

Alcobendas, May 21<sup>st</sup>, 2015

**COMISION NACIONAL DEL MERCADO DE VALORES**

C/ Edison, 4  
28006 Madrid

Dear Sirs,

According to article 82 of the LMV (Spanish Stock Market Act), by means of the present letter we inform you of the following relevant fact related to the Company:

The Board of Directors of Indra has unanimously resolved today to call a General Ordinary Shareholders Meeting according to the agenda and proposals of resolutions enclosed herewith.

This notice will be also published in compliance with article 516.2 of the LSC (Spanish Corporations Act) and related rules.

Since the call for the meeting is published and at least until the General Ordinary Shareholders Meeting takes place, all the information included under paragraph "INFORMATION RIGHTS" will be available continuously for examination in the Company's website ([www.indracompany.es](http://www.indracompany.es)).

The foregoing is reported for all pertinent effects.

Yours faithfully,

**Carlos González**  
**Vice-Secretary to the Board of Directors**

## Annual Shareholders Meeting

By resolution of the Board of Directors, Shareholders are called to the Annual Shareholders Meeting of Indra Sistemas, S.A. to be held at the corporate offices located at Alcobendas (Madrid), Avenida de Bruselas 35, this upcoming June 24<sup>th</sup>, 2015 at first call at **12:30 p.m.** or, in the event a quorum is not present the next day, June 25<sup>th</sup>, 2015 at the same time and place on second call in order to consider and decide the following matters:

### AGENDA

**First.** - Review and approval of the Financial Statements and the Management Report of Indra Sistemas, S.A. and its Consolidated Group for the fiscal year ended 31 December, 2014.

**Second.** - Approval of the proposed allocation of earnings for fiscal 2014.

**Third.** - Approval of management by the Board of Directors during the fiscal year ended on 31 December, 2014.

**Fourth.** - Reelection of auditors for the individual and consolidated Financial Statements and Management Report (individual and consolidated) for fiscal 2015.

**Fifth.** - Determination of the number of Directors. Appointment and re-election of Directors

**5.1.** Determination of the number of Directors.

**5.2.** Appointment of Mr. Fernando Abril-Martorell Hernández as Executive Director, upon proposal by the Board of Directors.

**5.3.** Appointment of Mr. Enrique De Leyva Pérez as Independent Director, upon proposal by the Nomination, Compensation and Corporate Governance Committee.

**5.4.** Re-election of Mr. Daniel García-Pita Pemán as Independent Director upon proposal by the Nomination, Compensation and Corporate Governance Committee.

**Sixth.** - Authorization for share buyback.

**Seventh.** - Approval of the amendment of certain articles of the Bylaws with the primary goal of harmonizing them with changes in the *Ley de Sociedades de Capital*, brought about by *Ley 31/2014* of 3 December, in which the *Ley de Sociedades de Capital* was amended in order to improve corporate governance.

**7.1.** Approval of amendments to Articles 9, 10, 11, 12, 14, 16, 17, 19 and 20 of the Bylaws regarding the General Shareholders Meeting.

**7.2.** Approval of amendments to Articles 21, 22, 23, 24, 26, 27, 28 and 29 of the Bylaws regarding the Board of Directors.

**7.3. Approval** of amendments to Articles 30, 31 of the Bylaws and the addition of a new Article 31bis regarding the committees of the Board of Directors.

**Eighth.**- Approval of amendment of certain articles of the General Shareholders Meeting Regulations with the primary goal of harmonizing them with changes in the *Ley de*

*Sociedades de Capital*, brought about by *Ley 31/2014* of 3 December, in order to improve corporate governance: Article 1 (The Relationship of the Company with its Shareholders); Article 2 (Types of Meetings); Article 3 (Procedure and Notice Period); Article 3 bis (new) (Right to Supplement the Call Notice and Present New Resolutions); Article 4 (Agenda); Article 5 (Shareholders' Right to Information); Article 6 (Electronic Shareholder Forum); Article 7 (Accreditation as a Shareholder); Article 8 (Proxy); Article 8 bis (new) (Attendance by Board Members and Senior Management); Article 9 (Meeting Place and Quorum); Article 10 (Chairman and Secretary of the Meeting. Attendance of the Audit and Compliance Committee); Article 12 (Voting on Resolutions); Article 14 (Minutes of the Meeting); Article 15 (new) (Publication of Resolutions); and Article 16 (new) (Extension).

**Ninth.** - Consultative voting on the Annual Compensation Report.

**Tenth.** - Approval of the Compensation Policy.

**Eleventh.** - Authorization for delivery of shares to Executive Directors and Senior Management.

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

**Thirteenth.** - Information regarding changes to the Board Rules.

## **SUPPLEMENT TO THE CALL AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTION**

Shareholders representing at least three percent of the capital stock may request that a supplement to this call of General Shareholders' Meeting be published in order to include one or more items on the Agenda, so long as the new items are properly justified or the new proposed resolution is justified as well. This right shall be exercised by sending a certified notification indicating the identity of the Shareholders exercising said right and the number of shares that they own, and must be received at the Company's registered office within the five days following the date when the call of the General Shareholders' Meeting was published.

The supplement to the call, if any, will be published no less than fifteen days prior to 24 June 2015, the date set for the Shareholders Meeting at first call.

During the same period of time described above, Shareholders representing at least three percent of company equity may also present proposals based on matters already included or which ought to be included in the Agenda of the already called General Shareholders' Meeting. The Company will assure distribution of these proposed resolutions and their accompanying documentation.

## **RIGHT TO INFORMATION**

Until the fifth day before the scheduled Meeting, shareholders may request information which they deem appropriate or clarification from the Board of Directors or they may submit written questions which they deem relevant regarding items appearing in the Agenda. Additionally, they may request information or clarification or submit written questions regarding any public information which the Company has submitted to the CNMV since 26 June, 2014, the date of the last Annual Shareholders Meeting. For these matters, Shareholders may apply to the Shareholder Office by telephone at 91-

4809800; or by email at [accionistas@indracompany.com](mailto:accionistas@indracompany.com)) or use forms placed on the Company website for that purpose ([www.indracompany.com](http://www.indracompany.com)). In order to do this, Shareholders should present reliable identification (DNI, passport, or NIE), as well as provide information regarding the shares they own.

From publication of the call and until the holding of the Meeting, every Shareholder who wishes to do so may review the following information at the corporate offices or the Company website ([www.indracompany.com](http://www.indracompany.com)) and request that it be delivered immediately and free of charge:

- (i) Call notice
- (ii) The total number of Company shares and voting rights on the date the Meeting is called.
- (iii) Documents referred to in article 272 of the LSC (Annual Financial Statements and Management reports of Indra Sistemas, S.A. and its Consolidated Group for fiscal 2014, as well as the report from the external auditor, which will be submitted to the Annual Shareholders Meeting for approval as item one of the agenda.
- (iv) Also regarding item one of the agenda, the Annual Report on Corporate Governance, which forms an integral part of the Management Report.
- (v) Concerning item three of the agenda, the Annual Sustainability Report for 2014.
- (vi) As for item four of the Agenda, the report regarding the independence of the auditor drafted by the Audit and Compliance Committee.
- (vii) The entire text of the proposals and resolutions regarding items of the agenda as well as reports from the Board of Directors or supporting information regarding their contents.
- (viii) The names, professional profiles and class of each of the Director whose nomination or re-election is proposed in the item fifth item of the agenda, as well as the reports of the Appointment, Compensation and Corporate Governance Committee and the Board, which are referred to in article 529 decies of the LSC, as regards the appointment and reelection of Directors.
- (ix) The 2014 Annual Report on Remuneration drafted by the Board of Directors and referred to in item ninth of the Agenda.
- (x) As regards the tenth item of the Agenda regarding approval of the Compensation Policy there is a proposal brought by the Board of Directors and a specific Report from the Appointment, Compensation and Corporate Governance Committee.
- (xi) Item thirteen is the current version of the Board Rules as amended during the fiscal year.
- (xii) Procedures established by the Company in order grant proxy and to make distance voting possible and the forms made available to shareholders to do so. Without prejudice to the foregoing, such information will be made available here regarding such procedures.
- (xiii) The Annual Reports of the Audit and Compliance Committee and of the Appointment, Compensation and Corporate Governance Committee for fiscal 2014.

## **SPECIAL INFORMATION TOOLS**

In accordance with article 539 of the LSC, the Company has a corporate website [www.indracompany.com](http://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 publication of this call and up until the moment that the Meeting begins, the Company website ([www.indracompany.com](http://www.indracompany.com)) 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 Company website ([www.indracompany.com](http://www.indracompany.com)) 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 items five, seven and eight 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 does not provide for individualized voting for each of the proposals, Shareholders may nonetheless vote separately and individually for each proposal on the attendance card provided by the custodian or on the form made available to Shareholders by the Company from the moment of call on the corporate website ([www.indracompany.com](http://www.indracompany.com)). Otherwise, votes will be construed to apply to all of the proposed resolutions contained in each of the above-mentioned items 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 DNI, NIE, or passport.

## **PROXY PROCEDURE AND PROCEDURE FOR LONG DISTANCE VOTING**

The Board of Directors, under the power granted by Article 14 of the Bylaws and Articles 7 and 12 of the Board rules, has authorized the following procedures and requirements for the exercise of proxy rights and long distance voting at this Annual Shareholders Meeting:

### **1. Representation by long distance communication means**

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 different from the ones drafted by the Board or to any matters not included in the Agenda which may be submitted to the Meeting, if permitted by law.

For all proxies given to the Board of Directors or to a member of the Board where the attendance 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 each of the proposals drafted by the Board of Directors included in the Agenda.

In accordance with articles 523 and 526 of the LSC, if the proxy holder be any member of the Board of Directors, it is understood that a potential conflict of interest may arise regarding items 5.2, 5.3, 5.4, 9, 10 and 11 of the agenda, regarding alternative proposals to those drafted by the Board or new items independent of the Agenda, which may be submitted to vote of the Shareholders. If this is the case it is understood that the proxy is delivered to the Secretary of the Meeting unless expressly indicated otherwise in the proxy itself.

### **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](http://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.

The Shareholder conferring his or her representation should communicate proxy and voting instructions, if any, to the designated representative. 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](http://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](http://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](http://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 *Fábrica Nacional de la Moneda y Timbre* (FNMT).

## **2. 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](http://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 24 June, 2015, 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**

Personal data that Shareholders or their representatives send to the Company in order to exercise their 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, Shareholders and their representatives are put on notice that their data is collected in a file belonging to the Company. By written communication directed to the Company (Oficina del Accionista, Av. de Bruselas 35, Alcobendas 28108, Madrid), Shareholders may exercise their right to access, correction, cancellation and opposition by communicating in writing with the Company (Oficina del Accionista, Av. de Bruselas 35, Alcobendas 28108, Madrid).



## **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 25 June, 2015 at 12:30 p.m.**

Shareholders entitled to attend the Meeting are informed that the usual token evidencing the right to attend may be picked up at the Indra offices located at calle Julián Camarillo 16-20 on the following dates and times: on 18, 19, 20, 22 and 23 June between 10:00 a.m. and 2:00 p.m and between 4:00 p.m. and 8:00 p.m.

**José Antonio Escalona de Molina**  
**Secretary of the Board of Directors**