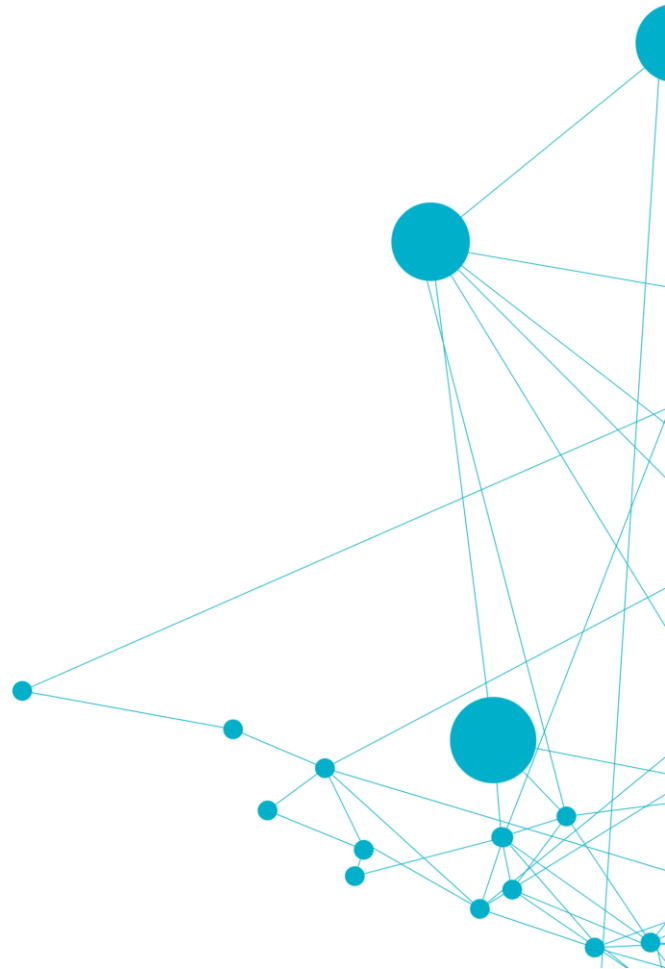




indra

COMMUNICATION POLICY FOR SHAREHOLDERS, INSTITUTIONAL INVESTORS, AND PROXY ADVISORS

December 2015



Communication Policy for Shareholders, Institutional Investors, and Proxy Advisors

Article 37 of the Regulations of the Board of Directors and its Committees (“Board Rules”) provides that *“The Board will encourage and enable a policy of regular contact and communication between the Company and its Shareholders, institutional investors, financial analysts, proxy advisors and the market in general, and will scrupulously respect rules regarding market abuse and the principle of equal treatment of Shareholders occupying similar positions. It will also manage suitable channels so that said persons may be aware of any proposals the Board may draw up regarding Company management, guaranteeing the free flow and integrity of said communications (...)”*

In recent years the Board of Directors (“Board”) has taken a particular interest in these issues by actively pursuing a transparent policy of communication and liaison with shareholders, institutional investors, and proxy advisors.

To this end the Board, through its administrative bodies and relevant departments, has endeavored to encourage, protect and facilitate the exercise of their rights by shareholders, institutional investors and the markets in general within the context of the best interests of the Company and consistent with principles of transparency, equal treatment and non discrimination which animate the Corporate Governance of the Company.

This policy also provides a way to strengthen relations between the Company and its shareholders, creating stronger ties and increased confidence, while at all times complying with rules on insider trading and equal treatment to all shareholders and investors. Pursuant to Recommendation 4 of the new Code of Good Governance for Listed Companies, the Board has adopted this policy and agreed to publish it on its website in order to communicate the initiatives put into place and identify those charged with carrying them out.

A) CORPORATE GOVERNANCE ROADSHOWS WITH SHAREHOLDERS, INSTITUTIONAL INVESTORS AND PROXY ADVISORS

The Company organizes periodic meetings (“Roadshows”) with the goal of communicating the Indra Corporate Governance System and to become aware of concerns and suggestions from shareholders, investors and proxy advisors related to said System. At least two Directors shall attend each of the Roadshows.

The Board is ultimately responsible for ensuring this interaction whereby the Communication Policy is articulated through the Board Secretary and those responsible for Corporate Governance.

Consistent with the provisions of Article 11 of the Board Rules, the Coordinating Director is empowered to maintain communications with investors and shareholders in order to understand their points of view with the goal of forming an opinion regarding their concerns as they relate particularly to Corporate Governance of the Company.

The Board may also delegate to others (committee chairs, external auditors, general managers, etc.) the authority to dialogue with specific shareholders regarding questions of Corporate Governance of the Company at any time that circumstances or the subject matter to be discussed so dictate.

Concerns are to be communicated to the Board by said delegees at all times. The Board is to take said concerns into consideration and consider the necessity of adopting a response.

Information received at Roadshows is to be treated at all times using principles of equal treatment for all shareholders as well as rules governing insider trading and material information as set forth under law and the Corporate Governance rules of the Company.

B) ROADSHOWS REGARDING COMPANY PERFORMANCE, FINANCIAL RESULTS, AND MATTERS OF STRATEGIC OR ECONOMIC RELEVANCE:

The Company organizes Roadshows for analysts and qualified investors regarding performance of the Company and of the Group and regarding other matters of interest related to the business, with the goal of making sufficient information on these matters available to them. All of this is done without prejudice to strict respect on the part of the Company to the principle of equal treatment for similarly situated shareholders who are not under any disability arising from competitive concerns or conflict of interest, as well as in compliance with rules governing insider trading and material information as provided for by law and in the Corporate Governance rules of the Company.

These Roadshows are organized by the Investor Relations Department and their results are reported periodically to the Board. At least two Directors shall attend each of the Roadshows.

C) COMMUNICATION OF RESULTS

The Company hosts a teleconference managed by Company executives and directed towards investors and analysts in order to explain periodic results of the Company and to address questions that may be put to them.

These teleconferences are announced with adequate advance notice and presentations made during them are communicated as relevant events to the *Comisión Nacional de Mercados de Valores* (“Spanish Securities Exchange Commission,” or “CNMV”) prior to taking place. The teleconference is broadcast live on the Company website by means of a webcast and may be accessed by means of “On Replay” for two weeks.

D) OTHER COMMUNICATION CHANNELS:

- Shareholder Office: one of the channels of communications with shareholders and investors attended at all times and open for inquiries and suggestions submitted to it. Shareholders may access said office personally, located at the corporate headquarters, Avenida de Bruselas 35, 28108 Alcobendas, Madrid, or by e-mail (accionistas@indracompany.com), telephone (+34) 914 809 800, or the company website (www.indracompany.com) filling out a simple questionnaire.

The Shareholder Office promptly responds to inquiries and suggestions it receives, always in accordance with the best interests of the company, applicable law, and the rules of the Corporate Governance System of the Company.

- Company website and the CNMV website: All information filed with the CNMV is made simultaneously available on the Company website.

Additionally, the Company website contains a section specifically directed to shareholders and investors in which detailed information may be obtained regarding the following matters: (i) economic and financial information; (ii) presentations to investors; (iii) an investor diary; (iv) strategy and sustainability; (v) stock market information; (vi) Corporate Governance; and (vii) relevant events.

The Board is responsible for ensuring that the design and contents of the Company website conform with legal requirements in effect at all times and also for ensuring that all information made available on it is adequate, sufficient, current and accessible. To that end, the Company website is continually updated.

- Shareholder Magazine: The Department of Investor Relations distributes a quarterly magazine to those shareholders who have requested it, which contains updates on the financial and business situation of the Company.

- Social Networks: The Company, in adapting itself to the latest trends in technology, uses social networking in order to communicate with markets and maintains profiles on Twitter, Facebook, LinkedIn, Google Plus y YouTube.

By means of social networks, the Company communicates all sorts of information regarding its progress (press releases, news coverage of the markets in which Indra is involved, Company events, news published by media concerning the Company, Company products, and news regarding trends and the state of the sectors in which the Company operates).

In addition, social networks are used as a means to alert the public of the publication of results and the holding of Annual Shareholders Meetings

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