

ANNUAL SHAREHOLDERS' MEETING

By agreement of the Board of Directors, Shareholders are to convene at first call for the Annual Shareholders' Meeting of Indra Sistemas, S.A., at Company headquarters located in Alcobendas (Madrid), Avenida de Brussels 35, on 24 June 2020, at 12:30 p.m.; should a quorum not be met at that time then at second call the next day, 25 June 2020, at the same time and in the same place, in order to discuss and resolve the following matters:

AGENDA

First.- Approval of the Financial Statements and the Management Report of Indra Sistemas, S.A. and its Consolidated Group corresponding to the year closed 31 December 2019.

Second.- Approval of the Consolidated Non-Financial Report (Sustainability Report) for the fiscal year closed 31 December 2019.

Third.- Approval of the proposal for the allocation of 2019 results.

Fourth.- Approval of the management of the Board of Directors during the fiscal year closed 31 December 2019.

Fifth.- Appointment and re-election of Directors.

5.1. Appointment of Ms. Carmen Aquerreta Ferraz as an Independent Director upon the proposal from the Nomination, Compensation and Corporate Governance Committee.

5.2. Appointment of Ms. Rosa María García Piñeiro as an Independent Director upon the proposal from the Nomination, Compensation and Corporate Governance Committee.

5.3. Re-election of Ms. Silvia Iranzo Gutiérrez as an Independent Director upon the proposal from the Nomination, Compensation and Corporate Governance Committee.

Sixth.- Amendment of Articles 14 and 23 of the Bylaws for the primary purpose of allowing the exercise of attendance and voting rights at Annual Shareholders' Meetings remotely and by telematic means in accordance with the provisions of Articles 182 and 521.2 of the Companies Act (*Ley de Sociedades de Capital*) as well as to incorporate certain technical procedures.

6.1. Approval of amendment to Article 14 of the Bylaws regarding attendance, voting and proxy rights at the Annual Shareholders' Meeting.

6.2. Approval of amendment to Article 23 of the Bylaws regarding meetings of the Board of Directors.

Seventh.- Amendment of Articles 3, 5, 7, 7 bis (newly created), 8 bis, 11, 12 and 14 of the Rules of Procedure for Annual Shareholders' Meetings with the primary purpose of allowing the exercise of Telematic Attendance and voting rights at Annual Shareholders' Meetings in accordance with the provisions of Articles 182 and 521.2

of the *Ley de Sociedades de Capital*, as well as to incorporate certain technical procedures.

Eighth.- Approval of the Compensation Policy for Directors.

Ninth.- Consultative vote on the 2019 Annual Compensation Report.

Tenth.- Authorization for the derivative acquisition of the Company own shares directly or through subsidiaries.

Eleventh.- Authorization and delegation of powers for the formalization, registration and execution of the resolutions adopted at the Meeting.

Twelfth.- Information to the Meeting on amendments made to the Board Rules.

SUPPLEMENT TO THE CALL NOTICE AND PROPOSED RESOLUTIONS

Shareholders representing at least three per cent of the share capital may request the publication of a supplement to this call notice including one or more items on the Agenda, provided that the new items are accompanied by supporting justification whether within the proposal itself

or apart. Such a request must be made by means of verifiable notification indicating the identity of the Shareholders exercising the right and the number of shares they hold and must be received at the Company's registered office within five days of the publication of this call.

The supplement to the call will be published, where appropriate, at least fifteen days in advance of 24 June 2020, the date established for the Meeting at first call.

Shareholders representing at least three per cent of equity may also submit, within the same period set out above, reasoned proposals for resolutions on items already included or to be included in the Agenda. The Company shall ensure distribution of these proposals and any attached documentation.

RIGHT TO INFORMATION

Shareholders may request in writing from the Board of Directors until the fifth day before the scheduled date of the Meeting, or during the Meeting: (i) information or clarification or answers to written questions they deem relevant about items of the Agenda, and (ii) clarification regarding public information provided by the Company to the *Comisión Nacional del Mercado de Valores* since 24 June 2019, date of the last Meeting, and regarding the auditor's report.

Due to restrictions in force arising from the situation generated by COVID-19, it is recommended that Shareholders wishing to obtain a copy of all or some of the documents listed below should send their requests to accionistas@indracompany.com or use the forms made

available for this purpose on the Company website (www.indracompany.com), as such restrictions may make it impossible for Shareholders to access the Company's registered office.

Shareholders must identify themselves by providing an official document proving their identity as well as the shares they hold.

From the publication of the call until convening of the Meeting, any Shareholder who wishes may examine at the registered office, consult on the Company website (www.indracompany.com), as well as request to the Company that a copy of the following documents be delivered or sent to them, immediately and free of charge:

- (i) Call notice.
- (ii) The total number of shares and voting rights of the Company on the call date.
- (iii) The documents referred to in Article 272 of the *Ley de Sociedades de Capital* (Financial and Management Reports of Indra Sistemas, S.A. and its Consolidated Group for the fiscal year 2019 as well as the auditor's reports).
- (iv) The 2019 Annual Corporate Governance Report.
- (v) The 2019 Sustainability Report.
- (vi) The 2019 Report on Auditor Independence drawn up by the Audit and Compliance Committee.
- (vii) The full text of the proposals for resolutions corresponding to Agenda items and supporting information on their content as required by law

or otherwise appropriately made available to Shareholders.

- (viii) The identity, the curricula of the candidates for appointment or re-election and the classification thereof, as well as the reports of the Board and the Nomination, Compensation and Corporate Governance Committee referred to in Article 529 *decies* of the *Ley de Sociedades de Capital*.
- (ix) As regards the Eighth item of the Agenda, the reasoned proposal of the Compensation Policy by the Board of and the specific report from the Nomination Compensation and Corporate Governance Committee on this topic.
- (x) The 2019 Annual Compensation Report by the Board of Directors.
- (xi) As regards the Twelfth item, the report drafted by the Board of Directors regarding amendments made to the Board Rules during the fiscal year.
- (xii) The procedures established by the Company to confer representation and exercise of remote voting and telematic attendance as well as the cards made available to Shareholders for this purpose. Without prejudice to the foregoing, this call notice provides detailed information on such procedures.
- (xiii) In accordance with Recommendation 6 of the Good Governance Code of Listed Companies, the 2019 Activity Reports of the Audit and Compliance Committee and the Nomination Compensation and Corporate Governance Committee as well as the Nomination

Compensation and Corporate Governance
Committee Report on third party transactions.

SPECIAL INFORMATION INSTRUMENTS

In accordance with the provisions of Article 539 of the *Ley de Sociedades de Capital*, the Company has a corporate website, www.indracompany.com, to enable Shareholders to exercise their right to information and to disclose the information required by current legislation.

From the publication of this call until the time of the beginning of the Meeting, an Electronic Shareholders' Forum will be enabled on the Company's website, which can be accessed by both Shareholders and shareholder associations constituted and registered in the special Registry established for this purpose at the *Comisión Nacional del Mercado de Valores*.

The rules on access and use of the Electronic Shareholders' Forum are available on the Company website in the section corresponding to the Annual Shareholders' Meeting.

ATTENDANCE AND VOTING RIGHTS

Shareholders whose shares are registered in the relevant book-entry accounting record five days before the Meeting date shall be entitled to attend the General Shareholders' Meeting.

The proposals included in the Fifth and Sixth items of the Agenda will be the subject of individual and separate votes for each of them, both for physical attendees and those voting remotely by means enabled for that purpose

by the Company. In the event that the attendance cards issued by depositories do not individually list each of the proposals separately, Shareholders may record their separate and individual vote for each of them on the attendance card itself or on the card that the Company makes available to Shareholders on its website (www.indracompany.com) from the moment of this call notice. Otherwise, the vote shall be understood to refer to all the proposals contained in the Fifth and Sixth Items of the Agenda.

The card used must be sent to the Company duly signed.

PROXY PROCEDURE AND EXERCISE OF THE RIGHT TO VOTE REMOTELY. TELEMATIC ATTENDANCE

The Board of Directors, under the power conferred by Articles 14 of the Bylaws and 7 and 12 of the Board Rules, has authorized the following procedure and requirements for the exercise of proxy rights and remote voting at this Annual Shareholders' Meeting:

1. Representation through remote media

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

The proxy-holder attending the Meeting shall provide evidence of his/her identity in the same manner as required for attending Shareholders. The proxy-holder may only exercise representation and voting by attending to the Meeting.

If the proxy-granting document does not set forth a specific person to whom the shareholder grants the proxy or is generically conferred on the Board of Directors, such proxy shall be deemed granted in favour of the Secretary of the Meeting.

Unless otherwise indicated by the Shareholder, the proxy extends to proposals other than those made by the Board and to matters which, although not included in the agenda, could be dealt with, in accordance with the law, in the General Meeting.

For the purposes of Articles 523 and 526 of the *Ley de Sociedades de Capital*, it is stated that if the proxy holder is a Board Member as director shall be considered to be in a conflict of interest with regard to items 5, 8 and 9 of the Agenda as well as with regard to proposals other than those included in the agenda but that be dealt with, in accordance with the law, in the General Meeting.

In all cases of delegation in favor of the Secretary of the Board or a Board Member when the delegation card does not provide for instructions to vote against or abstain, it shall be understood that the shareholder has given specific voting instructions in favor of all Board of Directors proposals included in the Agenda.

In the event that the delegation extends to proposals other than those included in Agenda as indicated above, if the proxy is in favor of the Secretary of the Board or a Board Member and the delegation card does not provide for specific voting instructions, it shall be understood that the shareholder has given specific instructions to vote against such proposals.

1.1. Delivery or post

Representation shall be conferred by filling in the section included for this purpose in the attendance card provided by the depository or in the card made available by the Company through its website (www.indracompany.com) in the section relating to the Annual Shareholders' Meeting. Shareholders may obtain a Company proxy card by downloading and printing it from the Website, by retrieving it from the registered office of the Company, or by requesting the free delivery to the Shareholder Office.

The card, duly completed and signed, must be sent by post or hand delivery to the registered office (Shareholder's Office, Av. de Brussels 35, Alcobendas 28108, Madrid).

In light of restrictions in force arising from the situation generated by COVID-19, Shareholders are reminded that such restrictions, while they exist, may make hand delivery to the Company's registered office impossible.

No more than one proxy may attend the Meeting, who must communicate his status and, when appropriate, voting instructions. Where a proxy is conferred in favour of a Board member or the Secretary of the Meeting, communication shall be effective upon receipt of the proxy at the Company's registered office.

1.2. Electronic means

The granting of representation and notification to the Company may be made electronically through the system enabled for this purpose on the Company website (www.indracompany.com) under the section regarding the Annual Shareholders' Meeting. It explains in detail the

procedure to be followed by Shareholders exercising this right. Shareholders must provide evidence of their identity by an unexpired DNI or currently valid electronic certificate issued by the *Fábrica Nacional de la Moneda y Timbre* (FNMT).

2. Voting remotely

Shareholders may exercise their voting rights without the need to attend the Meeting by using the means indicated below. Shareholders who cast their votes remotely will be considered present for quorum purposes.

2.1. Delivery or post

The exercise of the right to vote by this procedure will be carried out by filling in the section included for this purpose in the attendance card provided by the depository or in the card which the Company makes available to Shareholders through its website (www.indracompany.com) in the section relating to the Annual Shareholders' Meeting. Shareholders may obtain a Company proxy card by downloading and printing it from the Website, by retrieving it from the registered office of the Company, or by requesting the free delivery to the Shareholder Office.

The card, duly completed and signed, must be sent by post or hand delivery to the registered office (Shareholder's Office, Av. de Brussels 35, Alcobendas 28108, Madrid).

In the event that the card does not have voting instructions, it shall be understood that the Shareholder votes in favour of the Board proposals on each item of the Agenda published in the call.

In light of restrictions in force arising from the situation generated by COVID-19, Shareholders are reminded that such restrictions, while they exist, may make hand delivery to the Company's registered office impossible.

2.2. Electronic media

Votes may be cast electronically through the system enabled for this purpose on the Company website (www.indracompany.com) under the section regarding the Annual Shareholders' Meeting. It explains in detail the procedure to be followed by Shareholders exercising this right. Shareholders must prove their identity by an unexpired DNI or currently valid electronic certificate issued by the FNMT.

3. Rules common to remote exercise of proxy and voting rights

3.1. Data verification

The Company reserves the right to compare information provided by each Shareholder with that provided by Iberclear, an entity responsible for the accounting record of the Company's shares. In the event of a discrepancy between the number of shares communicated by the Shareholder issuing his proxy or vote remotely or through the cards made available on the corporate website (www.indracompany.com) and the number of shares recorded in the records communicated by Iberclear, the number of shares recorded in the Iberclear Registry shall be considered the only valid number for the purposes of quorum and voting.

3.2. Legal entities

In the case of shareholders that are legal entities, the Company reserves the right to require evidence of the authority of the individual acting on behalf of the Shareholder.

3.3. Deadline for receipt by the Company

In order to be valid, both proxies and remotely cast votes must be received by the Company before **9:00 a.m. on 24 June 2020**, the date scheduled for the holding of the Meeting at first call.

3.4. Revocation and priority

- (i) Proxies and remote voting are always revocable by the same means used for their issuance within the time limits set for such issuance.
- (ii) Shareholder attendance at the Meeting, as well as the remote casting of votes prior to the Meeting constitutes revocation of any proxy regardless of date and form.
- (iii) Shareholder attendance at the Meeting constitutes revocation of remotely cast votes.
- (iv) Remotely issued votes and proxies shall in all cases prevail over those made by the Shareholder by delivery or post.

3.5. Responsibility for custody of the electronic certificate and signature creation devices

- (i) It is the sole responsibility of the shareholder to maintain custody of the DNI, electronic signature

creation data as well as the electronic certificate for the remote exercise of proxy and voting rights through electronics means.

- (ii) Shareholders using electronic signatures are responsible for proving that the electronic certificate has not been revoked or suspended or it is not expired or otherwise disabled at the time of generating the electronic signature.

4. Telematic attendance

Without prejudice to the provisions of the preceding paragraphs and in accordance with Article 41 of Royal Decree-Law 8/2020, of March 17 on urgent and extraordinary measures to address the economic and social impact of COVID-19, the Board of Directors has resolved that the Meeting can also be attended using electronic means that allow for a real-time connection with the venue where the Meeting is being held ("Telematic Attendance").

The application for telematics attending the Meeting will be enabled on the Company's website (www.indracompany.com), where there will also be instructions for remotely attending the General Shareholders' Meeting. Remote attendance will be available from any device with access to the internet (including mobile phones and tablets).

4.1 Pre-registration

In order to attend the Meeting telematically, Shareholders (or their proxy-holders) must pre-register in the

application referred to above between 00:00 a.m. of June 19, 2020 and 23:59 of June 23, 2020.

Pre-registration may be made by means of a valid DNI or unrevoked electronic certificate issued by FNMT.

4.2 Connection and registration on the day of the Meeting

Shareholders (or their proxy-holders) must access the application between 11:30 a.m. and 12:30 p.m. on the day of the Meeting, identifying themselves with their identification document number and the password obtained in the pre-registration process. The registration of attendees shall not be allowed outside of this time period.

As it is expected, in case there be lack of a sufficient quorum to hold the General Meeting at first call, the Company will publish this circumstance on the corporate website, confirming that the Meeting will be held on second call.

4.3 Participation

Shareholders (or their proxy-holders) who, in exercising their rights to information, wish to make presentations at the Meeting or propose resolutions in the cases permitted by law shall state their intention to do so at the time they register, attaching their comment, question or proposal through the form enabled for this purpose in the telematic application.

After said statement and until the Chair declares the valid formation of the Meeting, remote attendees may submit and send their presentation, question or proposal.

A Shareholders (or their proxy-holder) who wants their presentation to appear in the Minutes of the Meeting must so expressly state text of such presentation.

Requests for information will be answered in writing within seven days after the Meeting, without prejudice to the possibility of being answered verbally during the Meeting.

4.4 Voting

Voting on proposals covered by the Agenda may take place from the moment Shareholders (or their proxy-holder) have connected to and registered at the Meeting in accordance with the procedure provided for in paragraph 4.2. until the end of time for comments, through the voting procedure enabled for this purpose in the computer application.

In the event that the Shareholder (or his proxy-holder) does not indicate his vote, it shall in all cases be understood as voting in favour of proposals made by the Board of Directors on each item of the Agenda.

With regard to proposals on matters which the law does not require to be included on the Agenda, remote attendees may cast their votes at the time indicated by the Chair after reading the proposal.

5. Service availability

As regards both the grant of proxies and the casting of votes, through remote means of communication and telematic attendance at the Meeting, the Company reserves the right to modify, suspend, cancel or limit the mechanisms for electronic voting or proxy-granting and/or remote attendance whenever technical or security reasons make it advisable or so require.

The Company shall not be liable for any damages that may be caused to Shareholders arising from malfunctions, overloads, failures in lines of communication, connection failures, postal service failures, or any other similar eventuality of the same or similar nature outside the Company's control that may impair or disable the Shareholder's remote proxy or voting rights or Telematic Attendance at the Meeting.

Should technical circumstances not attributable to the Company make Telematic Attendance in the manner provided for in paragraph 4 impossible, or during the Meeting a temporary or permanent interruption of communications occurs, that circumstance may not be invoked by the Shareholder as unlawful deprivation of his rights.

DATA PROTECTION

Personal data provided to the Company by Shareholders or their proxy-holders in the exercise of their information, attendance, proxy and voting rights at the Meeting or provided by depository banks, companies and securities agencies through Iberclear, will be used by the Company in order to manage the process, compliance and control of the Shareholder or proxy relationship as appropriate.

Such data processing is necessary for the purposes described and authority for such processing is based on the Shareholder relationship and compliance with legal obligations.

Furthermore, the entire Meeting will be the subject to audio-visual recording to facilitate its follow-up by Shareholders who could not or wish not to attend and for its proper distribution. Therefore, Shareholders or their proxies, by virtue of their attendance at the Shareholders' Meeting expressly consent that their images may be managed and disseminated by the means made available by the Company, which for this purpose will be streaming through the Company website (www.indracompany.com).

Shareholders are also informed that they may exercise their rights of access, correction, deletion, opposition, transfer and limitation of processing by communication addressed to dpo@indra.es.

Shareholders may submit a complaint or request related to the protection of their personal data with the *Agencia Española de Protección de Datos*.

NOTARY PARTICIPATION AT THE MEETING

The Board of Directors has resolved to request the presence of a Notary Public to draw up the minutes of the General Shareholders' Meeting, pursuant to section 203.1 of the *Ley de Sociedades de Capital*.

Shareholders are informed that the Meeting will probably be held at second call, i.e. on June 25 2020 at 12:30 p.m.

Beginning one hour before the Meeting and in the place where it has been convened, Shareholders or their valid proxy-holders may submit their respective attendance cards and proxies and, where appropriate, documents evidencing their legal representation to the Shareholder registration staff.

shareholders so deciding can fully exercise their rights without having to physically attend the meeting.

José Antonio Escalona de Molina
Secretary of the Board of Directors

SPECIAL MEASURES ARISING FROM COVID-19

As a result of the public health crisis arising from COVID-19, the Company recommends that shareholders participate in the General Meeting remotely (granting their proxy or casting their vote prior to the holding of the Meeting, or attending it remotely), without attending physically the venue at which the meeting will be held.

If it appears that the measures currently in force under the state of emergency may persist on the scheduled date of the Meeting or movement is restricted or limited and/or the possibility of holding in-person meetings is restricted or limited, the Company may determine that the Annual Meeting be held only through Telematic Attendance.

In such an event, the Company will make public through the same media as this call notice, including, if applicable, any specific procedure arising from the holding of the Meeting exclusively through remote means, no later than 18 June 2020.

In any case, from this notice call shareholders may check for potential instructions of the Company on the corporate website (www.indracompany.com) or to call the number (91 4809800), which will provide the latest available information at any particular time; all so that the