



Procedure for granting proxies and exercising voting rights by means of distance communication.

This document is a translation of an original text in Spanish. In case of any discrepancy between both texts, the Spanish version will prevail.

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Procedure for granting proxies and exercising voting rights by means of distance communication.

The Board of Directors, by virtue of the authority conferred by articles 14 of the Bylaws and 7, 7 bis, 8 and 12 of the Regulations of the General Shareholders Meeting, has authorised the following procedures and established the following requirements for the exercise of proxy and voting rights by remote means of communication at this General Shareholders Meeting:

1 Proxy through remote means of communication

Shareholders who do not attend the General Meeting may delegate their proxy to another person, who need not be a shareholder, by any of the means indicated below.

The designated proxy attending the General Meeting must prove his or her identity in the same manner as that required of the shareholders in attendance. The proxy may only exercise representation and vote by attending the Meeting.

Any delegation or representation that does not contain a nominative expression of the person to whom it is delegated or is conferred generically to the Board of Directors shall be understood to be conferred in favour of the Secretary of the General Meeting.

Unless the shareholder indicates otherwise, the delegation conferred extends to proposed resolutions other than those formulated by the Board and to matters which, although not appearing on the agenda of the meeting, may be submitted to a vote at the general meeting, as permitted by law.

For the purposes of the provisions of articles 523 and 526 of the Spanish Corporate Enterprises Act, it is hereby stated that if the proxy is a director of the Company, he/she may be in a situation of conflict of interest in relation to the fourth and fifth items (when appointment, re-election or ratification is submitted to the Meeting under that item); eighth and tenth items; and, if he/she is an executive director of the Company, also in relation to the ninth item; as well as with regard to proposed resolutions other than those formulated by the Board and matters which, although not appearing on the agenda of the meeting, may be submitted to a vote at the General Meeting as permitted by law.

In all cases of delegation in favour of the Secretary of the General Meeting or a member of the Board of Directors in which the proxy card does not include express instructions to vote against or abstain, it shall be understood for all purposes that the person represented has given precise

instructions to vote in favour of all the proposed resolutions formulated by the Board of Directors in each item on the agenda.

In the event that the proxy extends to proposed resolutions other than those of the Board or to matters not included on the agenda as indicated above, if the proxy is granted to the Secretary of the General Meeting or to a member of the Board of Directors and the proxy card does not include express instructions to vote in favour or abstain in these cases, it shall be understood for all purposes that the proxy has given precise instructions to vote against such proposals.

1.1 Postal delivery

The proxy shall be granted by filling in the section included for this purpose on the attendance, proxy or voting card provided by the depositary to the shareholder or on the proxy card that the Company makes available to the shareholders through its corporate website (www.indracompany.com) in the section relating to the General Shareholders Meeting. Shareholders can get a Company proxy card by downloading and printing it from the website; picking it up at the registered office of the Company; or simply asking the Shareholders' Office to send it to them free of charge.

The card, duly completed and signed, must be sent by post or delivered by hand to the registered office (Oficina del Accionista, Av. de Bruselas 35, Alcobendas 28108, Madrid). Shareholders are reminded that due to the situation generated by COVID-19, the regulations approved at any given time by the competent authorities to deal with the pandemic may affect the possibility of accessing the registered office to deliver the card.

No more than one representative may sit on the Board, who must be notified of his or her appointment and, where appropriate, voting instructions. When the proxy is granted to a member of the Board of Directors or the Secretary of the General Meeting, the proxy shall be deemed to have been granted upon receipt at the registered office of the documents evidencing the proxy.

1.2 Electronic media

The granting of proxies and the notification thereof to the Company may be made electronically through the system to be set up for this purpose on the Company's corporate website (www.indracompany.com) in the section on the General Shareholders Meeting. It explains in detail the procedure to be followed by the shareholder to exercise this right. To make use of this possibility, shareholders must prove their identity by means of a valid electronic ID card or recognised electronic certificate issued by the Spanish National Mint (Fábrica Nacional de la Moneda y Timbre - FNMT), on which there is no record of its revocation.

2 Voting by remote media

Shareholders may exercise their voting rights on the items on the Agenda, without the need to attend the General Shareholders Meeting and prior to it, using the means indicated below. Shareholders casting their vote in this way shall be deemed to be present for the purposes of the constitution of the General Meeting.

2.1 Postal delivery

Voting rights may be exercised by this procedure by filling in the voting section included for this purpose in the attendance, proxy or voting card provided by the depositary to the shareholder or by filling in the card that the Company makes available to the shareholders through its corporate website (www.indracompany.com) in the section on the General Shareholders Meeting. Shareholders may obtain the attendance, proxy or voting card of the Company by downloading and printing it from the website; by picking it up at the registered office of the Company; or by asking the Shareholders' Office to send it to them free of charge.

As indicated in the " ATTENDANCE AND VOTING RIGHTS" section herein, the proposed resolutions included under the fifth, sixth, seventh and ninth items on the agenda will each be subject to an individual and separate vote. Should the attendance, proxy or voting cards issued by the depositary entities fail to provide an individual breakdown of each of the proposals, shareholders may record their separate and individual vote for each proposal on the card itself or on the card that the Company has made available to its shareholders as of the date of the call to the General Meeting on its website (www.indracompany.com). Otherwise, it shall be understood that the vote expressed shall refer to the entirety of the proposed resolutions contained in the fifth, sixth, seventh and ninth items on the agenda.

The card, duly completed and signed, must be sent by post or delivered by hand to the registered office (Oficina del Accionista, Av. de Bruselas 35, Alcobendas 28108, Madrid). [Shareholders are reminded that due to the situation generated by COVID-19, the regulations approved at any given time by the competent authorities to deal with the pandemic may affect the possibility of accessing the registered office to deliver the card.

In the event that the voting direction is not indicated on the card, it shall be understood that the shareholder votes in favour of the resolutions proposed by the Board of Directors in each item of the Agenda published in the notice of meeting.

2.2 Electronic media

Votes may be cast electronically through the system to be set up for this purpose on the Company's corporate website (www.indracompany.com) in the section on the General Shareholders Meeting. It explains in detail the procedure to be followed by the shareholder to exercise this right. Shareholders wishing to use this voting procedure must prove their identity by means of a valid

electronic ID card or recognised electronic certificate issued by the FNMT, on which there is no record of its revocation.

3 Rules common to the exercise of proxy and voting rights by means of distance communications

3.1 Data verification

The Company reserves the right to check the information provided by each shareholder against the information provided by Iberclear, the entity in charge of the accounting registration of the Company's shares. In the event of discrepancy between the number of shares communicated by the shareholder issuing his proxy or vote by electronic communication or by means of the attendance, proxy or voting card [whether a card issued by a depositary or a card made available by the Company on the corporate website (www.indracompany.com)] and the number of shares recorded in the book-entry registers communicated by Iberclear, only the number of shares recorded in the Iberclear Register shall be deemed valid for quorum and voting purposes.

3.2 Legal persons

Where shareholders are legal persons, the Company reserves the right to require evidence of the sufficiency and validity of the power of attorney of the natural person acting on behalf of the shareholder. The legal person must also notify any modification or revocation of the powers held by its authorised agent and, therefore, the Company declines any liability until such notification is made.

3.3 Deadline for receipt by the Company

In order to be valid, proxies granted and votes cast by remote means of communication must be received by the Company by **9:00 a.m. (CEST) on 29 June 2021**, the date on which the Meeting is scheduled to be held on first call.

3.4 Revocation and priority

- (i) Proxies and the exercise of voting rights cast by remote means of communication are always revocable, and must be expressly revoked by the same means used to cast them, within the period established for such casting.
- (ii) The attendance of shareholders at the General Meeting, as well as attendance resulting from a vote cast remotely prior to the holding of the General Meeting, implies the revocation of any proxy, irrespective of the date and form of the proxy.
- (iii) The attendance of the shareholder at the General Meeting entails the revocation of the vote cast by remote means of communication.
- (iv) The casting of votes and the granting of proxies by electronic means shall, in any event, prevail over votes cast by the same shareholder by delivery or postal correspondence.

3.5 Responsibility for the safekeeping of the electronic certificate and signature creation devices

- (i) Shareholders are solely responsible for the diligent use of their electronic ID and electronic signature creation data and the safekeeping of the electronic certificate for the exercise of their proxy or remote voting rights by electronic means.
- (ii) It is for the shareholder using the electronic signature to prove that the electronic certificate used has not been revoked or suspended or otherwise expired or rendered unusable at the time of generating the electronic signature.

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