

Alcobendas, June 30<sup>th</sup> 2016

## **SPANISH STOCK EXCHANGE COMMISSION (CNMV)**

According to article 228 of the consolidated text of the Securities Market Act and related legislation, Indra makes public the following:

### **RELEVANT FACT**

On this same date, the **2016 General Ordinary Shareholders Meeting** of Indra Sistemas, S.A. (hereinafter referred as "the Company"), held in second call with an attendance quorum representing the 69,45% of the share capital, has adopted with a wide majority the following resolutions:

1. To approve the Annual Accounts and Management Report of Indra Sistemas, S.A. and its Consolidated Group, corresponding to the financial year closed on 31st December 2015.
2. To approve the proposed allocation of earnings for fiscal 2015.
3. To approve the Board of Directors performance during the same financial year 2015.
4. Approval of the Segregation between Indra Sistemas, S.A. (as Segregated Company) and Indra Corporate Services, S.L.U. (Beneficiary Company) in accordance with the Segregation Project approved by each company's administrative bodies.
5. Appointment of auditors for the individual and consolidated Financial Statements and Management Reports for fiscal years 2016, 2017 and 2018.

6. Re-election of directors:
  - 6.1. Re-election of Mr. Luis Lada Díaz as Independent Director, upon proposal by the Nomination, Compensation and Corporate Governance Committee.
  - 6.2. Re-election of Mr. Alberto Terol Esteban as Independent Director, upon proposal by the Nomination, Compensation and Corporate Governance Committee
  - 6.3. Re-election of Mr. Juan March as Proprietary Director representing the equity interest of Corporación Financiera Alba, S.A., upon proposal by the Board of Directors.
  - 6.4. Re-election of Mr. Santos Martínez-Conde Gutiérrez-Barquín as Proprietary Director representing the equity interest of Corporación Financiera Alba, S.A., upon proposal by the Board of Directors.
  
7. Delegation to the Board of Directors, with express power to sub-delegate, the authority to increase the capital stock of the Company consistent with the conditions contained in Article 297.1 b) of the LSC, including by means of the issuance of redeemable shares, and the authority to exclude pre-emptive rights, in which case any increase of capital pursuant to this delegation may not exceed 20% of the capital stock of the Company at the time of authorization at the Annual Shareholders' Meeting.
  
8. Delegation to the Board of Directors the authority to issue in one or more offerings, bonds or debentures, simple, convertible, exchangeable into or for shares of the Company, as well as other fixed income instruments, warrants, and any other instruments conceding the right to acquire new share issuances, outstanding shares of the Company or of other companies, with a limit of 1,500 M€. This authorization includes the delegation of powers necessary, when appropriate, to: (i) determine the bases and means of conversion, exchange or exercise; (ii) increase capital stock in the amount necessary to carry out conversion requests; and (iii) exclude pre-emptive rights for said issuances, limited to a maximum of 20% of the nominal value of capital stock.
  
9. Approval of modification of Articles 31 and 31 bis of the Bylaws
  - 9.1. Approval of the modification of article 31 of the Bylaws regarding the Audit and Compliance Committee.
  - 9.2. Approval of the modification of article 31 bis of the Bylaws regarding the Nomination Compensation and Corporate Governance Committee.
  
10. To approve 2015 Annual Report on Compensation of Directors on advisory basis.

11. Approval and delegation of authority to formalize enter and carry out the resolutions adopted at the Meeting.

Besides, the Company has fully complied with the requirement of information to shareholders regarding the amendment of the Board Regulations implemented since the last General Shareholders Meeting.

All the resolutions approved as well as the voting results are published from the date hereof in the corporate web within the stipulated in article 525 of the Ley de Sociedades de Capital.

Moreover, it is informed that the Board of Directors approved, prior proposal of the Nomination Compensation and Corporate Governance Committee, the following resolutions:

1. To incorporate an Executive Committee and delegate on such Committee all powers of the Board except for those expressly reserved to the Board.

To appoint as members of the Executive Committee the following directors:

- Chairman: Mr. Fernando Abril-Martorell Hernández (executive)
- Member: Mr. Javier de Andrés González (executive)
- Member: Mr. Juan March de la Lastra (proprietary)
- Member: Mr. Adolfo Menéndez Menéndez (proprietary)
- Member: Mr. Daniel García-Pita Pemán (independent)
- Member: Mr. Ignacio Santillana del Barrio (independent)
- Member: Mr. Enrique de Leyva Pérez (independent)
- Member: Mr. Alberto Terol Esteban (independent)

2. To remove the Strategy Committee.
3. To amend articles 16 and 17 of the Board Regulations with the aim to reflect the aforesaid resolutions.
4. To amend articles 18 and 19 of the Board Regulations to reflect that the maximum number of members of the Audit and Compliance Committee and the Nomination, Compensation and Corporate Governance Committee be six.
5. To appoint Mr. Luis Lada as member of the Audit and Compliance Committee. Consequently, the composition of such Committee is as follows:

- Chairman: Mr. Ignacio Santillana del Barrio (independent)
- Member: Mr. Juan Carlos Aparicio Pérez (proprietary)
- Member: Mr. Luis Lada Díaz (independent)

- Member: Mr. Enrique De Leyva Pérez (independent)
  - Member: Mr. Santos Martínez-Conde Gutiérrez-Barquín (proprietary)
  - Member: Mr. Alberto Terol Esteban (independent)
6. To amend as well articles 18 and 19 of the Board Regulations to adjust the wording to the amendments introduced in the Spanish Corporate Act by the 22/2015 Law of the Accounts Audit, and to complete the regulation of the Nomination, Compensation and Corporate Governance Committee duties.

The foregoing is reported for all pertinent effects.

Yours faithfully,

Carlos González Soria  
Vice-Secretary to the Board of Directors