

## GENERAL SHAREHOLDERS MEETING

### PROCEDURE FOR VOTING AND APPOINTING PROXIES AT A GENERAL SHAREHOLDER'S MEETING BY REMOTE MEANS OF COMMUNICATION

The Board of Directors, under the authority conferred to it by Article 14 of the Bylaws and Articles 7 and 12 of the General Shareholders' Meeting Rules, has authorized the following procedure and requirements for the exercise of proxy rights and long distance voting at the Annual Shareholders' Meeting:

#### **1. Appointment of proxies using remote means communication**

Shareholders not attending the Meeting may appoint a proxy, who does not need to be shareholder of the Company, by any means indicated below.

The proxy 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 it will be understood conferred in favour of the Secretary of the Meeting.

Unless otherwise indicated by the Shareholder, the proxy extends to resolutions other than those drafted by the Board and that pursuant the applicable legislation can be included in the Agenda and submitted to the Meeting.

In accordance with Articles 523 and 526 of the LSC a Director to whom a shareholder has granted proxy may find himself in a situation of conflict of interest regarding Items 6 and 7 of the Agenda, as well as with regard to other proposals for resolutions that pursuant the applicable legislation can submitted to the Meeting unless are not included in the Agenda.

For all proxies given to the Secretary of the Meeting or to Directors where the proxy card does not contain express instructions to vote against or to abstain, it will be understood that the Shareholder has given specific instructions to vote in favour of all of the proposals drafted by the Board of Directors included in the Agenda.

In the event that the proxy given to the Secretary of the Meeting or to a Board member without express instructions, extends to resolutions other than those drafted by the Board and that pursuant the applicable legislation can be included in the Agenda and submitted to the Meeting as indicated above, it will be understood that the Shareholder has given specific instruction to vote against those proposals.

#### **1.1. Delivery or Correspondence by mail**

The proxy will be granted by filling in the section included for that purpose on the attendance card provided by the financial intermediaries or by Company through its website ([www.indracompany.com](http://www.indracompany.com)) in the section dedicated to the General Shareholders' Meeting. The Shareholder may download the proxy card from the Company website and printing it; request it in the corporate offices; or ask for its submission free of charge.

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, to whom his or her appointment should be communicated and, if so, the voting instructions. If the proxy is granted in favour of a member of the Board of Directors, notification shall be deemed made upon receipt by the Company of the proxy documents.

## **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 ID card or a recognized irrevocable electronic certificate issued by the *Fábrica Nacional de la Moneda y Timbre* ("Spanish National Currency and Stamp Manufacturer" or "FNMT").

## **2. Voting by means of remote communication**

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 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 electronic DNI in force or using a recognized irrevocable electronic certificate issued by the 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, 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 will be considered the only valid for quorum and voting purposes.

### **3.2. Legal Persons**

In case of shareholders with the condition of legal entities, the Company reserves the right to require the natural person acting in its name the evidence of the sufficiency and validity of the power of attorney.

### **3.3. Time Limit for Receipt by the Company**

For proxy appointments and votes cast by any of the aforesaid means to be valid, they must be received by the Company before **9:00 a.m. on 23 June 2019**, 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.