in accordance with law and Company Bylaws.

Through its web page and the Shareholders' Office, the Company shall provide detailed information regarding the call, the content of the various points on the Agenda and the resolutions proposed under each one, and shall enable shareholders to seek clarification or additional information with regard to the said items through these channels.

For the foregoing purposes, the Board of Directors will complete, insofar as it deems necessary, any information required in accordance with the law and Company Bylaws.

The Board of Directors may limit the information made available to the shareholders if required by the interests of the Company. Information requested by shareholders in accordance with the law and the Bylaws may not be denied when such request is supported by shareholders who represent no less a fourth of outstanding shares.

Shareholders shall likewise be entitled to examine, at the registered office, the documentation placed at their disposal and referred to in the preceding paragraphs, and they may also request that the said documents be sent to their domicile free of charge, in the terms set forth by Law.

Article 12.- Voting on resolutions

Each share is entitled to one vote, and resolutions at General Shareholders' Meetings, whether Annual or Extraordinary, shall be approved by a majority of votes cast, without any further exception to this rule other than where the Law requires the affirmative vote of some special qualified majority.

The Board of Directors shall report at the beginning of the Meeting on the number of shares represented by members of the Board of Directors and which could be relevant to the outcome.

The Chairman shall ensure that the various proposals put forward to the Meeting be voted on separately and in order, irrespective of whether the statements regarding the various points have been made together or separately.

The Chairman shall decide on the order in which the various proposals made on one single point on the Agenda will be put to vote. Once a proposal has been approved, all those that are incompatible with it shall be excluded.

In general, voting shall be conducted by a show of hands, and the most appropriate method for recording the results of each vote in the minutes shall be decided upon freely. The Chairman, at his sole discretion or following a request made by a shareholder, may establish other voting procedures in order to ensure the reliability of the voting results.

In compliance with the contents of the Company Bylaws, for each Shareholders' Meeting the Board of Directors will provide the procedures for voting by any remote communication means that fulfil the requirements for security and efficiency set forth in such article and that are at all times compatible with the state of the art.

Any shareholder may request his vote to be recorded in the minutes, for which purpose he must make an express request and identify himself properly.

Those at the Meeting who represent more than one shareholder may split their votes in accordance with the instructions received from the shareholders they represent.

Article 14.- Minutes of the General Shareholders' Meeting

The Secretary shall compile the minutes for all General Shareholders' Meetings, which shall include a list of those in attendance, as well as a summary of the deliberations, the resolutions approved, the result of the votes for each, and any other matter required by the LSC.

The minutes shall be approved at the close of the meeting by those in attendance, or within fifteen days of the date of the meeting by the Chairman and two shareholders acting as scrutineers, one appointed by the majority and one by the minority, and this shall be formalized with the signatures of the

Chairman and Secretary, in addition to the signatures of the two scrutineers, where appropriate.

The minutes approved in either of these two manners shall have executive force as of the date on which they are approved.

These minutes shall be recorded in the special Minutes Book for General Shareholders' Meetings.

Shareholders may request copies of the minutes or certifications of the resolutions that have been approved, which shall be authorized by the Chairman and the Secretary.

This resolution is passed with 44,397 shares voting against them, 265,695 shares abstaining and the remaining 114,952,973 shares (99.73%) present and represented in the Meeting voting for them

5.3. BLOCK III.- Elimination of the requirement of possession of a minimum number of shares in order to attend the Meeting: Article NEW 7

Article 6 (new art. 7).- Accreditation as a shareholder

In order to attend the Meeting, shareholders shall prove their condition as such by depositing at the Company their certificate of share ownership or any other certifying document that evidence their ownership of the shares issued for these purposes with the depositary entities for the shares subsequent to the publication of the call.

In compliance with the contents of Article 14 of the Company Bylaws, for each Meeting the Board of Directors will provide the procedures for attendance by any remote communication means that fulfil the requirements for security and efficiency set forth in said article and are at all times compatible with the state of the art.

This resolution is passed with 3,834 shares voting against them, 90,595 shares abstaining and the remaining 115,168,636 shares (99.92%) present and represented in the Meeting voting for them

5.4.- APPROVE A REVISED TEXT OF THE REGULATIONS FOR THE GENERAL SHAREHOLDERS MEETING del Reglamento INTEGRATING THE FOREGOING AMENDMENTS.

This resolution is passed with 29,250 shares voting against them, 269,275 shares abstaining and the remaining 114,964,540 shares (99.74%) present and represented in the Meeting voting for them

SIXTH.- INFORMATION TO THE GENERAL SHAREHOLDERS MEETING REGARDING AMENDMENTS MADE TO THE BOARD OF DIRECTORS REGULATIONS.

In accordance with the requirements of Article 516 of the LSC and the Board of Directors Regulations, the shareholders are informed that at its meeting held 14th April, 2011, the Board of Directors unanimously resolved to amend the Board of Directors Regulations in order to accommodate new legislation passed since the last amendment of the Regulations. Other articles have been amended for the sake of clarity and for stylistic reasons.

The present report meets the informational requirements of Article 516 of the LSC.

SEVENTH.- ANNUAL REPORT ON COMPENSATION TO DIRECTORS AND SENIOR MANAGEMENT.

In accordance with that contained in Article 29.5 of the Board Rules, the Annual Report on Compensation of Directors and Senior Management for fiscal 2010, issued by the Board of Directors upon recommendation of the Nomination, Compensation and Corporate Governance Committee at its meeting held 12th May, 2011, is submitted to the shareholders for approval.

In accordance with that contained in Article 61 ter of the LMV, voting on this Agenda Item is nonbinding.

This resolution is passed with 31,498,199 shares voting against them, 209,762 shares abstaining and the remaining 83,555,104 shares (72,49%) present and represented in the Meeting voting for them

EIGHT.- COMPENSATION TO THE BOARD OF DIRECTORS

Pursuant to proposal made by the Nomination, Compensation and Corporate Governance Committee and in accordance with the new amendment of Article 27 of the Bylaws proposed as Item 4 of the Agenda, it is proposed that the total maximum annual compensation for the Board of Directors be fixed at 2,400,000 €.

This limit shall remain in place until changed by the shareholders at a general meeting.

This resolution is passed with 84.661 shares voting against them, 605.403 shares abstaining and the remaining 114.573.001 shares (99,40%) present and represented in the Meeting voting for them

NINETH. - COMPENSATION SCHEME THROUGH DELIVERY OF SHARES

To approve, to the extent necessary pursuant to applicable law, the establishment of a medium term compensation program consisting the delivery of Company shares with the following terms and conditions as proposed by the Board of Directors at its meeting held 12th May 2011, pursuant to proposal made by the Appointment, Compensation and Corporate Governance Committee:

The compensation program consists in receipt by senior management of a portion of their compensation as established by the Board of Directors by means of the delivery Company shares.

Terms of the Compensation Program by means of Deliver of Company Shares

- **Time**: shares may be delivered in any of the fiscal years 2011. 2010, and 2013.
- **Beneficiaries**: this program is for the benefit of senior management of the Company.
- **Maximum Number of Shares**: during the three year period mentioned above, the maximum number of shares that the cohort of senior management may receive annually is that which, when multiplied by the market price of the shares on the date of delivery, does not exceed 2,000,00 € in any year.

Senior managers must maintain ownership of the shares they receive by means of this compensation plan for a period of three years from the date of delivery of the shares.

- **Value of the share taken as reference Price**: the shares shall be valued at their price in the stock market at the time of their delivery.

The Board of Directors is expressly empowered, upon receiving a report from the Appointments, Compensation and Corporate Governance Committee, to:

- Establish which senior managers shall be eligible for the stock delivery plan.
- Fix the exact amount of their individual gross compensation to be delivered under this plan, both individually and as a group, on each delivery date, provided that the maximum level established by the shareholders is not exceeded.

- Establish the dates of delivery of the shares within the periods established by resolution at the shareholders meeting, as well as perform the necessary calculations for fixing the number of shares to be delivered based upon the market price on each delivery date.
- Deliver the shares which correspond to each delivery date to each senior manager.

This resolution is passed with 10,784,863 shares voting against them, 679,368 shares abstaining and the remaining 103,798,834 shares (90,05%) present and represented in the Meeting voting for them

TENTH.- APPOINTMENT OF AUDITORS FOR THE REVIEW OF THE INDIVIDUAL AND CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR FISCAL 2011

In accordance with that contained in Article 264.1 of Spanish Corporations Acta (the Ley de Sociedades de Capital) and upon proposal made by the Audit and Compliance Committee, re-elect KPMG Auditors, S. L. as auditors of the Company Individual and Consolidated Financial Statements and Management Report for fiscal 2011.

This resolution is passed with 77,536 shares voting against them, 543,082 shares abstaining and the remaining 114,642,447 shares (90,46%) present and represented in the Meeting voting for them

ELEVENTH.- AUTHORIZATION AND POWER OF ATTORNEY FOR THE FORMALIZATION, INTERPRETATION, CORRECTION, SUPPLEMENT AND EXECUTION OF THE RESOLUTIONS ADOPTED AT THE GENERAL SHAREHOLDERS MEETING.

Delegate to the Chairman of the Board of Directors, the Executive Committee, the Secretary of the Board of Directors, and the Vice-Secretary of the Board so that any of them may execute and publish the resolutions of the present shareholders meeting and in particular the interpretation, correction, execution and performance of them. The power to correct includes the execution of any amendments and additions which may be made necessary or appropriate as a result of opinions or directives of regulatory bodies of the equity markets, the Commercial Registrar, and any other public body with authority as regards the adopted resolutions.

This resolution is passed with 948,509 shares voting against them, 38,812 shares abstaining and the remaining 114,275,744 shares (99,14%) present and represented in the Meeting voting for them

