

Alcobendas, May 22nd, 2014

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 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.indra.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 25th, 2014 at first call at **12:30 p.m.** or, in the event a quorum is not present the next day, June 26th, 2014 at the same time and place on second call in order to consider and decide the following matters:

AGENDA

First.- Approval of the Individual and Consolidated Financial Statements and the Management Report for the 2013 fiscal year as well as proposed allocation of earnings.

Segundo.- Approval of Management by the Board of Directors during the fiscal year ended on December 31st, 2013.

Third.- Appointment of auditors for the individual and consolidated Financial Statements and Management Report for fiscal 2013.

Fourth.- Appointment and re-election of Directors

- 4.1. Appointment of Mr. Juan Carlos Aparicio Pérez as proprietary director.
- 4.2. Appointment of Mr. Adolfo Menéndez Menéndez as proprietary director.
- 4.3. Re-election of Mrs. Isabel Aguilera Navarro as independent director.
- 4.4. Re-election of Mrs. Rosa Sagrañes Arimany as independent director.
- 4.5. Re-election of Mr. Ignacio Santillana del Barrio as independent director.
- 4.6. Re-election of Mr. Javier Monzón de Cáceres as executive director.
- 4.7. Re-election of Mr. Javier de Andrés González as executive director.

Fifth.- 2013 Annual Report on Remuneration

Sixth.- Delivery of shares pursuant to article 27.2 of Company's Bylaws.

Seventh.- Information submitted to the Meeting regarding the issuance of convertible bonds.

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

SUPPLEMENT TO THE CALL AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTION

Shareholders representing at least five percent of the capital stock may request that a supplement to the call of General Shareholders' Meeting be published in order to include one or more items on the Agenda. This right shall be exercised by sending a certified notification that 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 25 June 2014, the date set for the Shareholders Meeting at first call.

During the same period of time described above, Shareholders representing at least five 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.

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. In order to verify ownership and consistent with the Bylaws, Shareholders should request that any depositories of share registry produce a certificate of ownership or an attendance ticket for the Meeting. Each share shall be entitled to one vote at the Meeting.

According to Company's practice in this field and to article 21.5 of Board's Regulations, the various proposed resolutions contained in item fourth will be subject to separate and individual voting for votes physically cast at the Meeting as well as voting by electronic means put into place by the Company. For the exercise of proxy or voting rights by long distance, if the attendance card provided by the share registry custodian does not provide for individualized voting, the shareholder may nonetheless vote separately and individually for each proposal on the attendance card provided by the custodian or use the card made available by the Company for such purposes through the corporate website (www.indra.es). 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.

RIGHT TO INFORMATION

Until the seventh 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 the auditor's report or regarding any public information which the Company has submitted to the CNMV since June 27th, 2013, 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) or use forms placed on the Company website for that purpose (www.indra.es).

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.indra.es) and request that it be delivered immediately and free of charge:

- (i) Call notice
- (ii) The total number of Company shares and voting rights.
- (iii) Documents referred to in article 272 of Companies Act 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 two of the agenda, the Annual Sustainability Report for 2013.
- (vi) The entire text of the proposals and resolutions or reports included in each item of the agenda and supporting information regarding their contents, which the Board of Directors of the Company has compiled with the goal of encouraging informed participation by Shareholders at the Annual Meeting.
- (vii) The professional profiles of each of the Director whose nomination or re-election is proposed in the item fourth of the agenda.
- (viii) The 2013 Annual Report on Remuneration drafted by the Board of Directors and referred to in item fifth of the agenda.
- (ix) In connection with item seventh of the agenda both reports issued by the Board of Directors and by PricewaterhouseCoopers Auditores, respectively, drafted according articles 141,417 and 511 of Companies Act in relation to the issuance of convertible bonds passed by the Board of Directors on July 25th 2013 are available for shareholders
- (x) Procedures established by the Company in order to make distance voting possible and the forms made available to shareholders to do so.
- (xi) The Annual Report of the Audit and Compliance Committee for fiscal 2013.

SPECIAL INFORMATION TOOLS

In accordance with article 539 of Companies Act, the Company has a corporate website www.indra.es, 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.indra.es) 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.indra.es) in the section dedicated to the Annual Shareholders Meeting.

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 delegation or representation made generally to the Board of Directors and not any director in particular will be conferred upon the Secretary of the Board or, in his absence, whomever acts as Secretary of the Meeting.

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.

Unless otherwise indicated by the represented Shareholder, the proxy applies to resolutions different from the ones drafted by the Board or to any matters permitted by law not included in the Agenda which may be submitted to the Meeting. In the event that a proxy delegated to the Board or an individual Director be applied in the matter described in the immediately preceding paragraph, and should such proxy contain no express instructions to vote in favour, then such votes shall be cast in opposition to any such proposal.

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.indra.es) in section dedicated to "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.indra.es). The procedure that a shareholder must follow for exercising his right to vote is explained there in detail. 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.indra.es) in section dedicated to "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.indra.es). 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).

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, an 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.indra.es) 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. Legal entities.

In the case of legal entities 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. Voting period

In order for proxies and distance votes to be valid they must be received by the Company before 9:00 a.m. on June 25th, 2014, 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 voting 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 ID 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 been neither revoked, suspended or expired or otherwise invalid at the moment the electronic signature is generated.

3.6. Availability of service

The Company reserves the right to modify, suspend, cancel or restrict voting mechanisms and electronic proxies when technical or security reasons so require.

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 managing the development, compliance and control of shareholder relationships and shareholder representative relationships, where applicable. Additionally, Shareholders and their representatives are put on notice that their data is collected in an automatic 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, rectification, cancellation and opposition in accordance with that contained in the *Ley Orgánica de Protección de Datos de Carácter Personal 15/1999*.

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 June 26th 2013 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 in Madrid on the following dates and times: on June 20th, 21st, 23rd and 24th between 10:00 a.m. and 2:00 p.m. and between 4:00 p.m. and 8:00 p.m.

Mr. Pedro Ramón y Cajal Agüeras
Secretary of the Board of Directors