



Appointments, Remuneration and Corporate Governance Committee Performance Report 2022

January 2023

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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1 Introduction

In accordance with the provisions of Article 16.8 of the Board of Directors Regulations (the “**Board of Directors Regulations**”) and Technical Guideline 1/2019 on appointments and remunerations committees published by the National Securities Market Commission (“**CNMV**”), this document includes a Report on the annual performance of the Appointments, Remuneration and Corporate Governance Committee (the “**Committee**” or the “**ARCGC**”) during the 2022 financial year (the “**Report**”), offering an account of the activities engaged in by the Committee over that period.

2 Composition, appointment and profile of the Committee’s members

In accordance with the contents of the Company Bylaws and the Board of Directors Regulations, the ARCGC shall consist exclusively of Non-Executive Directors with a minimum of three and a maximum of six. A majority of its members must be independent Directors, and shall appoint a chairman/chairwoman from among them.

As set out in Recommendation 47 of the Code of Good Governance for Listed Companies (“**CGGLC**”) and Article 19.3 of the Board of Directors Regulations, the members of the Committee, particularly its Chair, have been appointed on the basis of their know-how, skill and experience in matters relating to the duties to be performed by the Committee. The Secretary or Deputy Secretary to the Board of Directors acts as the Committee’s Secretary, as provided for in Article 16.4 of the Board of Directors Regulations.

The changes made to the Committee’s membership during the 2022 financial year are detailed below:

- On 28 March, prior a report from the Committee, the Board of Directors appointed Enrique de Leyva as a member of the ARCGC.
- At the last Ordinary General Shareholders’ Meeting held on 23 June 2022 the proposal for the re-election of Isabel Torremocha Ferrezuelo as an independent director was submitted to a vote, though this was not approved as it failed to receive a sufficient majority of votes. At this Meeting, the shareholder Amber Selective Opportunities Fund II also proposed, as an item that had not been included on the Agenda, that votes be held on its proposal for resolutions to end, among others, the mandates of Alberto Terol Esteban and Enrique de Leyva, and these resolutions were approved by a sufficient majority of votes. As a consequence of the foregoing Ms Torremocha, Mr de Leyva and Mr Terol ceased to be members of the ARCGC, and Mr Terol also ceased to chair the said Committee.
- The composition of the Board of Directors that resulted from the events occurring at the Ordinary General Shareholders’ Meeting made it necessary for the Board of Directors to restructure the composition of its committees. To this end, on 27 June 2022 the Board of Directors appointed independent director Francisco Javier García Sanz as a member of the ARCGC. On the same date, the ARCGC named Mr Martín San Vicente as its Chair.

- On 27 October 2022, the Board of Directors accepted Mr Martín San Vicente’s resignation, notice of which had already been announced in the notification of “Other Relevant Information” made on 28 June 2022.
- The Extraordinary General Shareholders’ Meeting held on 28 October 2022 approved the appointment of six new independent directors, along with the appointment of a new proprietary director representing the interests of the shareholder Sociedad Estatal de Participaciones Industriales (SEPI), with the aim of restoring Indra’s corporate governance structure. At a session held after this Meeting, the Board of Directors accepted the resignation of Mr García Sanz as a member of the ARCGC and, based on a report from this same Committee, it appointed Jokin Aperribay, Axel Arendt, Coloma Armero and Bernardo Villazán as members of the ARCGC. The ARCGC then held a session at which it appointed Ms Armero as its new Chair.

As a result of the foregoing resolutions, as of 31 December 2022 the ARCGC comprised the following members:

Name	Position	Type of board member	Date of first appointment as member of the ARCGC
Coloma Armero	Chairwoman	Independent	28 October 2022
Axel Joachim Arendt	Member	Independent	28 October 2022
Bernardo Villazán	Member	Independent	28 October 2022
Jokin Aperribay	Member	Proprietary ⁽ⁱ⁾	28 October 2022
Antonio Cuevas	Member	Proprietary ⁽ⁱⁱ⁾	31 January 2019

(i) Appointed at the proposal of Sapa Placencia Holding, S.L.

(ii) Appointed at the proposal of SEPI

The details of the foregoing directors and their know-how and experience in the areas dealt with by this Committee can be found on the Company’s website (www.indracompany.com), to which we refer here.

3 Powers and responsibilities

According to the contents of Article 31 bis of the Company Bylaws, the Board of Directors Regulations establish the rules relating to the Committee’s powers and duties.

In addition to the duties established in law, Article 19.5 of the Board of Directors Regulations establishes that the Committee is responsible for the following:

- a) Providing information on the selection policy for directors approved by the Board of Directors and verifying compliance annually.
- b) Annually reviewing compliance with the requirements of the category under which each Director was appointed, which will be included in the Annual Corporate Governance Report.
- c) Determining the skills and know-how required by the Board and regularly check that these are duly exhibited by its members.
- d) Defining the profile and skills required for the appointment or re-election of board members prior to beginning the selection process, and ensure that the process does not involve any form of discrimination but favours the recruitment of the highest quality professionals. Follow the guidelines in order to ensure compliance with the targets for representation of the gender that is less represented on the Board.
- e) Verifying the content of the Annual Corporate Governance Report, and incorporate the Auditing and Compliance Committee report relative to the sections of that report that are within its purview.
- f) Ensuring that non-executive directors have sufficient time available to perform their duties effectively.
- g) Preparing the reports to be issued by the Board in carrying out the annual evaluation of its performance and the annual evaluation of the Chairman of the Board.
- h) Designing, organising and regularly updating continuing education and onboarding programmes for new Directors.
- i) Proposing to the Board of Directors the Remuneration Policy for Directors.
- j) Periodically reviewing the remuneration policy for directors and senior managers, including share-based remuneration systems and their application, and ensuring that their individual remuneration is proportionate to the amounts paid to other directors and senior managers in the company, is in line with the Company's strategy and long-term value creation.
- k) Monitoring compliance with the remuneration policy set by the company.
- l) Proposing to the Board of Directors contractual terms for senior managers.
- m) Presenting a succession plan for the Chairman/Chairwoman of the Board, executive directors and senior management, to be approved by the Board.
- n) Verifying the data regarding remuneration of directors and senior managers contained in corporate documents and, specifically, in the Annual Report on the Remuneration of Directors.

- o) Regularly analysing the Company's policies, internal regulations, procedures and practices in the area of Corporate Governance, when supervision does not interfere with another committee, as well as ensuring they are in accordance with national and international standards, recommendations and best practices in these areas, proposing amendments.
- p) Reporting to the Board, prior to its approval, on the rest of the information that the Company publishes related to matters within its purview.
- q) Ensuring that conflicts of interest do not adversely affect the independence of advice provided to the committee by outside advisors and/or the Board of Directors.
- r) Periodically reviewing Company policies and procedures on recruitment, retention, development and remuneration of professional talent as an essential asset of the Company.
- s) Consulting with the Chairman/Chairwoman of the Board and, in the event that this is not an executive position, the Company's chief executive, especially where matters relating to executive directors and senior managers are concerned and, where applicable, invite them to committee meetings.

4 Activities during the 2022 financial year

The Committee held seventeen meetings during the 2022 financial year, eight in ordinary session and nine in extraordinary session. The average attendance figure for Committee members who were either physically present or appeared by videoconference was 100%.

Committee meetings were convened sufficiently in advance to allow members to analyse the documentation and information relating to the items to be discussed, and this was made available to them at the same time as notice of each meeting was announced.

In addition, the Chairman of the ARCGC informed the Board of the matters discussed and the decisions adopted by the Committee at each of its meetings.

Following an invitation from the Chairman, executive directors, managers and external advisors attended Committee meetings in order to discuss any items on the agenda for which they are responsible, though this did not in any way compromise the independence of the Committee's actions.

As it has in every financial year, the Committee prepared and approved its Performance Report for the previous financial year and furthermore approved an Action Plan for the 2022 financial year, in which it detailed the ordinary issues and matters to be discussed over the course of that year, without prejudice to any extraordinary matters that might arise. In accordance with that Action Plan for the financial year and pursuant to the duties and responsibilities with which it is

charged under the Board of Directors Regulations, in 2022 the Committee analysed the issues listed below and submitted the relevant reports and proposals to the Board in this regard:

4.1 Appointment, removal and resignation of directors and selection of members of the Board's Committees

- On 21 April 2022, former CEO Ms Ruiz Ortega submitted her resignation as board member as a consequence of the termination by mutual agreement of the executive services contract that bound the parties, and based on a report from the Committee, the Board of Directors agreed to appoint Luis Abril Mazuelas, IT Managing Director, as executive director by co-option.
- On 28 April 2022, upon proposal from the ARCGC, the Board of Directors agreed to appoint Francisco Javier García Sanz as independent director by co-option, in order to fill the vacancy that had arisen following the resignation submitted by Santos Martínez-Conde Gutiérrez-Barquín in December 2021.
- Ratification, re-election, appointment and dismissal of directors by the Ordinary General Shareholders' Meeting held on 23 June 2022
 - The Committee submitted proposals for resolution to the General Shareholders' Meeting for the ratification and re-election of independent director Francisco Javier García Sanz and for the re-election of Isabel Torremocha as independent director; it also reported on the following proposals for resolutions to the Board and the Board in turn submitted them to the General Shareholders' Meeting: i) ratification and re-election of Luis Abril Mazuelas as executive director; ii) re-election of Mr Cuevas Delgado and Mr Sebastián Gascón as proprietary directors; and iii) appointment of Jokin Aperribay Bediauneta as proprietary director representing the interests of the shareholder Sapa Placencia Holding, S.L.

To this end, the Committee analysed the following: i) compliance with the necessary requirements according to the nature of the director in question; ii) maintenance of their capacity to devote the necessary amount of time to their duties; iii) their prior performance in the post; and iv) the degree to which their know-how, skills and experience matched the professional profile defined by the Board.

With regard to non-independent directors, pursuant to the provisions of section 6 of Article 529.*decies* of the Spanish Companies Act, the ARCGC issued a favourable report in relation to all proposals, except for the proposal relating to the appointment of Jokin Aperribay Bediauneta as proprietary director, made in the form of a supplement to the notice convening the Ordinary General Shareholders' Meeting (item Six *bis* on the Agenda). In its report, the ARCGC expressed its disagreement with his appointment as proprietary director, principally on the basis of the following considerations: i) SAPA did not at that time hold the necessary percentage of the Company's share capital to allow it to exercise a proportional right of representation on the Board; and ii) the nature of the financial instrument used to purchase its shareholding meant that the shareholder only

assumed the financial risk attached to its shares in a very limited way, and this made it difficult to anticipate the possibility that it would remain a shareholder.

The proposals submitted to the Ordinary General Shareholders' Meeting were approved by a sufficient majority of votes in favour, with the exception of the re-election of Ms Torremocha, which was not approved.

- In addition, at the aforementioned Ordinary General Shareholders' Meeting, the shareholder Amber Capital proposed, as items that had not been included on the Agenda, the removal of Ms Aquerreta Ferraz, Ms de Pro Gonzalo, Mr de Leyva Pérez and Mr Terol Esteban as directors, and all these proposals were approved by a sufficient majority of votes.

▪ Resignation of independent directors

On 25 June 2022, Silvia Iranzo Gutiérrez gave written notice of her irrevocable decision to resign as an independent director of Indra with effect from that date.

In addition, on 27 June 2022, independent director Ignacio Martín San Vicente informed the Board of Directors that he felt it necessary to tender his resignation as a director and, as mentioned above, this resignation would become effective on 27 October, once the process for the selection of independent directors who were to replace the directors removed at the General Shareholders' Meeting, along with Ms Iranzo and Mr Martín San Vicente himself, had been completed.

The Committee analysed the letters submitted by the departing directors, in which they explained their thoughts on the reasons for their removal at the General Shareholders' Meeting, and the letter submitted by Ms Iranzo explaining the reasons for her resignation, and in accordance with the contents of Recommendation 24 of the Code of Good Governance for Listed Companies, the Company made the letters public through a notification of "Other Relevant Information" on 28 June.

▪ Restoration of the Corporate Governance structure

While it respected the minimum number of members established in Article 21 of the Bylaws, the composition of the Board of Directors that resulted from the events occurring at the Ordinary General Shareholders' Meeting, and the subsequent resignation of former board member Silvia Iranzo, was not in line with Indra's commitment to comply with the recommendations set out in the Code of Good Governance for Listed Companies with regard to independence.

This commitment was ratified by the Board of Directors which, at its session held on 27 June 2022, agreed to take the actions necessary in order to restore Indra's corporate governance structure and begin a process for the selection of independent directors, led by the only two independent directors with a current mandate – Mr García Sanz and Mr Martín San Vicente – with specialist advice from a consultant. The aim of this process was to ensure a qualitative composition of the Board in which at least half of its members were independent and, preferably, women.

The Board of Directors decided, furthermore, that the proposals for the appointment of new board members in order to restore Indra's corporate governance structure should be submitted to an Extraordinary General Shareholders' Meeting, which would be convened once the process for the selection of independent directors had been completed. A proposal to set the number of members of the Board of Directors at 14 would be proposed at this Meeting.

The ARCGC has performed a key role in the process for the restoration of Corporate Governance, and the following actions should be particularly noted:

- It approved outsourcing the search for candidates and engaging a specialist advisor for the process to select independent directors, eventually naming the consultant Korn Ferry ("KF") from among a list of several firms, following confirmation that there was no conflict of interest.
- It established a working timetable that would favour completion of the process by approximately the end of September 2022, so that the Extraordinary General Shareholders' Meeting could be held around the end of October 2022.
- It defined the director profile based on an assignment matrix, establishing key selection criteria and taking a global approach, given that the process was not aimed at selecting a single candidate but was instead directed towards restructuring the Board of Directors.
- Subsequently, with help from KF, it aligned and produced a more detailed definition of the profiles necessary to cover the various positions, setting out additional criteria to be taken into consideration and that went beyond those that are strictly required in law under section four of Article 529 duodecies of the Spanish Companies Act (Ley de Sociedades de Capital, "LSC"), including the assessment of potential conflicts of interest.
- As is usual practice in selection processes, the ARCGC allowed any Board Member to put forward the names of potential candidates and, pursuant to the contents of section 4.b) of the Technical Guide on Appointments and Remuneration Committees, the proposals submitted to the General Meeting by the ARCGC named the parties who had suggested each of the selected candidates.
- It agreed that the independence of candidates would be subject to subsequent review by an independent firm, to which end it chose Ernst & Young.

At the Extraordinary General Shareholders' Meeting held on 28 October 2022, the appointment of the following independent directors was proposed: Ms Amatriain Corbi, Ms Arce Peralta, Ms Armero Montes, Ms San Jacinto Martínez, Mr Arendt and Mr Villazán Gil, all of whom were approved by a sufficient majority of votes in favour.

▪ Proposal for the appointment of a proprietary director

A proposal was also submitted to the aforementioned Extraordinary General Shareholders' Meeting for the appointment of Juan Moscoso del Prado Hernández as proprietary director, at the request of the shareholder SEPI. This proposal was approved with a sufficient majority of votes in favour.

The ARCGC reported in favour of this proposal, and at SEPI's own suggestion, it was made conditional upon the approval by the General Shareholders' Meeting of each and every one of the candidates for independent director, the acceptance by each of them of their appointment, and the presence on the Board of Directors of seven independent directors representing at least half of the Board's members.

Working from the premise that these conditions had been met, the ARCGC ruled: i) that the existence of 3 proprietary directors representing SEPI was proportional to its current shareholding; ii) that the profile of the proposed candidate was suitable; and iii) that, following an analysis of his other jobs, he had a sufficient amount of time to devote to performing his duties.

- Other resolutions: Appointment of members of the Board's Committees and assignment of duties

After the Extraordinary General Shareholders' Meeting, at a session held on the same date and based on a report from the ARCGC, the Board of Directors named the members of its various Committees, and the Committees themselves subsequently appointed their respective Chairs from among the new directors, with the exception of the Strategy Committee, which is chaired by the Chairman of the Board of Directors.

In addition, upon proposal from the ARCGC, the Board of Directors appointed Ms Virginia Arce as Deputy Chair of the Board and lead independent director.

- Appointment of the new Secretary and non-member of the Board of Directors and legal counsel.

Pursuant to the provisions of Article 12.1 of the Board of Directors Regulations, the Committee submitted a report to the Board of Directors supporting the appointment of Ana María Sala Andrés as its new Secretary and non-board member and legal counsel, along with the conditions for her engagement. The Board agreed to her appointment in the terms reported by the Committee, in a session held on 24 November.

The ARCGC also agreed to issue a favourable report and submit a proposal to the Board, which subsequently approved the said proposal, to allow her predecessor, Mr Guerra, to remain connected with the Company for a few months as an external advisor, in order to ensure an orderly handover of information and duties.

4.2 Updating of the Board's responsibility and know-how assignment matrix

The Committee analysed and updated the Board's responsibility and know-how assignment matrix, and reported favourably to the Board regarding its approval.

4.3 Appraisal of the Board of Directors and its Committees

In accordance with the contents of Recommendation 36 of the CGGLC, the Committee analysed the procedure to be applied in order to evaluate the Board's performance during the 2021 financial year, the quality of its operations and the performance of its members, and it submitted the relevant proposed evaluation procedure to the Board.

In accordance with Article 13.9 of the Board of Directors Regulations, and based on the Committee's proposal, the Board implemented the aforementioned evaluation procedure with support from KPMG, the external advisor that carried out the evaluation in 2020. The Committee verified the independence of the firm chosen.

The ARCGC and the Board analysed the conclusions report on the evaluation prepared by KPMG, and at the proposal of the ARCGC the Board of Directors agreed to include the following measures in relation to the action plan:

1. To consolidate the role of non-executive Chair of the Board of Directors in the execution of the functions inherent to his/her position and in the interaction with the CEOs, which from April would be just one single CEO.
2. To adopt measures to facilitate dialogue between the stakeholders represented on the Board.
3. To hold periodic monographic sessions on relevant matters.
4. To continue with the Board Member training programme.

Details of this action plan were given in the 2021 Annual Corporate Governance Report (ACGR).

4.4 Composition, remuneration and duties of Senior Management

- Evaluation of the management and proposal for Annual Variable Remuneration (AVR) for 2021

The Committee presented the Board of Directors with its proposal for the AVR for 2021 to each member of the Senior Management Team (including the Chief Executive Officers and the former Executive Chair). The ARCGC analysed the degree to which targets had been met, along with the results and management performance of each senior executive within their area of responsibility during the period in question, and it was informed about the payment of this variable remuneration to the employees receiving it.

- Achievement of 2022 AVR targets

The Committee presented the Board with its proposal for the agreed targets to be achieved by each of the people who form part of the Company's Senior Management team (including executive directors) in 2022, the different target levels (company targets and individual targets) and, in particular, the criteria that should be taken into account with regard to the latter and their respective weight, the minimum percentages required for compliance and the method of payment (70% in cash and 30% in shares).

- Senior Management contractual framework

The Committee submitted a favourable report to the Board on its review of the financial conditions applied to certain senior executives as the result of changes to their responsibilities.

- Termination of contracts

The ARCGC analysed the financial effects arising from the termination by mutual agreement of the executive services contract with the CEO, Ms Ruiz, and the senior management contract entered into with Mr Lázaro, Corporate General Manager and CFO of the Company, and it presented the Board of Directors with proposals for the settlement of both contracts, for which it had sought external advice on employment and remuneration issues. These proposals were approved by the Board of Directors.

At a later session, the ARCGC analysed compliance with the non-compete clause included in Ms Ruiz's terminated contract in relation to her executive position at Banco Santander, concluding in her favour. It then sought an opinion from a third party that supported its conclusion.

- Modification of the executive directors' contractual conditions

- The resignation of former CEO Cristina Ruiz made it clear that it would be advisable to review the contractual conditions enjoyed by the CEO, Mr Mataix. The Committee engaged Willis Towers Watson ("WTW") to review the remuneration terms and their alignment with the provisions of the Remuneration Policy for Board Members, market conditions, and the most recent good corporate governance recommendations relating to the remuneration of board members.

Once this review had been completed, the Committee made a proposal to the Board, which the Board approved, suggesting that it review Mr Mataix's contract and include the adjustments required as a consequence of his appointment as sole CEO.

- The Committee, with advice from WTW, presented the Board of Directors with a proposal for the review of the remunerative and contractual terms enjoyed by Mr Abril Mazuelas in order to include the adjustments required as a consequence of his appointment as Executive Director and IT Managing Director.

The Board approved Mr Abril Mazuelas's new contract in the terms proposed by the ARCGC.

- CFO Selection Process

Once it was known that Mr Lázaro was leaving the Company, the process to select a new CFO was immediately begun, with assistance from Egon Zehnder, a specialist consultant in this area.

The Committee oversaw this process and was informed about the criteria used to select candidates and the skills that were assessed.

The ARCGC reported to the Board in favour of the engagement of the candidate selected as the Company's new CFO and member of the Management Committee (with the status of senior executive), Mr García-Alarcón, as well as proposing the conditions for his remuneration to the Board.

- Organisational changes and changes to the senior management structure

- New corporate model

The Committee was informed about the reorganisation underway, the committees that will be established under the new model, the mechanisms for defining responsibilities and the review of processes.

- Reorganisation of the T&D department and Minsait and changes to the remuneration of senior executives

The ARCGC was informed by the CEO and the Executive Director and IT Managing Director regarding the proposed changes to the current organisational models aimed at simplifying structures and combining responsibilities.

The Committee agreed to make a proposal to the Board of Directors regarding changes to the remuneration of senior executives whose responsibilities were affected by the reorganisation, as well as in relation to the remuneration of the new General Manager of Defence and Security Operations, whose selection process was monitored by the ARCGC.

4.5 Remuneration of the Board of Directors

- Remuneration of the position of lead director

The Committee analysed the possibility of paying the lead director, and to this end it requested an analysis from WTW. In the light of this report, the Committee proposed that the Board pay the lead independent director the amount suggested by the consultant (€30,000). This proposal was approved by the Board of Directors

- Undertaking to purchase shares

The Committee submitted a report to the Board, which the Board approved, in which it favoured rendering without effect the undertaking made individually by directors from 2011 onwards, which consisted of allocating 50% of their net remuneration to the purchase of Indra shares, details of which were reported in the 2021 Annual Directors' Remuneration Report ("ARR").

4.6 Analysis of potential situations involving conflicts of interest

The Committee analysed the information passed on by directors with reference to the shareholdings and positions they held at other companies, along with their engagement either directly or on behalf of others in activities that could effectively compete with Indra's own corporate purpose or involve a conflict of interest, for inclusion in the Annual Accounts.

4.7 Annual verification of maintenance of the directors' required status

When preparing the ACGR, the Committee submitted a favourable report to the Board on the maintenance by each director over the past financial year of the status with which he or she was appointed.

In addition, when drafting its proposals for the ratification and re-election of directors for submission to the Ordinary General Shareholders' Meeting, the Committee prepared a report from which it may be concluded that all the directors who were members of the Board on that date had maintained the status with which they were appointed during the financial year.

4.8 Corporate Governance

The Committee analysed the following issues and submitted its report/proposals to the Board in this regard:

- Analysis of the effectiveness of compliance with the Company's Corporate Governance rules and procedures during the previous financial year.
- Proposed amendment of the Articles of Association for the purposes of removing the provision in Article 24 that affords the Chairman of the Board of Directors a casting vote.
- Amendments to the Board of Directors Regulations:
 - Proposal for the amendment of Articles 8.4 and 33.1 of the Board of Directors Regulations in order to extend the definition of diversity to include "cultural" diversity, and to establish a requirement for minimum attendance by directors at meetings of the Board and its Committees (May 2022). This proposal was approved by the Board of Directors.
 - Proposal for the amendment of Article 14.3 of the Board of Directors Regulations to remove the casting vote afforded to the Chairman of the Board of Directors (October 2022).
- Proposal for the amendment of Articles 3 and 5 of the Director Selection Policy in order to extend the definition of diversity to include "cultural" diversity.
- Proposal for the content and wording of the ACGR 2021, which was approved by the Board of Directors and published by the Company.
- Proposal for the 2021 ARR, which was published by the Company when it published its annual accounts and approved by the General Shareholders' Meeting in a consultative vote.
- Favourable report regarding the contents of the Board's 2021 Performance Report
- Providing information and analysis on the main new developments in the area of Corporate Governance resulting from regulatory changes and the criteria published by the CNMV.

4.9 Design and periodic organisation of programmes for the updating of know-how and the induction of new directors

A number of initiatives relating to the programme for the induction of new directors were organised during the course of the financial year.

4.10 Other

- Information to be included in the 2021 Annual Accounts and the half-yearly financial statements

The ARCGC analysed the information on payment of the members of the Board and Senior Management and the information passed on by directors in relation to Article 229 of the Spanish Companies Act, so that it could be included in the Annual Accounts for the 2021 financial year. The Committee also reviewed the information on remuneration and the explanatory notes included with the annual financial information for 2021 and the half-yearly notes relating to the first six months of the 2022 financial year.

- Review of the model for attracting and retaining personnel

The Committee was informed by the Heads of HR for T&D and IT regarding the evolution of the models for each of the respective businesses, initiatives and action plans implemented since the beginning of the 2021 financial year, the transformation of the workforce and the objectives pursued.

5 CNMV Technical Guideline 1/2019 on Appointments and Remuneration Committees

The Committee basically adheres to the relevant provisions of the Technical Guideline 1/2019 on Appointments and Remuneration Committees at public interest companies, as approved by the CNMV, and this was taken into account when preparing this report, with a positive evaluation of the degree to which the recommendations contained in the Guideline have been complied with.

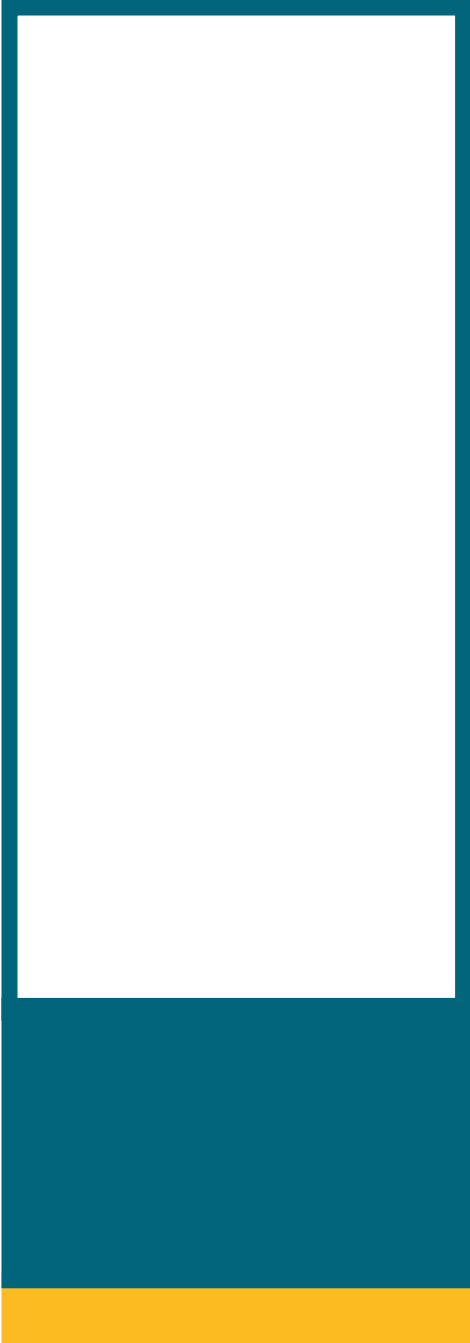
6 Conclusions

The Committee has confirmed that all the matters set out in its Action Plan for the 2022 financial year have been dealt with in the proper depth.

It believes that its performance has complied with all the applicable regulations and the recommendations in force.

In the 2023 financial year, the Committee plans to continue reviewing and monitoring the situation relating to all the matters that fall within its competence, pursuant to its Meetings Schedule and Annual Working Plan.

This report was approved by Indra's ARCGC at its meeting held on 25 January 2023, and it has been submitted to the Board of Directors so that it may be borne in mind during the process for the appraisal of the Board and its Committees for 2022.



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