

ANNUAL SHAREHOLDERS' MEETING

By resolution of the Board of Directors, Shareholders are called to attend the Annual Shareholders' Meeting of Indra Sistemas, S.A., to be held at its registered office located at Avenida de Bruselas 35, Alcobendas (Madrid), to convene on 27 June 2018, at 12:30 p.m. on first call or, if no quorum is present, the next day 28 June 2018, at the same time and in the same place on second call, in order to discuss and decide the following matters contained on the:

AGENDA

First.- Approval of the Annual Financial Statements and Management Report of Indra Sistemas, S.A. and its Consolidated Group for the year ended 31 December 2017.

Second.- Approval of the proposed allocation of profits for fiscal 2017.

Third.- Approval of Board management for fiscal 2017.

Fourth.- Re-election and appointment of Directors.

4.1. Appointment of Mr. Ignacio Martín San Vicente as Independent Director, upon proposal by the Nomination, Compensation and Corporate Governance Committee.

4.2. Re-election of Mr. Enrique De Leyva Pérez as Independent Director, upon proposal by the Nomination, Compensation and Corporate Governance Committee.

4.3. Re-election of Mr. Fernando Abril-Martorell Hernández as Executive Director upon proposal by the Board of Directors.

4.4. Appointment of Ms. Cristina Ruiz Ortega as Executive Director upon proposal by the Board of Directors.

4.5. Appointment of Mr. Ignacio Mataix Entero as Executive Director upon proposal by the Board of Directors.

Fifth.- Approval of the corporate reorganization of the information technology business of Indra Sistemas and other Indra Group companies in accordance with Articles 160 f) and 511 bis 1.a) of the Spanish Companies Act.

Sixth.- Approval of a split-off involving Indra Sistemas, S.A. (as Transferor) and Indra Soluciones Tecnologías de la Información, S.L.U. (as Beneficiary) in accordance with the Common Draft Terms of Structural Modifications approved by the respective governing bodies.

Seventh.- Approval of the amendment of the Compensation Policy for Directors applicable for fiscal years 2018, 2019 and 2020.

Eighth.- Consultative vote on the Annual Compensation Report 2017.

Ninth.- Authorization for the delivery of shares to Executive Directors and Senior Managers.

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

SUPPLEMENT OF THE CALL AND PRESENTATION OF NEW PROPOSALS

Shareholders representing at least three percent of equity may request that a supplement to this call including one or more Agenda Items be published, provided that the new items are accompanied by supporting reasons for inclusion or a justified proposed resolution. Such request must be made by certified notice stating the identity of the Shareholders exercising the right and the number of shares they hold, and must be received at the registered office within five days of publication of this announcement.

Any supplement must be published at least fifteen days in advance of 27 June 2018, the date set for first call of the Meeting.

Shareholders representing at least three percent of equity may also submit, within the same period described above, proposed resolutions based on Items already included or to be included on the Agenda. The Company shall ensure the dissemination of these

proposed resolutions and any documentation that may be attached thereto.

RIGHT TO INFORMATION

Up to the fifth day prior to the scheduled date of the Meeting, Shareholders may ask the Board of Directors for any information or clarification they deem necessary, or pose written questions they deem relevant regarding Items on the Agenda. They also may request information or clarification or ask written questions during said term, or verbally during the Meeting, about public information which has been provided by the Company to the *Comisión Nacional del Mercado de Valores* from 29 June 2017, the date of the last Meeting, and regarding the Auditors' Report. For this purpose, Shareholders may contact the Shareholders' Office (Tel 91 480 9800; accionistas@indracompany.com) or use the forms provided on the Company website (www.indracompany.com). Shareholders must identify themselves by providing official proper identification and reveal which shares they hold.

From the time of publication of the call and until the Meeting convenes, any Shareholder

who wishes may request free delivery of the following information or examine it at the registered office or on the Company website (www.indracompany.com):

- (i) Call notice.
- (ii) The total number of shares and voting rights of the Company on the date of the call.
- (iii) Documents referred to in Article 272 of the *Ley de Sociedades de Capital* ("Spanish Corporations Act" or "LSC") (Financial Statements and Management Reports of Indra Sistemas, SA and its consolidated Group for fiscal 2017 and the Auditors' Reports), to be submitted for Shareholder approval under the First Item of the Agenda.
- (iv) Also regarding the First Item of the Agenda, the 2017 Annual Corporate Governance Report and the 2017 Annual Corporate Social Responsibility Report.

- (v) Report on the Independence of the Auditor for 2017 prepared by the Audit and Compliance Committee.
 - (vi) The full text of the proposed resolutionsa appearing on the Agenda and legally required supporting documentation and other information deemed appropriate.
 - (vii) Identity, CV and category for each Director whose appointment or re-election is proposed in the Fourth Agenda Item, as well as reports by the Board and the Nomination, Compensation and Corporate Governance Committee as contemplated under Article 529.10 of the LSC.
 - (viii) Regarding the Sixth Agenda Item, in accordance with the provisions of *the Ley de Modificaciones Estructurales*, the following documents have been uploaded to the Company website (www.indracompany.com) and may be downloaded and printed:
 - a. The Common Draft Terms of Structural Modifications which includes, among others, the Split-off;
 - b. The independent expert's report requested voluntarily by the companies involved regarding the Common Draft Terms of Structural Modifications;
 - c. The annual financial statements and management reports and Auditors' Reports for the last three years for Indra Sistemas, S.A.;
 - d. Split-off balances sheets of the companies involved in the split-off, along with the required audit report for Indra Sistemas, S.A.;
 - e. The current bylaws of the involved companies in the split-off in public deed;
 - f. The identity of the directors of the companies involved in the split-off and the date from which they have held their posts.
- It is noted that the Common Draft Terms of Structural Modifications and the independent expert's report were uploaded to the Company website (www.indracompany.com) on 26 April 2018, and are available for downloaded and printing along with the rest of the documents listed in this section (viii) which were uploaded to the Company website on 23 May 2018.
- (ix) Regarding Item Seventh of the Agenda, a reasoned proposal from Board and a special report from the Nomination, Compensation, and Corporate Governance Committee, as well as the Compensation Policy.
 - (x) The 2017 Annual Compensation Report prepared by the Board of Directors and referred to in the Eighth Agenda Item.
 - (xi) The procedures established by the Company to appoint proxies and vote remotely as well as cards made available to the Shareholders for this purpose. Said information is also contained in this call notice.
 - (xii) In accordance with the provisions of Recommendation 6th of the Code of

Good Governance for Listed Companies, the 2017 activities reports of the Audit and Compliance Committee and of the Nomination, Compensation and Corporate Governance Committee, as well as the Report of the Nomination, Compensation, and Corporate Governance Committee on related party transactions.

For the purposes of Article 40.2 of the *Ley de Modificaciones Estructurales de las Sociedades Mercantiles* ("LME") the minimum required disclosures regarding the Common Draft Terms of Structural Modifications referred to in the Sixth Agenda Item are reproduced below:

1. Participating companies: Indra Sistemas, S.A., a Spanish company domiciled in Alcobendas (Madrid), Avenida de Bruselas 35, registered in the *Mercantile Registry of Madrid*, Volume 865, Folio 28, Page M-11339, as Transferor and Indra Soluciones Tecnologías de la Información, S.L.U., a Spanish company based in Alcobendas (Madrid), Avenida de Bruselas 35,

registered in the *Mercantile Registry of Madrid*, Volume 37172, Folio 35, Sheet M-663401 as Beneficiary.

2. The assets of Transferor to be transferred to Beneficiary, as an economic unit, are those which affect, directly or indirectly, the IT business, composed of the following activities:
 - a. Marketing and delivery of proprietary solutions (meaning those technologies and solutions developed internally by Indra Sistemas that are subsequently sold to third parties) and third party solutions (meaning those technologies and solutions developed by third parties that Indra Sistemas is capable of implementing and managing), including the consulting division of Indra Sistemas known as Minsait, specializing in digital solutions to help favourably position customers within the digital transformation.

- b. The activities known as Centro Desarrollo Global - Information Technology Outsourcing ("CDG ITO"), which encompasses all matters related to IT service outsourcing.
- c. The activities known as Centros de Desarrollo Global ("CDG's"), which are centers devoted to the development of software that performs this activity as a definable, repeatable and measurable business process in a highly productive environment.

These assets are listed in Annex A to the Common Draft Terms of Structural Modifications available on the Company website.

3. There will be no exchange or distribution of Beneficiary shares to Shareholders of Transferor since, in accordance with Article 74.2º of the LME, Shareholders are not entitled to them.

As a result of the Split-off, there will be change in the capital structure of

Indra Sistemas which will cause no reduction in capital since, under Article 71 of the LME, the Company will receive shares in Beneficiary in exchange for the business unit to be transferred.

To this end, in consideration of the actual (or reasonable) economic value of the business unit to be transferred, Beneficiary will increase its share capital, currently set at THREE THOUSAND EUROS (3,000.-€) to NINE MILLION, THREE THOUSAND EUROS (9,003,000.-€), that is, an increase in the amount of NINE MILLION EUROS (9.000.000.- €), causing the issuance of NINE MILLION (9,000,000) indivisible and cumulative shares with a par value of one euro (1.-€) each, fully subscribed and paid, and which will be numbered consecutively starting with the last existing share, resulting in numbers 3001 to 9,003,000 inclusive.

The share premium will amount to a total of THREE HUNDRED SEVENTEEN MILLION, NINE HUNDRED TWELVE

THOUSAND, THREE HUNDRED NINETY-FOUR EUROS AND FORTY-NINE CENTS (317,912,394.49.-€). Consequently the total of share capital and share premium amounts to THREE HUNDRED TWENTY-SIX MILLION, NINE HUNDRED TWELVE THOUSAND, THREE HUNDRED NINETY-FOUR EUROS AND FORTY-NINE CENTS (326,912,394.49.-€). The premium for each newly created share will be the result of dividing the total premium by the total number of new shares.

Transferor will not receive any cash to account for rounding or any proceeds for the exchange of shares.

The new shares will be 100% owned by Transferor Indra Sistemas, and will confer the right to profits of Beneficiary from the date of registry at the *Mercantile Registry of Madrid*.

4. There are no ancillary benefits or in kind contributions to or from the Split-off Participants and the Split-off will not affect operations, nor will it give rise to any extra compensation.

5. There are no special rights or holders of assets other than equity interests in either Split-off Participant, and no other type of rights or options will be delivered pursuant to the Split-off.
6. No benefits of any kind will be delivered by the Beneficiary to any director of any Split-off participant or to the independent expert.
7. The Split-off date for accounting purposes will be 1 January 2018.
8. The bylaws of Beneficiary are those currently registered in the *Mercantile Registry of Madrid*, notwithstanding the capital increase that will occur as a result of the Split-off.
9. Pursuant to Article 44 of the Labour Relations Act, the Beneficiary will assume all of Transferor's rights and responsibilities the entire cohort of workers assigned to the affected business unit. The Split-off will not impact gender in the administrative bodies, or impact the social responsibility of the company.

10. The Split-off meets the requirements set out in Chapter VII of Title VII of Ley 27/2014 of 27 November regarding corporate income tax on mergers, spin-offs, asset transfers, equity swaps and changes of registered offices.

It is also pointed out that, in addition to the Split-off described above, the Common Draft Terms of Structural Modifications contains a merger and subsequent total split-off in which Indra Sistemas, S.A. has an indirect equity interest.

The minimum required disclosures regarding the Merger under the Common Draft Terms of Structural Modifications are the following:

1. Participating companies: Indra Soluciones Tecnologías de la Información, S.L.U., a Spanish company based in Alcobendas (Madrid), Avenida de Bruselas 35, registered in the *Mercantile Registry of Madrid*, Volume 37172, Folio 35, Page M-663401 as Absorbing Company and Tecnocom Telecomunicaciones y Energía, S.A.U., a Spanish company based in Madrid, Calle Miguel Yuste 45, registered in the

Mercantile Registry of Madrid, Volume 417, Folio 58, Page M-8067, Tecnocom España Soluciones, S.L.U., a Spanish company based in Madrid, Calle Miguel Yuste 45, registered in the *Mercantile Registry of Madrid*, Volume 934, Folio 69, Page M-16088, Tecnocom Telefonía y Redes, S.L.U., a Spanish company based in Madrid, Calle Miguel Yuste 45, registered in the *Mercantile Registry of Madrid*, Volume 14924, Folio 45, Page M-248481 and Gestión Sexta Avenida, S.A.U., a Spanish company based in Madrid, Calle Miguel Yuste 45, registered in the *Mercantile Registry of Madrid*, Volume 9799, Folio 40, Page M-157379, as Absorbed Companies.

2. A change in the capital structure of the only owner of the Absorbed Companies (i.e. Indra Sistemas) will result from the Merger, which will not cause a reduction in capital because, under Article 52 of the LME there will be an exchange of new shares in the Absorbing Company for assets of the Absorbed Companies. Annex D to Common Draft Terms of Structural

Modifications lists the assets and liabilities to be delivered in the Merger.

To this end, in consideration of the actual (or fair) value of the Absorbed Companies, the Absorbing Company will increase its share capital currently fixed in the amount of NINE MILLION THREE THOUSAND EUROS (9,003,000.-€) to the amount of NINETEEN MILLION THREE THOUSAND EUROS (19,003,000.-€), that is, an increase in the amount of TEN MILLION EUROS (10,000,000.-€), causing the issuance of TEN MILLION (10,000,000) indivisible and cumulative shares with a par value of one euro (1.-€) each, fully subscribed and paid, and which will be numbered consecutively starting with the last existing share, resulting in numbers 9,003,001 to 19,003,000, inclusive.

The share premium amounts to a total of THREE HUNDRED TWENTY-THREE MILLION, SEVENTY-FIVE THOUSAND FIVE HUNDRED SIX EUROS AND NINETY-TWO CENTS (323,075,506.92.-€). Consequently,

the total amount of share capital and share premium amounts to THREE HUNDRED THIRTY-THREE MILLION SEVENTY-FIVE THOUSAND FIVE HUNDRED SIX EUROS AND NINETY-TWO CENTS (333,075,506.92.-€). The premium for each newly created share will be the result of dividing the total premium by the total number of new shares.

The sole owner of the Absorbed Companies (that is, Indra Sistemas) will not receive any cash to account for rounding or any proceeds for the exchange of shares.

The new shares will be 100% owned by the sole owner of the Absorbed Companies, Indra Sistemas, and will confer the right to profits of the Absorbed Company from the date of registry of the Merger documents at the *Mercantile Registry of Madrid*.

3. There are no ancillary benefits or in kind contributions to or from the Merger Participants and the Merger will

not affect operations, nor will it give rise to any extra compensation.

4. There are no special rights or holders of assets other than equity interests in the Merger Participants, and no other type of rights or options will be delivered pursuant to the Merger.
5. No benefits of any kind will be delivered by the Absorbing Company to any director of any Merger Participant or to the independent expert.
6. The Merger date for accounting purposes will be 1 January 2018.
7. The bylaws of the Absorbing Company are those currently registered in the *Mercantile Registry of Madrid*, notwithstanding the capital increase that will occur as a result of the Merger.
8. Pursuant to Article 44 of the Labour Relations Act, the Absorbing Company will assume all of the rights and responsibilities the entire cohort of workers from the Absorbed Companies. The Merger will not impact gender in

the administrative bodies, or impact the social responsibility of the company.

9. The Merger meets the requirements set out in Chapter VII of Title VII of Ley 27/2014 of 27 November regarding corporate income tax on mergers, spin-offs, asset transfers, equity swaps and changes of registered offices.

The minimum required disclosures regarding the Spin-off portion of the Common Draft Terms of Structural Modifications are the following:

1. Participating companies: Indra Software Labs, S.L.U., a Spanish company based in Alcobendas (Madrid), Avenida de Bruselas 35, registered in the *Mercantile Registry of Madrid*, Volume 20221, at Folio 139, Page M-357261 as the Company Being Divided and Indra Producción Software, S.L.U., a Spanish company based in Alcobendas (Madrid), Avenida de Bruselas 35, registered in the *Mercantile Registry of Madrid*, Volume 37204, Folio 50, Page M-663828 and Indra Soluciones

Tecnologías de la Información, S.L.U., a Spanish company based in Alcobendas (Madrid), Avenida de Bruselas 35, registered in the *Mercantile Registry of Madrid*, Volume 37172, Folio 35, Page M-663401 as Beneficiary Companies.

2. The assets of the Company Being Divided being transferred to Indra Producción Software, S.L.U. is the whole of that business pertaining to the activities of the software factory whose main purpose is to develop software for projects of Indra Sistemas.

The assets of the Company Being Divided being transferred to Soluciones Tecnologías de la Información, S.L.U., are those pertaining to "Integrated Technology Services", which consist of customer service call centres, microcomputers, monitoring and control systems, support in the implementation of applications, and maintenance and technical support for hardware and software systems and infrastructure.

For the purposes of Article 74.1º LME, the designation and valuation of assets and liabilities is included in Appendix E to the Common Draft Terms of Structural Modifications, available on the Company website.

3. For the purposes of Article 74.2º LME, as Indra Sistemas is the sole shareholder of the Company Being Divided, all the new shares of each of the Beneficiary Companies will be owned by Indra Sistemas.

The spin-off will cause a change in the capital structure of the sole Shareholder of the Company Being Divided (i.e. Indra Sistemas), which will not cause a reduction in capital since, under Article 69 LME it will receive shares of Indra Production Software, S.L.U. in exchange for the transferred business unit.

To this end, in consideration of the actual (or reasonable) value of the transferred business units, Indra Production Software, S.L.U. will increase its share capital, currently set

at the amount of THREE THOUSAND EUROS (3,000.-€) TO ONE MILLION THREE THOUSAND EUROS (1,003,000.-€), that is, an increase in the amount of ONE MILLION EUROS (1,000,000.-€), which will cause creation of ONE MILLION (1,000,000) indivisible and cumulative shares with a par value of one euro (1.-€) each, fully subscribed and paid, and which will be numbered consecutively starting with the last existing share, resulting in numbers 3001 to 1,003,000 inclusive.

The share premium amounts to a total of FIFTEEN MILLION, EIGHT HUNDRED SIXTY-SIX THOUSAND, SEVENTY-EIGHT EUROS AND THIRTY CENTS (15,866,078.30.- €). Consequently the total amount of share capital and share premium amounts to SIXTEEN MILLION, EIGHT HUNDRED SIXTY-SIX THOUSAND, SEVENTY-EIGHT EUROS AND THIRTY CENTS (16,866,078.30.- €). The premium for each newly created share will be the result of dividing the total premium by the total number of new shares.

The sole owner of the Beneficiary Companies (that is, Indra Sistemas) will not receive any cash to account for rounding or any proceeds for the exchange of shares.

The new shares will be 100% owned by the sole owner of the Company Being Divided, Indra Sistemas, and will confer the right to profits of Indra Producción Software, S.L.U. from the date of registry of the Merger documents at the *Mercantile Registry of Madrid*.

The spin-off will cause a change in the capital structure of the sole Shareholder of the Company Being Divided (i.e. Indra Sistemas), which will not cause a reduction in capital since, under Article 69 LME it will receive shares of Indra Soluciones Tecnologías de la Información, S.L.U. in exchange for the transferred business unit.

To this end, in consideration of the actual (or reasonable) value of the spun-off business units, Indra Soluciones Tecnologías de la

Información, S.L.U. will increase its share capital, set at NINETEEN MILLION THREE THOUSAND EUROS (19,003,000.-€) to TWENTY MILLION THREE THOUSAND EUROS (20,003,000.-€) after the Transfer and Merger, that is an increase in the amount of ONE MILLION EUROS (1,000,000.-€), causing the issuance of ONE MILLION (1,000,000) indivisible and cumulative shares with a par value of one euro (1.-€) each, fully subscribed and paid, and which will be numbered consecutively starting with the last existing share, resulting in numbers 19,003,001 to 20,003,000, inclusive.

The share premium amounts to a total of TWENTY-TWO MILLION FOUR HUNDRED FORTY-SIX THOUSAND, SEVEN HUNDRED SIXTY-SIX EUROS AND SEVENTEEN CENTS (22,446,766.17.-€). Consequently the total amount of share capital and share premium amounts to TWENTY-THREE MILLION FOUR HUNDRED FORTY-SIX THOUSAND SEVEN HUNDRED SIXTY-SIX EUROS AND SEVENTEEN CENTS

(23,446,766.17.-€). The premium for each newly created share will be the result of dividing the total premium by the total number of new shares.

The sole owner of the Beneficiary Companies (that is, Indra Sistemas) will not receive any cash to account for rounding or any proceeds for the exchange of shares.

The new shares will be 100% owned by the sole owner of the Company Being Divided, Indra Sistemas, and will confer the right to profits of Indra Soluciones Tecnologías de la Información, S.L.U. from the date of registry of the Merger documents at the *Mercantile Registry of Madrid*.

4. There are no ancillary benefits or in kind contributions to or from the spin-off participants and the spin-off will not affect operations, nor will it give rise to any extra compensation.
5. There are no special rights or holders of assets other than equity interests in the spin-off participants, and no other

type of rights or options will be delivered pursuant to the spin-off.

6. No benefits of any kind will be delivered by the Beneficiary Companies to any administrator of any spin-off participant or to the independent expert.
7. The Spin-off date for accounting purposes will be 1 January 2018.
8. The bylaws of the Beneficiary Companies are those currently registered in the *Mercantile Registry of Madrid*, notwithstanding the capital increases that will occur as a result of the Merger.
9. Pursuant to Article 44 of the Labour Relations Act, the Beneficiary Companies will assume all of the rights and responsibilities the entire cohort of workers from the spun off companies. The spin-off will not impact gender in the administrative bodies, or impact the social responsibility of the company.

10. The Spin-off meets the requirements set out in Chapter VII of Title VII of Ley 27/2014 of 27 November regarding corporate income tax on mergers, spin-offs, asset transfers, equity swaps and changes of registered offices.

SPECIAL SOURCES OF INFORMATION

In accordance with article 539 of the LSC, the Company has a corporate website www.indracompany.com, in order to make it easier for Shareholders to exercise their right to information and in order to distribute information required by applicable law.

From the time of publication of this call and up until the moment that the Meeting begins, the above mentioned Company website will contain an Electronic Shareholders Forum accessible to all Shareholders as well as to voluntary shareholder associations which are registered in the special Registry created for that purpose at the *Comisión Nacional del Mercado de Valores* ("CNMV").

Rules governing access and use of the Electronic Shareholders Forum are available for review on the same Company website in

the section dedicated to the Annual Shareholders Meeting.

ATTENDANCE AND VOTING RIGHTS

Shareholders whose shares are registered in the books of account five days before the date of the Meeting are allowed to attend. Each share shall be entitled to one vote at the Meeting.

In accordance with Article 197 bis of the LSC, the proposals contained in Item Four of the Agenda are subject to individual and separate voting for each one of them, whether voting is done in person or by electronic means made available by the Company for such purpose. In the event that attendance cards provided by the share registry custodian do not provide for individualized voting for each of the proposals, Shareholders may nonetheless vote separately and individually for each proposal on the attendance card or on the card made available to Shareholders by the Company from the moment of call on the Company website (www.indracompany.com). Otherwise, votes will be construed to apply to all of the proposed resolutions contained

in each of the above-mentioned item of the Agenda.

This card should be addressed to the Company duly signed, and it is essential that in the event that the card placed at the disposal of Shareholders by the Company is used, that it be sent with a photocopy of the owner's DNI, NIE, or passport.

PROXY PROCEDURE AND PROCEDURE FOR LONG DISTANCE VOTING

The Board of Directors, under the authority conferred to it by Article 14 of the Bylaws and Articles 7 and 12 of the General Shareholders' Meeting Rules, has authorized the following procedure and requirements for the exercise of proxy rights and long distance voting at the Annual Shareholders' Meeting:

1. Representation by long distance communication

Shareholders not attending the Meeting may delegate their votes by any means indicated below to another person, who need not be a Shareholder.

The designated representative who attends the Meeting must prove his or her identity in the same fashion as attending Shareholders. The representative may exercise his or her proxy and vote only by being physically present at the Meeting.

Any proxy or representation which does not expressly indicate the person to whom the proxy is made or which is made generally to the Board of Directors will be conferred upon the Secretary of the Meeting.

Unless otherwise indicated by the represented Shareholder, the proxy applies to resolutions other than those drafted by the Board or to any matters permitted by law not included in the Agenda which may be submitted to the Meeting.

In accordance with the provisions of Articles 523 and 526 of the LSC, it is to be noted that if the representative is a Company Director, said representative may find himself in a situation of conflict of interest regarding Items 4.2, 4.3, 4.4, 4.5, 7, 8 and 9 of the Agenda, as well as other proposals for resolutions not necessarily brought by the Board and regarding matters which are not

included in the Agenda which may nonetheless be submitted to vote at the Meeting, when such is permitted by law.

For all proxies given to the Secretary of the Meeting or to a member of the Board of Directors where the proxy card does not contain express instructions to vote against or to abstain, it is understood that in all instances the represented Shareholder has given specific instructions to vote in favour of all of the proposals drafted by the Board of Directors included in the Agenda.

In the event that a proxy be applied to resolutions other than those drafted by the Board or not included in the Agenda in the manner indicated above, should the proxy empower the Secretary of the Meeting or a member of the Board of Directors, and the proxy card contain no express instructions to vote in favour or to abstain, it will be understood that the shareholder has conferred instructions to vote against said proposals.

1.1. Delivery or Correspondence by mail

Proxy rights are conferred by filling in the section included for that purpose on the

attendance card provided by the share registry depository or that which the Company makes available to Shareholders by means of its website (www.indracompany.com) in the section dedicated to the General Shareholders' Meeting. The Shareholder may obtain a Company proxy card by downloading one from the website and printing it; retrieving one from the corporate offices; or requesting that a copy be sent free of charge from the shareholder office.

The properly filled out and signed card should be sent by mail or hand delivered to the corporate office (Oficina del Accionista, Av. de Bruselas 35, Alcobendas 28108, Madrid) accompanied by a photocopy of an official government issued identification document.

No one may have more than one representative at the Meeting, to whom his or her appointment should be communicated and, if so, the voting instructions. When a proxy is given to a member of the Board of Directors, the communication is complete upon receipt of the documentation constituting same at the corporate office.

1.2. Electronic Means

The delivery of proxies and notice to the Company may be made electronically through the Company website (www.indracompany.com.) The procedure that a Shareholder must follow for exercising his right to vote is explained there in detail. The Shareholder must prove his or her identity by means of an unexpired electronic DNI or a recognized irrevocable electronic certificate issued by the Fábrica Nacional de la Moneda y Timbre (FNMT).

2. Long Distance Voting

Shareholders may exercise their right to vote without the need of attending the Meeting using means indicated below. Shareholders who vote in this way will be considered present for the purposes of quorum.

2.1. Hand or Mail Delivery

The exercise of the right to vote by this procedure is accomplished by filling out the appropriate section of the attendance card provided by the share depository or by completing the one made available by the Company to Shareholders on its website

(www.indracompany.com) in the section dedicated to the General Shareholders' Meeting. The Shareholder may obtain a Company voting card by downloading and printing from the website, by retrieving one from the corporate office or requesting one be sent free of charge from the Shareholder Office.

A properly filled out card with original signature should be sent to the company office by post or it may be hand delivered to the corporate office (Oficina del Accionista, Av. de Bruselas 35, Alcobendas 28108, Madrid) accompanied by a photocopy of a government issued identification document.

In the event that the card does not indicate the way to be voted, it will be assumed in all cases that the Shareholder votes in favour of each of the proposed resolutions formulated by the Board of Directors which appear in the Agenda published at call.

2.2. Electronic Means

Votes may be cast electronically by means of the system designed for such on the Company website (www.indracompany.com). There, the Shareholder will find detailed

explanation of the procedure to follow in order to exercise voting rights. The Shareholder who wishes to use this voting procedure must prove his identity using an unexpired electronic DNI or using a recognized irrevocable electronic certificate issued by the FNMT.

3. Rules common to the exercise of proxy rights and long distance voting

3.1. Identity Verification

The Company reserves the right to verify information given by each Shareholder by matching it with that provided by Iberclear, the entity in charge of the book entries for Company shares. In the event of a discrepancy between the number of shares communicated by the Shareholder on the proxy card, by electronic voting, or by forms made available on the corporate website (www.indracompany.com) and the number in the book entries as communicated by Iberclear, the number of shares registered by Iberclear shall be considered valid for quorum and voting purposes.

3.2. Artificial Persons

In the case of artificial person Shareholders, the Company reserves the right to require evidence of the sufficiency and currency of the power of attorney presented by the natural person acting in the Shareholder's place.

3.3. Time Limit for Receipt by the Company

In order for proxies and distance votes to be valid they must be received by the Company before **9:00 a.m. on 27 June 2018**, the date planned for first call of the Meeting.

3.4. Revocation and Priority

- (i) Proxies and exercise of the right to vote by long distance communication are always revocable and should be revoked expressly and by the same means used for their delivery within the period established for said voting.
- (ii) Physical attendance of the Shareholder at the Meeting, as well as attendance by means of a vote delivered by long distance revokes

any proxy regardless of its date or form.

- (iii) Physical attendance of the Shareholder at the Meeting revokes any vote sent by long distance communication.
- (iv) Any vote or proxy submitted by electronic means will always prevail over a vote made by hand delivery or post.

3.5. Responsibility for Custody of the Electronic Certificate and the Devices for Creating the Electronic Signature

- (i) The Shareholder is exclusively responsible for the diligent use of his or her electronic DNI and the data for creating electronic signatures and for custody of the electronic certificate for exercising proxy rights or distance voting through electronic means.
- (ii) The Shareholder using an electronic signature is responsible for proving that the electronic certificate used has not expired or been revoked, suspended, or otherwise made invalid

at the moment the electronic signature is generated.

3.6. Availability of Service

- (i) The Company reserves the right to modify, suspend, cancel or restrict voting mechanisms and electronic proxies when technical or security reasons so require.
- (ii) The Company will not be responsible for any damages which might be suffered by the Shareholder as a result of outages, overloads, fallen communication lines, connection failures, postal service malfunction or any other eventuality of an equal or similar nature outside the control of the Company which might hamper or impede the Shareholder from exercising voting rights or proxy rights by long distance communication.

DATA PROTECTION

Pursuant to the provisions of the Data Protection Legislation, the shareholder expressly consents that his/her personal

data as shareholder or shareholder representative sent to the Company for the exercise of the rights to information, attendance rights, proxy or voting rights at the Shareholders' Meeting, or which may be sent by banks and Securities Brokers where Shareholders have their shares deposited through Iberclear, will be used for the purposes of facilitating the development, compliance and management of Shareholder relationships and, where applicable, Shareholder representative relationships.

Additionally, notice is given that an audiovisual recording of the entire Meeting may be made in order to facilitate its progress and to adequately distribute it. Therefore the shareholder also consents, to the extent he or she attends and participates in it, that his/her image may be processed and published by means made available by the Company, which for this purpose will be streaming through the Company website (www.indracompany.com).

Consequently, it is hereby informed that the data provided by shareholders will be collected in a file belonging to the Company on which they will have the right to exercise

their rights to access, rectification, erasure, cancellation, opposition, restriction of processing and data portability in the terms specified in the Data Protection Legislation by sending an e-mail to dpo@indra.es.

NOTARIAL PARTICIPATION AT THE MEETING

The Board of Directors has agreed to require the presence of a Notary to record the minutes of the Shareholders' Meeting in accordance with that contained in Article 203.1 of the LSC.

Shareholders are informed that the Meeting may be held at second call, that is, on 28 June 2018 at 12:30 p.m.

Beginning one hour prior to the beginning of the Meeting and in the place where it is being held, Shareholders and their properly appointed representatives may present their attendance cards and proxies and, where applicable, documents confirming their legal representation, to personnel charged with registration of Shareholders.

José Antonio Escalona de Molina
Secretary of the Board of Directors