



Supporting report of the Board of Directors regarding amendment on the Bylaws

May 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 Purpose of the report

Pursuant to the provisions of Article 286 of the Spanish Companies Act ("**LSC**"), the Board of Directors of Indra Sistemas, S.A. ("**Indra**" or the "**Company**"), prior a favorable report of the Appointments, Remuneration and Corporate Governance Committee, submits this Report on the justification of the proposal to amend Article 21 of the Bylaws to increase to sixteen members the maximum number of directors that may be members of the Board of Directors.

2 Justification of the proposed amendment

Amendment to Article 21 to increase to sixteen (16) the maximum number of the Board of Directors

As explained in more detail in the document "Proposals/Report of the Appointments, Remuneration and Corporate Governance Committee ("**ARCGC**") on the ratification, re-election and appointment of directors" prepared by the ARCGC, and for the reasons set forth therein, at its meeting held on May 25, 2023, the ARCGC has agreed to: (i) report the appointment of the proprietary director requested by Amber Capital UK, LLP and Amber Capital Italia, SGA, SpA; and (ii) to propose the appointment of two independent female directors.

If the aforementioned proposals are approved, the Board would be composed of sixteen members, half of whom will continue to be independent, and would therefore continue to comply with Recommendation 17 of the Good Governance Code of Listed Companies ("**GCCLC**") and, additionally, the percentage of female directors would be significantly increased (37.5% of the total number of board members and 75% of the total number of independent directors), without prejudice to the fact that, in order to achieve the above, the maximum number of female directors would be exceeded by one indicated in Recommendation 13 of the GCCLC.

As a consequence of the foregoing, it is necessary that, prior to these appointments, an amendment of Article 21 of the Company's Bylaws be approved in order to increase the maximum number of directors that may be members of the Board of Directors (currently set at fifteen) to sixteen members.

On the basis of the foregoing, the Board of Directors, prior a report from the ARCGC, has agreed to submit a proposal to amend Article 21 of the Company's Bylaws, as follows.

3 Full text of the current wording and proposed amendment

In order to facilitate the shareholders' analysis of the amendment introduced, the current wording and the proposed amendment with the changes set forth in the aforementioned article are include.

Current wording	Proposed amendment
<p>Article 21.- Company management is entrusted to the Board of Directors (individually, "Director"), which shall act as a consultative body.</p> <p>The Board of Directors shall be composed of a minimum of eight members and a maximum of fifteen, setting of the exact number to be decided at a Shareholders Meeting. Company Bylaws of Indra Sistemas, S.A.</p> <p>Without prejudice to applicable law and these Bylaws, the Board of Directors shall approve Rules which govern its organization and procedures, reporting on same and their amendments to the Annual Meeting.</p>	<p>Article 21.- Company management is entrusted to the Board of Directors (individually, "Director"), which shall act as a consultative body.</p> <p>The Board of Directors shall be composed of a minimum of eight members and a maximum of fifteen<u>sixteen</u>, setting of the exact number to be decided at a Shareholders Meeting. Company Bylaws of Indra Sistemas, S.A.</p> <p>Without prejudice to applicable law and these Bylaws, the Board of Directors shall approve Rules which govern its organization and procedures, reporting on same and their amendments to the Annual Meeting.</p>

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