



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

September 2022

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**") submits this Report on the justification of the proposal to amend Article 24 of the Bylaws to remove the tiebreaking vote (quality vote) of the Chairman of the Board of Directors.

2 Justification of the proposed amendment

Amendment to Article 24 to remove the tiebreaking vote (quality vote) of the Chairman of the Board of Directors

In accordance with what was communicated on July 6, 2022 to the National Securities Market Commission by means of "Other Relevant Information", upon the proposal from the Appointments, Remuneration and Corporate Governance Committee, the Board of Directors has resolved to submit to the Extraordinary General Shareholders' Meeting an amendment to Article 24 of the Bylaws to remove the provision on the tiebreaking vote (quality vote) of the Chairman of the Board, which will also be removed from Article 14.3 of the Board of Directors' Regulations.

Although this is a provision that, in practice, has not been used in the Company, its removal would bring internal corporate rules more in line with good corporate governance recommendations and would give each and every member of the Board the same voting power increasing incentives to adopt agreements with the broadest possible consensus.

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.

In order to make it easier for shareholders to analyze the amendment, the current wording and the proposed amendment with the changes set out in the aforementioned article are included.

Current wording

Proposed amendment

Article 24.- The director must attend Board meetings in person. If they are unable to do so, they may delegate a representation in writing in favour of any other Director attending the meeting in person. In the case of non-executive directors, the proxy must necessarily be granted to another non-executive director.

With the exception of those cases wherein specific attendance requirements have been laid down in relation to quorums, the Board of Directors shall be deemed quorate when the majority of Directors attend, whether in person or by proxy. Resolutions shall be adopted by an absolute majority of votes of those Directors in attendance; in the case of a tie, the Chairman of the Board of Directors shall cast the deciding vote. However, when such resolutions refer to the appointment of chief executives or permanent delegation of authority of the Board as well as approval of contracts with Directors with executive responsibilities, these resolutions shall require the favorable vote of a supermajority as provided for by applicable law.

The Board of Directors may adopt resolutions in writing and without a session, when none of the directors oppose it. The Board may also meet by telephone conference call, videoconference or any other similar system, in which case the meeting shall be deemed to be held at the registered office. The procedures for adopting resolutions in writing without a meeting, or for meeting by teleconference, videoconference, or any other analogous means, shall be determined in the Board Rules.

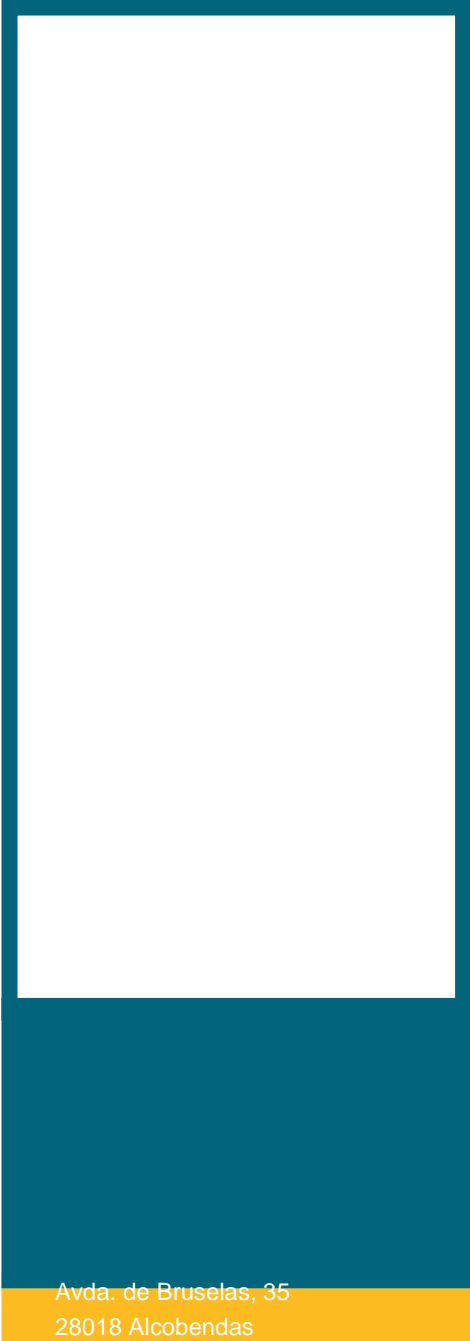
In all cases a Director will recuse himself from participating in any deliberations or voting on resolutions which, directly or indirectly or by means of a related third party there is a conflict of interest, save in those resolutions which relate to his or her function as an administrator, such as designation or revocation of positions in administrative bodies or substantially analogous situations. Abstention shall also not be necessary in other cases where the law so provides.

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