## Resolutions approved by the 2025 Extraordinary General Shareholders' Meeting

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



#### ITEMS OF THE AGENDA

## One. Authorisation for the acquisition of 89.68% of the share capital of Hispasat S.A.

On 31 January 2025, Orbitude, S.L.U. – currently known as Indra Space, S.L.U. – (the "Buyer"), a company wholly owned by Indra Sistemas, S.A., which acted as guarantor of the Buyer, entered into a sale and purchase agreement with Redeia Sistemas de Telecomunicaciones, S.A.U. (the "Seller"), a company wholly owned by Redeia Corporación, S.A., which acted as guarantor of the Seller, for the acquisition of shares representing 89.68% of the share capital of Hispasat, S.A. (hereinafter, the "Transaction"). The Transaction will enable Indra Sistemas, S.A. to increase its existing interest in Hisdesat Servicios Estratégicos, S.A. and to include that company within its accounting consolidation perimeter.

This sale and purchase agreement is subject to the fulfilment of certain conditions precedent, including the approval of the Transaction by the General Shareholders' Meeting of Indra Sistemas, S.A. ("Indra"), as it concerns the acquisition of an essential asset, as set out in the report issued by the Board of Directors on 4 November 2025. This report, together with the favourable report issued by the Auditing and Compliance Committee on the financial conditions and accounting impact of the Transaction – in accordance with Recommendation 44 of the Code of Good Governance for Listed Companies (CGGLC) and Article 18.6.3 a) of the Board of Directors Regulations – was made available to shareholders on the date of publication of the notice convening this Extraordinary General Shareholders' Meeting.

The report issued by the Board of Directors also includes the main terms and conditions of the Transaction, as well as its financial justification and implications for Indra, concluding that the Transaction is in the corporate interest and recommending its approval by the General Shareholders' Meeting. Pursuant to the foregoing, it is agreed to approve and authorise the Transaction for all purposes and, in particular, for the purposes set out in Article 160.f) of the Consolidated Text of the Spanish Companies Act, approved by Royal Legislative Decree 1 of 2 July 2010.

In addition, it is agreed to delegate to the Board of Directors (with express authority to delegate these powers to the director or directors deemed pertinent), to the Chairman of the Board of Directors and to the CEO, all the powers that are necessary or expedient for the complete execution of the Transaction, including the signature of any documents, public or private, as well as any actions that are necessary or expedient for its due completion.

## Two. Ratification, re-election and appointment of directors:

In accordance with the supporting reports and proposals prepared by the Appointments, Remuneration and Corporate Governance Committee and the Board of Directors:



## 2.1. Re-election of María Belén Amatriain Corbi as independent director

To re-elect María Belén Amatriain Corbi to the position of independent director for the statutory period of three years, upon the proposal of the Appointments, Remuneration and Corporate Governance Committee and with a favourable report from the Board of Directors. The details of the proposed director have been recorded on the Company registry page.

#### 2.2. Re-election of Virginia Arce Peralta as independent director

To re-elect Virginia Arce Peralta to the position of independent director for the statutory period of three years, upon the proposal of the Appointments, Remuneration and Corporate Governance Committee and with a favourable report from the Board of Directors. The details of the proposed director have been recorded on the Company registry page.

## 2.3. Re-election of Bernardo José Villazán Gil as independent director

To re-elect Bernardo José Villazán Gil to the position of independent director for the statutory period of three years, upon the proposal of the Appointments, Remuneration and Corporate Governance Committee and with a favourable report from the Board of Directors. The details of the proposed director have been recorded on the Company registry page.

## 2.4. Ratification and re-election of María Teresa Busto del Castillo as independent director

To ratify the appointment of María Teresa Busto del Castillo, by co-option by means of a resolution adopted by the Board of Directors at a meeting held on 30 September 2025, and to re-elect her to the position of independent director for the statutory period of three years, upon the proposal of the Appointments, Remuneration and Corporate Governance Committee and with a favourable report from the Board of Directors. The details of the proposed director have been recorded on the Company registry page.

## 2.5. Appointment of Mónica Helena Espinosa Caldas as independent director

To appoint Mónica Helena Espinosa Caldas to the position of independent director for the statutory period of three years, upon the proposal of the Appointments, Remuneration and Corporate Governance Committee and with a favourable report from the Board of Directors. The details of the proposed director shall be recorded for the purposes of their entry at the Mercantile Registry.

In relation to this matter, as publicly announced on 26 November 2025 through "Other Relevant Information" the candidate for independent director Mrs Mónica Helena Espinosa Caldas informed the Company, by means of a letter dated 24 November 2025, of her inability to accept such position. The Board of Directors has agreed to undertake, as soon as possible, the necessary actions to initiate a process for the selection of a new



independent female director, which will be led by the Appointments, Remunerations and Corporate Governance Committee, with the assistance of a specialized consultancy. Once this process is completed, the corresponding proposals to restore the representation of independent directors and women will be submitted to a new General Shareholders' Meeting.

## 2.6. Appointment of María Aránzazu Díaz-Lladó Prado as independent director

To appoint María Aránzazu Díaz-Lladó Prado to the position of independent director for the statutory period of three years, upon the proposal of the Appointments, Remuneration and Corporate Governance Committee and with a favourable report from the Board of Directors. The details of the proposed director shall be recorded for the purposes of their entry at the Mercantile Registry.

## 2.7. Re-election of Juan Moscoso del Prado Hernández as proprietary director, acting on behalf of Sociedad Estatal de Participaciones Industriales

To re-elect Juan Moscoso del Prado Hernández to the position of proprietary director representing the shareholder Sociedad Estatal de Participaciones Industriales, for the statutory period of three years, at the proposal of the Board of Directors, following a favourable report from the Appointments, Remuneration and Corporate Governance Committee. The details of the proposed director have been recorded on the Company registry page.

## Three. Authorisation and delegation of powers for the formalisation, entry and execution of the resolutions adopted by the General Meeting.

To delegate to the Chairman of the Board of Directors, the Deputy Chairwoman of the Board of Directors, the Secretary to the Board of Directors and the Deputy Secretary to the Board of Directors, powers to allow each of them individually to formalise and publicly record the resolutions adopted at this Meeting and, in particular, to interpret, correct, execute and implement the said resolutions. The power to correct will include the right to make any amendments or additions that may be necessary or advisable as a consequence of any observations or requirements made by the market regulatory bodies, the Stock Markets, the Mercantile Registry and any other public authority with powers relating to the resolutions adopted.

## <u>Four. Information for the Meeting on the amendments made to the Board of Directors Regulations.</u>

Pursuant to the contents of Article 528 of the SCA and the provisions set out in the Board of Directors Regulations, the Extraordinary General Shareholders' Meeting is informed that, at its meeting held on 26 June 2025, the Board of Directors agreed to amend Articles 3, 8, 10, 11, 12, 13, 16, 19, 19 *bis*, 19 *ter*, 20, 23, 27 and 31, and to repeal Article 19 *quater* of the Regulations governing the Company's Board of Directors and its Committees, based on the following grounds:



- To merge the contents of Articles 19 (which regulated the Appointments and Corporate Governance Committee) and 19 bis (which regulated the Remuneration Committee) into a single article (Article 19) in order to regulate the composition, functioning and rules of the new Appointments, Remuneration and Corporate Governance Committee, and to provide that it shall be composed of a minimum of three (3) and a maximum of seven (7) members, as reported to the CNMV through an "Other Relevant Information" notice dated 26 June 2025.
- To regulate the composition, functioning and rules of the Sustainability Committee in Article 19 bis (formerly regulated in Article 19 ter).
- To regulate the composition, functioning and rules of the Strategy Committee in Article 19 ter (formerly regulated in Article 19 quater, which is repealed), and to set a maximum number of eight (8) members.

To amend the references to the Appointments and Corporate Governance Committee and the Remuneration Committee so that they refer to the Appointments, Remuneration and Corporate Governance Committee, and to make other formal amendments arising from the aforementioned proposed amendment.



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