

Proposals for resolutions and information supporting their content

May 2025

This document is a translation of an original text in Spanish. In case of any discrepancy between both texts, the Spanish version will prevail.

INFORMATION MADE AVAILABLE TO SHAREHOLDERS FOR THE PURPOSES OF THE 2025 ORDINARY GENERAL SHAREHOLDERS' MEETING OF INDRA

This document contains the information prepared by the Board of Directors of Indra Sistemas, S.A. (hereinafter, "Indra" or the "Company") to provide shareholders with wide-ranging and detailed knowledge, the content and justification of the different the items forming the agenda for the coming Ordinary General Shareholders' Meeting (hereinafter, the "Meeting" or the "General Shareholders' Meeting"), as well as the proposed resolutions that the Board of Directors has agreed to submit to the General Shareholders' Meeting in respect of each of them.

As in prior financial years, in line with its policy of applying best practices in matters of corporate governance and transparency of information, and pursuant to the contents of the Consolidated Text of the Spanish Companies Act (hereinafter, "Ley de Sociedades de Capital", or "LSC"), from the moment that the General Shareholders' Meeting was convened, the Board of Directors made said information available to the Company's shareholders, in order to facilitate its proper understanding and allow shareholders to cast their votes based on the fullest knowledge of the matter in question.

Under item one on the agenda it is proposed the approval of the Annual Accounts and Management Report for the Company and its consolidated Group for the 2024 financial year.

Under item two on the agenda it is proposed the approval of 2024 financial year Consolidated Non-Financial Information Statement and Sustainability Information of the Company and its subsidiaries which, though forming an integral part of the consolidated Management Report, must be submitted for approval by the Meeting under a separate item on the agenda, in accordance with the regulations in force.

Under item three on the agenda it is brought to the Meeting the proposal distribution for the distribution of the profits obtained in the financial year ended on 31 December 2024 and the subsequent payment of a dividend charged to those profits.

Under item four it is proposed the approval of the Board of Directors' management performance during the financial year ended on 31 December 2024.

With regard to the preceding items, it is informed that on 26 February 2025 the following documents were published on the corporate website (www.indracompany.com) as well as being submitted to the National Securities Markets Commission ["CNMV"]: the audited Annual Accounts and Management Report, both individual and consolidated; the Annual Corporate Governance Report ["ACGR"], the Annual Report on Director Remuneration ["ARR"] and the Sustainability Report, all for the 2024 financial year. For ease of reference, these documents have also been available for consultation in the area reserved for the General Shareholders' Meeting on the Company's website since the said meeting is convened (<https://www.indracompany.com/es/accionistas/junta-general-accionistas/2025>).

As a supplement to the distribution of the ACGR, and pursuant to the contents of **Recommendation 3 of the Code of Good Governance for Listed Companies (“CGGLC”)**, during the course of the Meeting the Chairman of the Board of Directors will report on the **changes that have been made to the Company’s corporate governance since the last ordinary General Shareholders’ Meeting**, along with the specific reasons why the Company has partially followed or not followed some of the recommendations contained in the CGGLC.

Under item five on the agenda it is proposed the re-election of Deloitte Auditores, S.L. as the accounts auditor for the Company and its Consolidated Group, as well as its appointment as sustainability data verifying agent for the 2025 financial year.

Under item six on the agenda it is proposed the appointment of PricewaterhouseCoopers Auditores, S.L. as the accounts auditor for the Company and its Consolidated Group, as well as its appointment as sustainability data verifying agent for the 2026, 2027 and 2028 financial years.

Under item seven on the agenda it is proposed: i) the ratification and re-election of Ángel Escribano Ruiz as executive director for a statutory three-year period; ii) the appointment of Eva María Fernández Góngora as independent director for a statutory three-year period; iii) the appointment of Josep Oriol Piña Salomó as independent director for a statutory three-year period; iv) the re-election of Jokin Aperribay Bedialauneta as proprietary director acting on behalf of Sapa Placencia Holding, S.L for a statutory three-year period; v) the re-election of Antonio Cuevas Delgado as proprietary director acting on behalf of Sociedad Estatal de Participaciones Industriales for a statutory three-year period; and vi) the re-election of Miguel Sebastián Gascón as proprietary director acting on behalf of Sociedad Estatal de Participaciones Industriales for a statutory three-year period.

The professional profiles of the directors mentioned above are published on the **Company’s corporate website, along with the relevant reports and/or proposals by the Appointments and Corporate Governance Committee (“A&CGC”) and the Board of Directors**, as required under Article 529 decies of the LSC, which contain information supporting the **assessment of the proposed candidates’ skills, experience and merits**.

Under item eight on the agenda it is submitted for approval the authorisation to reduce the advance notice period for the convening of extraordinary General Meetings, with a minimum notice period of twenty-one days, pursuant to the authorisation provided by Article 515 of the Spanish Capital Companies Act.

Under item nine on the agenda it is submitted for approval the amendments of the Directors Remunerations Policy for the 2024 to 2026 period, with a view to offering **greater clarity and transparency in certain areas and improving the Policy’s alignment** with the regulations in force, as well as to remove the provisions relating to the remuneration received by Executive Director and Managing Director of IT, Mr Abril, due to the termination, by mutual agreement and with effect from 25 June 2025, of the contract

under which he provided executive services to the Company. Both the reasoned proposal by the Remuneration Committee (“RC”) as well as the report prepared by the Board of Directors in this regard are available for consultation by shareholders.

Under item ten on the agenda it is proposed the amendment of Article 2 of the Bylaws, with the aim of including more detail regarding the business activities that Indra currently engages in and complementing with the activities that Indra will directly or indirectly engage in at some time in the future following the implementation of its Strategic Plan.

Under item eleven on the agenda it is included the authorisation to the Board of Directors to acquire treasury stock in the Company, either directly or through subsidiaries, a decision that must be submitted periodically to the General Shareholders' Meeting.

Under item twelve on the agenda, pursuant to the contents of Article 541 of the LSC, the ARR for the 2024 financial year is submitted to the **General Shareholders' Meeting** for consultative purposes, which, as indicated, was submitted to the CNMV on 26 February 2025 together with the ACGR.

Under item thirteen on the agenda it is granted faculties to **the Board's Chairman, Deputy Chairwoman, Secretary and Deputy Secretary** to formalise, register and execute the resolutions adopted by the General Shareholders' Meeting.

Under item fourteen on the agenda it is informed to the General Shareholders' Meeting on the amendments approved by the Board of Directors and introduced into the Regulations of the Board of Directors since the last ordinary General Shareholders' Meeting.

In accordance with the best recommendations in matters of corporate governance, the **following documents are available for consultation by shareholders on the Company's website**, in addition to the information already mentioned above: i) reports on the operations of the Auditing and Compliance Committee and the Sustainability Committee in 2024 and of the Appointments, Remuneration and Corporate Governance Committee (“ARCGC”) **up until October 2024, the A&CGC since November 2024 and the RC since November 2024**; ii) the report on related-party transactions prepared by the Auditing and Compliance Committee; and iii) the report on the independence of the external auditor, also prepared by the aforementioned Committee.

All of the foregoing information and the other documents mentioned in the notice convening the Meeting, along with the notice itself, will be permanently available on the **Company's website (www.indracompany.com)** from the moment that the notice convening the Meeting is published.

The Board of Directors

20 May 2025

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Notice convening the General Shareholders' Meeting

Ordinary General Shareholders' Meeting

By resolution of the Board of Directors, the shareholders are hereby convened to hold the Ordinary General Shareholders' Meeting of Indra Sistemas, S.A., at the registered office located in Alcobendas (Madrid), Avenida de Bruselas 35, on 25 June 2025, at 12:30 p.m. (CEST), at first call or, if there is no quorum, on the following day, 26 June 2025, at the same time and place, at second call, to deliberate and resolve on the matters included in the following

AGENDA

One. Approval of the Annual Accounts and Management Report for Indra Sistemas, S.A. and its Consolidated Group for the financial year ended on 31 December 2024.

Two. Approval of the Consolidated Non-Financial Information Statement and Sustainability Information for Indra Sistemas, S.A. and its subsidiaries, for the financial year ended on 31 December 2024.

Three. Approval of the proposal for the distribution of profits obtained in the 2024 financial year and the subsequent payment of a dividend charged to those profits.

Four. Approval of the Board of Directors' management performance during the financial year ended on 31 December 2024.

Five. Re-election of Deloitte Auditores, S.L. as the accounts auditor for the Company and its Consolidated Group and as sustainability data verifying agent for the 2025 financial year.

Six. Appointment of PricewaterhouseCoopers Auditores, S.L. as the accounts auditor for the Company and its Consolidated Group and as sustainability data verifying agent for the 2026, 2027 and 2028 financial years.

Seven. Ratification, re-election and appointment of directors:

7.1. Ratification and re-election of Ángel Escribano Ruiz as executive director.

7.2. Appointment of Eva María Fernández Góngora as independent director.

7.3. Appointment of Josep Oriol Piña Salomó as independent director.

7.4. Re-election of Jokin Aperribay Bedialauneta as proprietary director, acting on behalf of Sapa Placencia Holding, S.L.

7.5. Re-election of Antonio Cuevas Delgado as proprietary director, acting on behalf of Sociedad Estatal de Participaciones Industriales.

7.6. Re-election of Miguel Sebastián Gascón as proprietary director, acting on behalf of Sociedad Estatal de Participaciones Industriales.

Eight. Authorisation to reduce the advance notice period for the convening of Extraordinary General Meetings of Shareholders, with a minimum notice period of twenty-one days, pursuant to the authorisation provided by Article 515 of the Spanish Capital Companies Act.

Nine. Approval of the amendment to the Director Remuneration Policy for 2024, 2025 and 2026.

Ten. Approval of amendment to article 2 of the Bylaws (corporate purpose).

Eleven. Authorisation for the derivative acquisition of treasury shares in the Company, either directly or through subsidiaries.

Twelve. Consultative vote on the Annual Remuneration Report for 2024.

Thirteen. Authorisation and delegation of powers for the formalisation, entry and execution of the resolutions adopted by the General Meeting.

Fourteen. Information for the General Meeting on the amendments made to the Board Regulations.

SUPPLEMENTS TO THE NOTICE OF MEETING AND SUBMISSION OF NEW PROPOSED RESOLUTIONS

Shareholders representing at least three per cent of the share capital may request that a supplement to this notice be published in order to include one or more items on the agenda, provided that the new items are accompanied by a justification or, as the case may be, a justified proposed resolution. Such request must be made by means of a verifiable call notice indicating the identity of the shareholder exercising the right and the number of shares they hold, which must be received at the registered office within five days of the publication of this call notice of a meeting.

The supplement to the notice of meeting shall be published, where appropriate, at least fifteen days before 25 June 2025, the date set for the General Meeting at first call.

Shareholders who have at least three per cent of the share capital may also submit, within the same period indicated above, reasoned proposed resolutions in relation to items that **are already included or are to be included in the General Meeting's agenda**. The Company will ensure the communication of these proposed resolutions and any documentation that may be attached.

RIGHT TO INFORMATION

Shareholders may request in writing from the Board of Directors up to the fifth day prior to the date scheduled for the General Shareholders' Meeting, or verbally during the Meeting, such information or clarifications as they may deem necessary and ask such questions as they deem appropriate regarding i) the matters included in the Agenda; as well as ii) the information accessible to the public that has been provided by the Company to the National Securities Market Commission (CNMV) since 27 June 2024, the date of the last General Shareholders' Meeting, or regarding the auditor's report.

In the written communication that shareholders send to the Company to exercise their right to information prior to the General Shareholders' Meeting, they must identify themselves by providing an official document accrediting their identity and the details of the shares they hold.

From the publication of the notice convening the General Shareholders' Meeting until the Meeting is held, any shareholder that wishes to may examine the information listed below at the Company's registered office, consult it on the Company's website (www.indracompany.com) or request the information be delivered to them immediately and free of charge:

- (i) The notice convening the General Shareholders' Meeting.
- (ii) The total number of Company shares and voting rights on the date of the notice convening the meeting.
- (iii) The documents referred to in Article 272 of the Spanish Companies Act (Annual Accounts and Management Reports of Indra Sistemas, S.A. and its Consolidated Group for the financial year 2024, as well as the auditor's reports).
- (iv) Consolidated Non-Financial Information Statement and Sustainability Information 2024.
- (v) Annual Corporate Governance Report 2024.
- (vi) The full text of the proposals for resolutions corresponding to the items on the Agenda and supporting information on the content thereof that is legally required or which it has otherwise been deemed appropriate to make available to the shareholders.
- (vii) The identity, curriculum vitae and category to which the directors whose ratification, re-election and appointment is proposed belong, as well as the proposals and reports of the Board and of the Appointments and Corporate Governance Committee referred to in Article 529 *decies* of the Spanish Companies Act.
- (viii) In relation to item nine on the agenda, the reasoned proposal by the Remuneration Committee and the specific report from the Board of Directors, along with the

wording that results from the proposed amendment to the Director Remuneration Policy 2024-2026, which is to be approved by the General Meeting.

- (ix) In relation to item ten, the report prepared by the Board of Directors on the proposed amendment to Article 2 of the Bylaws (corporate purpose), and the text that results from the proposed amendment.
- (x) The Annual Remuneration Report 2024 prepared by the Board of Directors.
- (xi) Regarding item fourteen, the report prepared by the Board of Directors on the amendments made to the Board of Directors' Regulations since the last Ordinary **General Shareholders' Meeting was held, as well as the wording that results from** the introduction of these amendments.
- (xii) The procedures established by the Company for granting proxies and voting by remote means of communication, as well as for remote attendance at the General Meeting and the cards made available to shareholders for this purpose. Notwithstanding the foregoing, detailed information on these procedures is set out in this call notice.
- (xiii) In accordance with that which is established in Recommendation 6 of the Code of Good Governance for Listed Companies, the Performance Reports of the Auditing and Compliance Committee for 2024, of the Appointments, Remuneration and Corporate Governance Committee up until October 2024, of the Remuneration Committee and the Appointments and Corporate Governance Committee since November 2024, the Report on the independence of the external auditor for 2024, as well as the Auditing and Compliance Committee Report on related-party transactions, for 2024.
- (xiv) The Sustainability Committee Performance Report for the 2024 financial year.

With a view to ensuring that the Company can provide this documentation as quickly as possible, it is recommended that shareholders wishing to obtain a copy of all or some of the documents listed above send their request by e-mail to accionistas@indracompany.com, or use the forms provided for this purpose on the Company's corporate website (www.indracompany.com).

SPECIAL REPORTING INSTRUMENTS

In accordance with the provisions of Article 539 of the Spanish Companies Act, the Company has a corporate website, www.indracompany.com to enable shareholders to exercise their right to information and to distribute the information required by current legislation.

From the publication of this notice until the start of the General Meeting, an Electronic Shareholders' Forum will be set up on the aforementioned website of the Company, which both shareholders and voluntary associations of shareholders constituted and registered

in the special Register set up for this purpose at the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) can gain access.

The rules on access to and use of the Electronic Shareholders' Forum can be found on the **Company's corporate website in the section relating to the General Shareholders' Meeting convened.**

ATTENDANCE AND VOTING RIGHTS

Shareholders who have their shares registered in the relevant book-entry register five days before the date of the meeting may attend the General Meeting. Each share shall carry the right to one vote at the General Meeting.

The proposed resolutions included under item seven on the agenda shall each be voted on individually and separately.

In the event that the attendance, proxy or voting cards issued by the deposit entities do not provide an individual breakdown of each of the proposals, shareholders may record their separate and individual vote for each proposal on the card itself or on the card that the Company has made available to its shareholders as of the date of the notice convening the General Meeting on its website (www.indracompany.com). Otherwise, it shall be understood that the way in which the vote is cast refers to the entirety of the proposed resolutions contained in item seven on the agenda.

The attendance, proxy or voting card used must be duly completed and signed and returned to the Company.

PROCEDURE FOR GRANTING PROXIES AND EXERCISING VOTING RIGHTS BY REMOTE MEANS OF COMMUNICATION. REMOTE LINK ATTENDANCE

The Board of Directors, by virtue of the authority conferred by Articles 14 of the Bylaws and 7, 7 *bis*, 8 and 12 of the General Meeting Regulations, has authorised the following procedures and established the following requirements for the exercise of proxy and **voting rights by remote means of communication at this General Shareholders' Meeting:**

1. Proxy through remote means of communication

Shareholders who do not attend the General Meeting may delegate their proxy to another person, who need not be a shareholder, by any of the means indicated below.

The designated proxy attending the General Meeting must prove his or her identity in the same manner as that required of the shareholders in attendance. The proxy may only exercise representation and vote by attending the General Meeting.

Any delegation or representation that does not contain the actual name of the person to whom it is delegated, or that is conferred generically to the Board of Directors, shall be understood to be conferred in favour of the Secretary of the General Meeting.

Unless the shareholder indicates otherwise, the delegation conferred extends to proposals for resolutions other than those formulated by the Board and to matters which, although not appearing on the agenda of the meeting, may be submitted to a vote at the General Meeting, as permitted by law.

For the purposes of the provisions of Articles 523 and 526 of the Spanish Companies Act, it is hereby stated that if the proxy is a director of the Company, he/she may be in a situation of conflict of interest in relation to items four, seven (if his/her ratification, re-election or appointment is submitted to the Meeting under that item), nine and twelve; as well as with regard to proposed resolutions other than those formulated by the Board and matters which, although not appearing on the agenda of the meeting, may be submitted to a vote **at the General Shareholders' Meeting as permitted by law.**

In all cases of delegation in favour of the Secretary of the General Meeting or a member of the Board of Directors in which the proxy card does not include express instructions to vote against or abstain, it shall be understood for all purposes that the person represented has given precise instructions to vote in favour of all the proposals for resolutions formulated by the Board of Directors in each item on the agenda.

In the event that the proxy extends to proposals for resolutions other than those of the Board or to matters not included on the agenda as indicated above, if the proxy is granted to the Secretary of the General Meeting or to a member of the Board of Directors and the proxy card does not include express instructions to vote in favour or abstain in these cases, it shall be understood for all purposes that the proxy has given precise instructions to vote against such proposals.

1.1. Postal delivery or correspondence

The proxy shall be granted by filling in the section included for this purpose on the attendance, proxy or voting card provided by the deposit entity to the shareholder or on the proxy card that the Company makes available to the shareholders on its corporate website (www.indracompany.com) **in the section relating to the General Shareholders' Meeting.** Shareholders can obtain a Company proxy card by downloading and printing it from the website; picking it up at the registered office of the Company; or simply asking the Shareholders' Office to send it to them free of charge.

The duly completed and signed card must be sent by post or delivered by hand to the registered office (Oficina del Accionista, Av. de Bruselas 35, Alcobendas 28108, Madrid).

No more than one representative may attend the General Meeting, who must be notified of his or her appointment and, where applicable, voting instructions. When the proxy is conferred to a member of the Board of Directors or the Secretary of the General Meeting, the proxy shall be deemed to have been granted upon receipt at the registered office of the documents evidencing the proxy.

1.2. Electronic communications via the "Participation Platform"

Proxies may be granted and notified to the Company electronically using the “Participation Platform”, which will be set up for this purpose on the Company's corporate website (www.indracompany.com), in the section relating to the General Shareholders' Meeting. This will become active from the date on which the notice convening the General Shareholders' Meeting is published.

In order to gain access to the system and use its applications, shareholders must have previously registered as Registered Users, providing evidence of both their identity and their status as shareholder by completing the relevant registration form, pursuant to the Terms and Conditions published on the Company's website.

Shareholders will prove their identity by means of a valid digital ID card or an authorised and currently valid digital certificate (as required under Spanish Act 6 of 11 November 2020, which governs certain issues relating to trusted digital services), issued by the Spanish Public Certification Authority (*Autoridad Pública de Certificación Española*, CERES), a division of the Spanish National Mint (*Fábrica Nacional de la Moneda y Timbre*, FNMT), or by other Certification Service Providers.

Once they have proved their identity and status as a Company shareholder in one of the foregoing ways, they will be granted authorised access to the system and entered as a Registered User. Confirmation of this status will be sent by email to the address provided for this purpose during the registration process, and from that moment on the shareholder will be able to grant a proxy.

Access by Registered Users to the system will at all times be conditional upon their maintaining the status of shareholder.

A detailed explanation of the procedure to be followed by the shareholder to exercise this right can be found on the Participation Platform under the option “Proxies and remote voting”.

2. Voting by remote means of communication

Shareholders may exercise their voting rights on the items on the Agenda, without the need to attend the General Shareholders' Meeting and prior to it, using the means indicated below. Shareholders casting their vote in this way shall be deemed to be present for the purposes of the constitution of the General Meeting.

2.1. Postal delivery or correspondence

Voting rights may be exercised by this procedure by filling in the voting section included for this purpose on the attendance, proxy or voting card provided by the deposit entity to the shareholder or by filling in the card that the Company makes available to shareholders on its corporate website (www.indracompany.com) in the section on the General Shareholders' Meeting. Shareholders may obtain a Company voting card by downloading and printing it from the website; by picking it up at the registered office of the Company; or by asking the Shareholders' Office to send it to them free of charge.

As indicated in the "ATTENDANCE AND VOTING RIGHTS" section herein, the proposed resolutions included under item seven on the agenda will each be subject to an individual and separate vote. In the event that the attendance, proxy or voting cards issued by the deposit entities do not provide an individual breakdown of each of the proposals, shareholders may record their separate and individual vote for each proposal on the card itself or on the card that the Company has made available to its shareholders as of the date of the notice convening the General Meeting on its website (www.indracompany.com). Otherwise, it shall be understood that the way in which the vote is cast refers to the entirety of the proposed resolutions contained in item seven on the agenda.

The duly completed and signed card must be sent by post or delivered by hand to the registered office (Oficina del Accionista, Av. de Bruselas 35, Alcobendas 28108, Madrid).

In the event that the voting direction is not indicated on the card, it shall be understood that the shareholder votes in favour of the proposals for resolutions made by the Board of Directors in each item on the Agenda published in the notice convening the meeting.

2.2. Electronic communications via the "Participation Platform"

Votes may be cast electronically via the "Participation Platform", which will be provided for this purpose on the Company's corporate website (www.indracompany.com) in the section on the General Shareholders' Meeting, and which will become active from the date on which the notice convening the General Meeting is published.

In order to gain access to the system and use its applications, shareholders must have previously registered as Registered Users, providing evidence of both their identity and their status as shareholder by completing the relevant registration form, pursuant to the Terms and Conditions published on the Company's website.

Shareholders will prove their identity by means of a valid digital ID card or an authorised and currently valid digital certificate (as required under Spanish Act 6 of 11 November 2020, which governs certain issues relating to trusted digital services), issued by the Spanish Public Certification Authority (*Autoridad Pública de Certificación Española*, CERES), a division of the Spanish National Mint (*Fábrica Nacional de la Moneda y Timbre*, FNMT), or by other Certification Service Providers.

Once they have proved their identity and status as a Company shareholder in one of the foregoing ways, they will be granted authorised access to the system and entered as a Registered User. Confirmation of this status will be sent by email to the address provided for this purpose during the registration process, and from that moment on the shareholder will be able to cast his/her vote.

Access by Registered Users to the system will at all times be conditional upon their maintaining the status of shareholder.

A detailed explanation of the procedure to be followed by the shareholder to exercise this right can be found on the Platform under the option "Proxies and remote voting".

3. Common rules to the exercise of proxy and voting rights by remote means of communication

3.1. Data verification

The Company reserves the right to check the information provided by each shareholder against the information provided by Iberclear, the entity in charge of the accounting registration of the Company's shares. In the event of any conflict between the number of shares notified by the shareholder issuing their proxy vote or vote by electronic communication or by means of the attendance, proxy or voting card (whether this is a card issued by a deposit entity or a card made available by the Company on the corporate website www.indracompany.com) and the number of shares recorded in the registry entries notified by Iberclear, only the number of shares recorded in the Iberclear Register shall be deemed valid for quorum and voting purposes.

3.2. Legal persons

Where shareholders are legal persons, the Company reserves the right to require evidence of the sufficiency and validity of the power of attorney of the private individual acting on behalf of the shareholder. The legal person must also notify any modification or revocation of the powers held by its representative and, therefore, the Company declines any liability until such notification is made.

3.3. Deadline for receipt by the Company

In order to be valid, proxies granted and votes cast by remote means of communication must be received by the Company by 9:00 a.m. (CEST) on 25 June 2025, the date on which the General Meeting is scheduled to be held at first call.

3.4. Revocation and priority

- (i) Proxies and the exercise of voting rights cast by remote means of communication are always revocable, and must be expressly revoked by the same means used to cast them, within the period established for such casting.
- (ii) The attendance of shareholders at the General Meeting, as well as attendance resulting from a vote cast remotely prior to the holding of the General Meeting, implies the revocation of any proxy, irrespective of the date and form of the proxy.
- (iii) The attendance of the shareholder at the General Meeting entails the revocation of the vote cast by remote means of communication.
- (iv) The casting of votes and the granting of proxies by electronic means shall, in any event, prevail over votes cast by the same shareholder by delivery or postal correspondence.

3.5. Responsibility for the safekeeping of the electronic certificate and signature creation devices

- (i) Shareholders are solely responsible for the diligent use of their electronic ID and electronic signature creation data, as well as the safekeeping of the electronic certificate for the exercise of their proxy or remote voting rights by electronic means.
- (ii) It is for the shareholder using the electronic signature to prove that the electronic certificate used has not been revoked or suspended or otherwise expired or rendered unusable at the time of generating the electronic signature.

4. Remote link attendance

Notwithstanding the provisions of the preceding paragraphs and in accordance with the provisions of article 14 of the Bylaws and 7 *bis* of the Regulations of the General Meeting, the Board of Directors has agreed that attendance at the General Meeting may also be by remote link that allows real-time connection with the venue where the General Meeting is held (“remote link attendance”).

Shareholders who wish to attend the Meeting remotely may do so via the “Participation Platform”, which will be activated on the Company’s corporate website (www.indracompany.com), in the section relating to the General Shareholders’ Meeting, where shareholders must have previously registered as Registered Users, providing evidence of both their identity and their status as shareholder by completing the relevant registration form, pursuant to the Terms and Conditions published on the Company’s website.

Shareholders will prove their identity by means of a valid digital ID card or an authorised and currently valid digital certificate (as required under Spanish Act 6 of 11 November 2020, which governs certain issues relating to trusted digital services), issued by the Spanish Public Certification Authority (Autoridad Pública de Certificación Española, CERES), a division of the Spanish National Mint (Fábrica Nacional de la Moneda y Timbre, FNMT), or by other Certification Service Providers.

Once they have completed the registration process and proved their identity and status as a Company shareholder in one of the foregoing ways, they will be granted authorised access to the system and entered as a Registered User. In order to access the Platform, users must enter their email address and the password provided during the registration process.

Instructions for using the Platform can also be found on the Platform itself. Remote link attendance will be possible from any device with Internet access. Physical attendance at the General Meeting shall render electronic attendance by the shareholder (or his/her proxy) ineffective.

4.1. Pre-registration

In order to be able to attend the General Meeting via remote link, in addition to registering on the “Participation Platform”, shareholders (or their proxies) must register by selecting the “Remote Attendance” option and then clicking on “Request for remote attendance” on

the aforementioned “Participation Platform” between 00:00 hours (CEST) on 20 June 2025 and 23:59 hours (CEST) on 24 June 2025.

4.2. Connection and registration on the day of the General Meeting

Shareholders (or their proxies) must access the “Participation Platform” and select the “Remote Attendance” option between 11:30 a.m. and 12:30 p.m. (CEST) on the day of the General Meeting, identifying themselves with their email address and the password provided during the registration process. No registration will be accepted outside this timeframe.

In the event that there is insufficient quorum at first call, the Company will publish this on the corporate website, confirming that the General Meeting will be held at second call. In this case, shareholders (or their proxies) who have connected and registered at first call must complete the registration process again on the day on which the General Meeting is held at second call, in order to be able to attend the meeting.

4.3. Intervention

Shareholders (or their proxies) who, in exercising their right to information, wish to speak at the General Meeting or make proposals for resolutions in the cases permitted by law, must do so from the time of their connection and registration on the day of the General Meeting, attaching their intervention, question or proposal through the intervention procedure set up for this purpose in the “Participation Platform”, under the option “Remote Attendance”.

Interventions may thus be submitted until such time as the Chairman declares the General Meeting to be validly constituted.

Shareholders (or their proxies) who wish their intervention to be recorded in the minutes of the General Meeting must expressly indicate this in the text of the minutes.

Requests for information thus formulated shall be answered during the meeting itself or in writing within seven days following the General Meeting.

4.4. Voting

Voting on the proposals for resolutions included in the Agenda may be carried out through the voting procedure set up for this purpose in the “Participation Platform”, under the option “Remote Attendance”, from the time the shareholder (or his/her proxy) has logged in and registered at the General Meeting in accordance with the procedure set out in section 4.2. above until the end of the intervention period in the room where the General Meeting is held.

Should the shareholder (or his/her proxy) fail to indicate the way he/she wishes to vote, it shall be understood in all cases that he/she votes in favour of the resolutions proposed by the Board of Directors in each item on the agenda.

With regard to proposed resolutions on matters that, as permitted by law, need not appear on the agenda, anyone attending by remote link may cast their votes when the Chairman so indicates following the reading of the proposal. If a shareholder (or his/her proxy) does not indicate the way in which he/she wishes to vote with regard to proposals for resolutions on matters which do not need to be included on the Agenda (where this is permitted in Law), it shall always be understood that they have voted against the proposal in question.

5. Service availability

The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and proxy mechanisms as well as remote link attendance when technical or security reasons so require or impose.

The Company shall not be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, downed communication lines, connection failures, technological incompatibility, malfunctioning of the postal service or any other eventuality of the same or a similar nature, beyond the Company's control, which may hinder or prevent the shareholder from granting proxy and casting votes by remote means of communication, or from attending the General Meeting by remote means of communication.

Whenever remote link attendance at the General Meeting is not possible as detailed in section 4 due to technical circumstances not attributable to the Company, or if there is a temporary or permanent interruption of communication during the meeting, this circumstance may not be invoked by the shareholder as an unlawful deprivation of his or her rights.

DATA PROTECTION

The personal data provided by shareholders or proxy representatives to the Company when exercising their inherent rights as shareholders to information, attendance, proxy-granting and voting at the General Shareholders' Meeting or provided by the banking institutions and securities companies and agencies with which such shareholders have their shares deposited, through Iberclear, as well as the data generated at the General Shareholders' Meeting and any data obtained through the recording thereof (i.e. image and voice) shall be processed by the Company for the purpose of managing the development, fulfilment and control of the shareholder relationship and, if applicable, of the existing proxy, and the convening, holding, audio-visual recording and public distribution of the General Shareholders' Meeting.

The processing of your data is necessary for the purposes described and the legitimacy of such processing is based on your relationship as a shareholder and compliance with legal obligations. With respect to the generation and distribution of images, the Company's legitimate interest in reporting the General Shareholders' Meeting in order to ensure the transparency of the matters discussed and the results of the votes taken, and the consent

given by the party concerned when delegating their proxy, voting or attending the General Shareholders' Meeting (in person or remotely).

Please note that the entire proceedings of the General Shareholders' Meeting will be recorded by audio-visual and/or voice recording in order to make it easier for shareholders who cannot or do not wish to attend the meeting to follow it and to distribute it appropriately. Therefore, by accessing the venue where the General Shareholders' Meeting is held or by attending via remote channels, the shareholder or his/her proxy representative expressly consents that his/her image and voice may be processed and distributed using the means made available by the Company, which for these purposes shall be live broadcasting via the Company's website (www.indracompany.com).

The data will be accessible by the notary who will attend the General Shareholders' Meeting and may be provided to third parties in the exercise of their right to information provided for by law or accessible to the public from any territory, including from outside the European Union, insofar as they are contained in the documentation available on the corporate website (www.indracompany.com) or are stated at the General Shareholders' Meeting, the development of which may be publicly distributed thereon.

In general terms, personal data will be processed during the shareholding relationship and, once it has ended, during the period of limitation of any legal or contractual liabilities that may arise for the Company. With regard to data processing subject to consent, the data will be processed until the data subject withdraws previously granted consent.

Shareholders are also informed that they may exercise their rights of access, correction, deletion, objection, portability and restriction of processing by sending an e-mail to the following address: dpo@indra.es.

Shareholders are also informed of their right to file a complaint or request related to the protection of their personal data with the Spanish Data Protection Agency (*Agencia Española de Protección de Datos*).

Should the attendance, proxy and voting card include personal data relating to individuals other than the holder and in the event that a third party attends the General Meeting as the shareholder's proxy, the shareholder must inform the third party of the above-mentioned items regarding the processing of personal data and comply with any other requirements that may be applicable for the correct transfer of personal data to the Company, and the Company shall not be required to take any additional action with respect to the data subjects.

ATTENDANCE OF A NOTARY AT THE GENERAL MEETING

The Board of Directors has agreed to request the presence of a Notary Public to draw up the minutes of the General Shareholders' Meeting, in accordance with the provisions of Article 203.1 of the Spanish Companies Act.

Shareholders are informed that the General Meeting is expected to be held at second call, i.e. on 26 June 2025 at 12:30 p.m. (CEST).

From one hour prior to the start of the General Meeting and at the place where the Meeting has been convened, shareholders or their valid proxies may present their respective attendance and proxy cards and, where appropriate, documents accrediting legal representation to the staff in charge of the shareholders' register.

Please note that access to the registered office will be granted in strict order of arrival. Should maximum room capacity be reached, no further entry will be possible. For this reason, please be advised that once the maximum capacity has been reached, and access to the venue where the General Meeting is held is therefore no longer possible, it may no longer be possible to participate by remote means of communication if these have already been closed in accordance with the deadlines and procedures set out in this notice.

Ana María Sala Andrés
Secretary to the Board of Directors

ITEMS ONE, TWO, THREE AND FOUR ON THE AGENDA

Item one on the agenda: Approval of the Annual Accounts and Management Report for Indra Sistemas, S.A. and its Consolidated Group for the financial year ended on 31 December 2024.

Proposal for resolutions

1. *To approve the Annual Accounts and Management Report for Indra Sistemas, S.A. for the financial year ended on 31 December 2024, prepared by the Board of Directors at its meeting of 26 February 2025.*

For the purposes of the practices applied by the Company in matters of corporate governance, it is expressly recorded herein that Note 36 of the individual Annual Notes to the Accounts and section C.1.39 of the Annual Corporate Governance Report, which is part of the Management Report, set out the undertakings made by the Company with its senior management – including the Chief Executive Officer and the Executive Director, Managing Director of IT – in the event that their contractual relationship with the Company is terminated.

The prepared annual accounts show a profit after tax of €121,369,367.00.

2. *To approve the consolidated Annual Accounts and Management Report for the corporate group headed up by Indra Sistemas, S.A. for the financial year ended on 31 December 2024, prepared by the Board of Directors on 26 February 2025.*

The consolidated annual accounts show a profit after tax attributed to the parent Company in the amount of €277,541 thousand euros.

Item two on the agenda: Approval of the Consolidated Non-Financial Information Statement and Sustainability Information for Indra Sistemas, S.A. and its subsidiaries, for the financial year ended on 31 December 2024.

Proposal for resolution

Approval of the Consolidated Non-Financial Information Statement and Sustainability Information for Indra Sistemas, S.A. and its subsidiaries, for the financial year ended on 31 December 2024, which forms part of the Management Report.

Item three on the agenda: Approval of the proposal for the distribution of profits obtained in the 2024 financial year and the subsequent payment of a dividend charged to those profits.

Proposal for resolution

The Company's Annual Accounts for the financial year ended on 31 December 2024, prepared by the Board of Directors at its meeting of 26 February 2025, show a profit after tax of €121,369,367.00.

It is proposed that this profit be distributed as follows:

<i>To dividends</i>	<i>€44,163,600.50</i>
<i>Negative results from prior years</i>	<i>€77,205,766.50</i>

The dividend will be paid out on 10 July 2025. The dividend breaks down into the following amounts for each share:

<i>Gross amount:</i>	<i>€0.2500</i>
<i>19% withholding:</i>	<i>€0.0475</i>
<i>Net amount:</i>	<i>€0.2025</i>

The total agreed dividend amount will be understood to be increased or reduced in the amount necessary for the amount to be received for each share in circulation to be maintained at €0.25 gross per share, excluding treasury stock, in application of the provisions contained in Article 148, section a) of the Spanish Companies Act.

Item four on the agenda: **Approval of the Board of Directors' management** performance during the financial year ended on 31 December 2024.

Proposal for resolution

Approve the Board of Directors' management performance during the financial year ended on 31 December 2024.

Justification of proposals under agenda items one to four

- It is proposed to the General Shareholders' Meeting the examination and approval of the individual Annual Accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the accounts) and the individual Management Report for Indra Sistemas, S.A., along with the consolidated Annual Accounts and the

consolidated Management Report for the Group for the financial year ended on 31 December 2024.

Pursuant to the Spanish Commercial Code, the LSC and other applicable regulations, the Annual Accounts and the various documents from which they are comprised were prepared by the Board of Directors on 26 February 2025, in eXtensible HyperText Markup Language (XHTML) digital format, being the consolidated financial statements tagged using the standard eXtensible Business Reporting Language (XBRL), pursuant to the contents of Directive 2004/109/EC and Delegated Regulation (EU) 2019/815, and they were notified to the CNMV on 26 February 2025.

Both the individual and consolidated Annual Accounts and Management Report have been certified by the Chief Financial Officer and by the Chief Control Officer of the Company, informed favourably by the Auditing and Compliance Committee prior to their preparation by the Board and audited by the independent firm Deloitte Auditores, S.L., without any qualification or reservation.

Pursuant to the provisions of the legislation in force, the Company's directors have signed a declaration of liability in relation to the contents of the Annual Accounts and the Management Report for the 2024 financial year.

- It is also proposed to the General Shareholders' Meeting, as a separate item on the agenda, the approval of the Consolidated Non-Financial Information Statement and Sustainability Information for the Company and its subsidiaries for the 2024 financial year (Sustainability Report) which, pursuant to the regulations in force, forms part of the consolidated Management Report.

This Sustainability Report, which was prepared by the Board of Directors at its meeting held on 26 February 2025 prior a favourable report by the Auditing and Compliance Committee, has been reviewed by the Sustainability Committee, which is afforded the power under Regulations of the Board of Directors to determine the general principles and criteria that are to govern its contents. Deloitte Auditores, S.L. has also verified its contents.

The Sustainability Report was prepared in accordance with the requirements contained in Spanish Act 11/2018 of 28 December, which amended the Spanish Code of Commerce, the consolidated text of the Spanish Capital Companies Act and the Spanish Act 22/2015, on Accounts Auditing, the requirements contained in the Corporate Sustainability Reporting Directive (CSRD) that were not dealt with in Act 11/2018, the new European Sustainability Reporting Standards (ESRS), and in accordance

with disclosure requirements set out in Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 (EU Taxonomy). As was the case in 2023, the Report includes the information necessary to meet the requirements of Article 8, section 2, of the EU Taxonomy Regulation, which requires non-financial companies to disclose information on the proportion of their turnover, investments in fixed assets **and operating expenditure (“key performance indicators”)** of its activities associated with assets or processes linked to economic activities that qualify as environmentally sustainable, with regard to Climate Change mitigation and adaptation goals and the targets for the sustainable use or protection of water and marine resources, transition to a circular economy, the prevention and control of pollution and the protection and restoration of biodiversity and ecosystems. Through the Sustainability Report, Indra publishes information on the risks, business model, policies, strategy, performance, results, situation of the Group and the impact of its activity in relation to environmental, social and governance issues, as well as those relating to staff, respect for Human Rights and combatting **corruption and bribery**. **The Report also contains the Company’s Double Materiality Assessment**, providing a breakdown of the impacts on both people and the environment and the resulting risks and opportunities that are deemed to be material, along with the policies, actions and measures used to manage them. The Sustainability Report also gives account of the **Company’s compliance with the Sustainability Policy**, reference framework for ensuring responsible behaviour by the Company, and sets out **the Company’s commitment to all of its stakeholders**; it details compliance with the goals set out in the ESG Component which forms an integral part of the **2024-2026 Strategic Plan (“Leading the Future”)**; and it expresses **the Company’s commitment to the Ten Principles of the UN Global Compact and the UN Sustainable Development Goals and provides a response to the Company’s Progress report on the implementation of those principles**. This Report is one of the main sources used **by sustainability analysts to assess the Company’s performance in environmental, social and good governance matters**.

The emissions reduction plan (NetZero) developed by the Company in 2024, which forms part of the 2024-2026 ESG Plan, has been approved by the Science-Based Targets initiative (SBTi) in March 2025, with the aim of reducing avoidable emissions as much as possible and offsetting the **Group’s residual emissions by 2040**.

As a result of its good performance in respect of social, environmental and governance issues, the Company has been ranked third in the world for sustainability performance within the technology sector in the Dow Jones Sustainability Index being the only company in its sector to remain listed, continuously on this index for 19 years. In addition, the Company has been

listed for the fifth consecutive year in the Sustainability Yearbook of Standard and Poor's as one of the world's leading companies in sustainability, ranking in the Top 5%, which confirms it as one of the best-placed technology companies to respond to the economic, social and environmental challenges of the future and means yet further recognition for the Company's ESG strategy and management.

In addition, in 2024 the Company was once again awarded the Leadership (A-List) rating by the Carbon Disclosure Project (CDP) for its strategy in the area of climate change.

Other indices such as the FTSE4Good and the MSCI-ESG rating agency have also recognised Indra's practices in matters of sustainability as far superior to the sector average. In the EcoVadis sustainability monitor, a global benchmark for corporate sustainability ratings, Indra obtained a platinum medal for being in the top 1% of companies able to demonstrate that they have a robust environmental management system in place to address sustainability criteria.

In 2024, Indra also maintained a low ESG risk rating from Sustainalytics, in recognition of its adequate strategy for the mitigation of ESG risk. Indra has also been recognised as a Top Employer company in Spain, highlighting the Group's strong talent management practices.

- Finally, the approval of the management performance of the Board of Directors includes the ratification of the activities engaged in by members of the Board and its Committees: Auditing and Compliance Committee, ARCGC up until October 2024, A&CGC since November 2024, RC since November 2024, Executive Delegate Committee, Sustainability Committee and Strategy Committee. The duties of each of these Committees and their composition are described in detail in the Regulations of the Board of Directors. The ACGR also gives a detailed description of the activities and operations of the Board and its Committees during the financial year, and the degree to which the Company has complied with the recommendations of the CGGLC. The Regulations of the Board of Directors are available on the company's website.

Additional documentation

In connection with the proposals detailed above, shareholders can find on the Company's corporate website (www.indracompany.com) and at the registered office, the Annual Accounts and Management Reports for Indra Sistemas, S.A. and its Consolidated Group, along with their respective audit reports, the ACGR, the ARR and the Consolidated Non-Financial Information Statement and Sustainability Information, all for the 2024 financial year. Also available for

consultation by shareholders on the Company's corporate website is the information that was made public on 26 February 2025 when the 2024 Results were published, together with the information that the Company regularly publishes for shareholders and investors. Shareholders may ask for this to be given or sent to them free of charge.

ITEM FIVE ON THE AGENDA: RE-ELECTION OF DELOITTE AUDITORES, S.L. AS THE ACCOUNTS AUDITOR FOR THE COMPANY AND ITS CONSOLIDATED GROUP AND AS SUSTAINABILITY DATA VERIFYING AGENT FOR THE 2025 FINANCIAL YEAR.

Proposal for resolution

To re-elect, at the proposal of the Auditing and Compliance Committee, the firm Deloitte Auditores, S.L. as the accounts auditor for Indra Sistemas, S.A. and its Consolidated Group and appoint it as sustainability data verifying agent for the financial year ending on 31 December 2025. It is herein recorded that Deloitte Auditores, S.L. has its registered office at Plaza Pablo Ruiz Picasso 1, Torre Picasso, Madrid, and its Spanish Tax Identification Number (CIF) is B-79104469, and it is registered with the Commercial Registry of Madrid under Volume 13,650, Section 8, Sheet 188, Page M-54414, Entry No. 96, and with the Official Registry of Accounts Auditors (Registro Oficial de Auditores de Cuentas) with the number S0692.

With regard to the appointment of Deloitte Auditores, S.L. as sustainability data verifying agent for the 2025 financial year, given that Directive (EU) 2022/2464 on Corporate Sustainability Reporting (CSRD) has not been transposed into Spanish law as of the date hereof, the Board of Directors is expressly authorised to interpret, develop, supplement and adapt this resolution to any requirements that may become legally enforceable in order for it to take effect, including any that result from future regulatory amendments, such as the transposition of the aforementioned Directive into Spanish law.

Justification of the proposal

Article 264.1 of the Spanish Companies Act and Article 22.1 of Spanish Act 22/2015, of 20 July, on Accounts Auditing (“LAC”) provide that the party that is to carry out an accounts audit will be appointed by the General Shareholders' Meeting before the end of the financial year that is to be audited, for an initial term which may not be less than three years or more than nine, calculated from the date on which the first year to be audited begins, and they may be re-elected by the General Shareholders' Meeting once the initial term has elapsed.

For its part, Article 40 of the LAC establishes that, as regards duration of the auditing agreement, may not exceed the total contractual term, including extensions of the maximum ten-year period established in Regulation (EU) n°

537/2014 of 16 April.

The Ordinary General Shareholders' Meeting held on 30 June 2016 agreed to appoint the firm Deloitte, S.L. (now known as Deloitte Auditores, S.L.) as the accounts auditor for both Indra Sistemas, S.A. and its Group for the 2016, 2017 and 2018 financial years. Deloitte, S.L. was subsequently re-elected as accounts auditor for the Company and its Group for the 2019, 2020 and 2021 financial years in a resolution adopted by the General Shareholders' Meeting on 24 June 2019, and for the 2022, 2023 and 2024 financial years in a resolution adopted by the General Shareholders' Meeting on 23 June 2022.

Under the terms of the aforementioned Article 40 of the LAC, at a meeting held on 17 December 2024, the Board of Directors agreed, following a proposal by the Auditing and Compliance Committee, to propose to the 2025 Ordinary General Shareholders' Meeting that Deloitte Auditores, S.L. be re-elected as external auditor and that it be appointed as sustainability data verifying agent for the same year.

Although the regulation has not been transposed into Spanish law as of the date on which this General Shareholders' Meeting is being convened, it is deemed advisable to submit the proposal for the appointment of the sustainability data verifying agent for 2025 financial year to the General Shareholders' Meeting so that, once the regulation is finally approved under Spanish law, the resulting requirements may be met.

ITEM SIX ON THE AGENDA: APPOINTMENT OF PRICEWATERHOUSECOOPERS AUDITORES, S.L. AS THE ACCOUNTS' AUDITOR FOR THE COMPANY AND ITS CONSOLIDATED GROUP AND AS SUSTAINABILITY DATA VERIFYING AGENT FOR THE 2026, 2027 AND 2028 FINANCIAL YEARS.

Proposal for resolution

Pursuant to the requirements set out in Article 264.1 of the Spanish Companies Act and the proposal submitted in this regard by the Auditing and Compliance Committee, to appoint the firm PricewaterhouseCoopers Auditores, S.L. as the accounts auditor for Indra Sistemas, S.A. and its consolidated Group, and also to appoint it as sustainability data verifying agent for the 2026, 2027 and 2028 financial years.

It is herein recorded that PricewaterhouseCoopers Auditores, S.L. has its registered office at Paseo de la Castellana no. 259-B, Madrid, and its Spanish Tax Identification Number (CIF) is B-79031290. It is registered with the Commercial Registry of Madrid under Volume 9,267, Book 8,054, Sheet 75, Section 3, Page M-63988, and with the Official Registry of Accounts' Auditors (Registro Oficial de Auditores de Cuentas) with the number S0242.

With regard to the appointment of PricewaterhouseCoopers Auditores, S.L. as sustainability data verifying agent for the 2026, 2027 and 2028 financial year, given that Directive (EU) 2022/2464 on Corporate Sustainability Reporting (CSRD) has not been transposed into Spanish law as of the date hereof, the Board of Directors is expressly authorised to interpret, develop, supplement and adapt this resolution to any requirements that may become legally enforceable in order for it to take effect, including any that result from future regulatory amendments, such as the transposition of the aforementioned Directive into Spanish law.

Justification of the proposal

During 2024, the Auditing and Compliance Committee held a selection process for the appointment of a new external auditor for the 2026, 2027 and 2028 financial years, pursuant to the contents of section 4.d) of Article 529 *quaterdecies* of the Spanish Companies Act, Article 18.6, section 6.2.a) of the Regulations of the Board of Directors, and Article 40 of the LAC.

To this end, the Committee opened a competitive tendering process in which several auditing firms of known reputation, skill and international experience were invited to submit tenders, and which was developed in accordance with the requirements of Article 16, sections 2, 3 and 5, of Regulation (EU) n° 537/2014, with the maximum guarantees of independence on the part of the Committee. Similarly, during this process the Committee took all the necessary measures to ensure that the proposed firm met the requirements for suitability, independence and compatibility required under the aforementioned legal provision.

As a result of this process, at a meeting held on 17 December 2024 the Board of Directors agreed, at the proposal of the Auditing and Compliance Committee, to propose to the 2025 Ordinary General Shareholders' Meeting the appointment of PricewaterhouseCoopers Auditores, S.L. as the new external auditor and sustainability data verifying agent for the 2026, 2027 and 2028 financial years.

With regard to the sustainability data verifying agent, although Directive (EU) 2022/2464 on Corporate Sustainability Reporting (CSRD) and the European sustainability reporting standards (ESRS) have not been transposed into Spanish law as of the date on which this General Shareholders' Meeting is being convened, **it is deemed advisable to submit the proposal for the agent's appointment for the 2026, 2027 and 2028 financial years to the General Shareholders' Meeting so that, once the Spanish regulation is approved, the resulting requirements may be met.**

ITEM SEVEN ON THE AGENDA: RATIFICATION, RE-ELECTION AND APPOINTMENT OF DIRECTORS.

The following proposals will be the subject of separate votes:

Proposal for resolutions

In accordance with the supporting reports and proposals prepared by the Appointments and Corporate Governance Committee and the Board of Directors:

7.1. Ratification and re-election of Ángel Escribano Ruiz as executive director

To ratify the appointment of Ángel Escribano Ruiz, by co-option by means of a resolution adopted by the Board of Directors at the meeting held on 19 January 2025, and to re-elect him to the position of executive director for the statutory period of three years, upon the proposal of the Board of Directors, prior a favourable report from the Appointments and Corporate Governance Committee. The personal details of the proposed director shall be recorded for the purposes of their registration with the Commercial Registry.

7.2. Appointment of Eva María Fernández Góngora as independent director

To appoint Eva María Fernández Góngora to the position of independent director for the statutory period of three years, upon the proposal of the Appointments and Corporate Governance Committee and with favourable report of the Board of Directors. The personal details of the proposed director shall be recorded for the purposes of their registration with the Commercial Registry.

7.3. Appointment of Josep Oriol Piña Salomó as independent director

To appoint Josep Oriol Piña Salomó to the position of independent director for the statutory period of three years, upon the proposal of the Appointments and Corporate Governance Committee and with favourable report of the Board of Directors. The personal details of the proposed director shall be recorded for the purposes of their registration with the Commercial Registry.

7.4. Re-election of Jokin Aperribay Bedialauneta as proprietary director, acting on behalf of Sapa Placencia Holding, S.L.

To re-elect Jokin Aperribay Bedialauneta to the position of proprietary director acting on behalf of Sapa Placencia Holding, S.L., for the statutory period of three years, at the proposal of the Board of Directors and prior a favourable report from the Appointments and Corporate Governance Committee. The personal details of the proposed director shall be recorded for the purposes of their registration with the Commercial Registry.

7.5. Re-election of Antonio Cuevas Delgado as proprietary director, acting on behalf of Sociedad Estatal de Participaciones Industriales

To re-elect Antonio Cuevas Delgado to the position of proprietary director acting

on behalf of Sociedad Estatal de Participaciones Industriales for the statutory period of three years, at the proposal of the Board of Directors and prior a favourable report from the Appointments and Corporate Governance Committee. The personal details of the proposed director shall be recorded for the purposes of their registration with the Commercial Registry.

7.6. Re-election of Miguel Sebastián Gascón as proprietary director, acting on behalf of Sociedad Estatal de Participaciones Industriales

To re-elect Miguel Sebastián Gascón to the position of proprietary director acting on behalf of Sociedad Estatal de Participaciones Industriales for the statutory period of three years, at the proposal of the Board of Directors and prior a favourable report from the Appointments and Corporate Governance Committee. The personal details of the proposed director shall be recorded for the purposes of their registration with the Commercial Registry.

Justification of proposals and additional documentation

From the moment that notice of convening of the meeting is published, the following documents will be available to shareholders on the Company's website: i) the supporting reports and proposals prepared by the A&CGC and by the Board of Directors pursuant to the terms of Article 529 *decies* of the LSC, which assess the skills, experience and merits of the candidates whose ratification, re-election and appointment proposed; and ii) complete information on their identity, CV and the category of director to which they belong, for the purposes of the provisions contained in Article 518.e) of the LSC.

ITEM EIGHT ON THE AGENDA: AUTHORISATION TO REDUCE THE ADVANCE NOTICE PERIOD FOR THE CONVENING OF EXTRAORDINARY GENERAL SHAREHOLDERS' MEETINGS, WITH A NOTICE PERIOD OF 21 DAYS, PURSUANT TO THE AUTHORISATION PROVIDED BY ARTICLE 515 OF THE SPANISH COMPANIES ACT.

Proposal for resolution

Pursuant to the authorisation provided by Article 515 of the Spanish Capital Companies Act, to authorise and approve that the extraordinary General Shareholders' Meetings of the Company may be convened with a minimum of twenty-one (21) days prior notice, provided that the Company offers shareholders the effective possibility of voting by electronic means available to all of them. This authorisation is granted until the date on which the next ordinary General Shareholders Meeting of the Company is held.

Justification of the proposal

Article 515 of the Spanish Companies Act allows a reduction in the advance notice period for the convening of Extraordinary General Shareholders' Meetings to a minimum of fifteen (15) days, provided that the Company allows all of its shareholders to vote by electronic means.

The Company believes that it is convenient to have a mechanism that allows extraordinary General Shareholders' Meetings to be convened in a more agile and swifter way, for the event that it becomes necessary to approve certain resolutions by the General Shareholders' Meeting in order to implement the Company's current Strategic Plan within the scheduled timetable. However, this 15-day notice period could be too short and it may excessively restrict shareholders' rights. Therefore, with a view to achieving a balance between the aforementioned agility and the exercise of shareholders' rights, the Company believes that it would be more reasonable to establish a minimum advance notice period of twenty-one (21) days for convening extraordinary General Shareholders' Meetings.

This will ensure shareholders who wish vote electronically sufficient time to cast their votes after they have analysed the documentation made available to them in relation to the issues to be discussed when the Meeting in question is convened, in line with international good corporate governance standards in this regard.

The resolution agreeing a reduction in the advance notice period will only remain in force until the next Ordinary General Shareholders' Meeting, and it is expressly established that, pursuant to the terms of the aforementioned Article 515, the resolution must be adopted with the favourable vote of shareholders representing at least two thirds of the subscribed share capital with voting rights.

ITEM NINE ON THE AGENDA: APPROVAL OF THE AMENDMENT TO THE DIRECTOR REMUNERATION POLICY FOR 2024, 2025 AND 2026 FINANCIAL YEAR.

Proposal for resolution

Pursuant to the contents of Article 529 novodecies of the Spanish Companies Act, to approve the amendment of the current directors remuneration policy of Indra Sistemas, S.A. for the 2024, 2025 and 2026 financial years, which is established in the terms detailed in the document made available to shareholders when the notice convening the General Shareholders' Meeting was published, together with the reasoned proposal approved by the Remuneration Committee, to which the required report by the Board of Directors is attached.

Justification of the proposal

The Board of Directors, in view of the proposal of the RC, which reports favourable, **hereby submits for approval by this General Shareholders' Meeting**, pursuant to the contents of Article 529 *novodecies* of the Spanish Companies Act, an amendment to the Director Remuneration Policy for the 2024, 2025 and 2026 financial years, for the purposes of specifying and updating certain aspects **with a view to ensuring maximum transparency and the Policy's adherence to the regulations in force at any time**, as well as to remove the provisions relating to the remuneration received by Executive Director and Managing Director of IT, Mr Abril, due to the termination, by mutual agreement and with effect from 25 June 2025, of the contract under which he provided executive services to the Company.

The main amendments involve the following: (i) to regulate in an independent section (new section 5) the fixed remuneration received by the Chairman for the performance of his executive duties, along with considering the contractual provisions that are to apply in the event of the termination of his contract (advance notice), and in section 7 that regulates the remuneration policy of directors for their membership of the management body, the fixed remuneration that he receives for the performance of his non-executive duties, while leaving his total remuneration unchanged; (ii) to remove the provisions relating to the remuneration that the executive director and general manager of IT had been receiving, as a result of the termination of the mercantile contract for the provision of executive services that linked him to the Company, and to regulate in section 6 the remuneration package received by the CEO; (iii) to consider and to include in the chapter relating to the remuneration of the directors in their capacity as such **and in their capacity as members of the Board's Committees** the remuneration allocated to members of the A&CGC and the RC formed in October 2024 following the division of the former AR&CGC into two different bodies; (iv) adapting and providing greater detail in the Policy in order to include regulation of the 2024-2026 Medium-Term Incentive (MTI) that was approved at the Ordinary General Shareholders' Meeting held on 27 June 2024 under item seven on the agenda, given that this detail was not known when the Policy was approved; and (v) other formal amendments arising from the proposed updating of this Policy, such as **changing the names of the Board's Committees to their existing ones** and adjusting certain references to timings, bearing in mind the amount of time that the Remuneration Policy will remain in force.

These proposed amendments to the Directors Remuneration Policy are included in the text of the proposal approved by the Ordinary General Shareholders' Meeting on 30 June 2023, which was amended in a resolution approved by the Ordinary General Shareholders' Meeting on 27 June 2024, which will remain in force for the 2024, 2025 and 2026 financial years.

[Additional documentation](#)

From the moment that notice of convening of the Meeting is published on the corporate website, the text of the Remuneration Policy, the amendment of which is submitted to this Meeting, as well as the proposal made by the RC, will be made available to shareholders, pursuant to the contents of Article 529 *novodecies* of the Spanish Companies Act.

ITEM TEN ON THE AGENDA: APPROVAL OF AMENDMENT TO ARTICLE 2 OF THE BYLAWS

Proposal for resolutions

Approval of the amendment of Article 2 of the Bylaws, with the aim of including more detail regarding the activities that Indra currently engages in and complementing it with the activities that Indra will directly or indirectly engage in, in the future following implementation of its Strategic Plan.

To amend article 2 of the Bylaws, which will henceforth read as follows:

“Article 2.

1. The Company’s corporate purpose includes:

a) The design, development, research, engineering (including robotics), production, manufacture, supply, integration, operation, maintenance, repair, marketing and sale/purchase of all types of systems, equipment, solutions, platforms and products (including motor vehicles, autonomous or automated vehicles, ships, aircraft and aerospace devices or vehicles), for civil and military use, that make use of information and communications technologies (IT, electronics and communications), as well as any related parts or components, including energy materials and any kind of services associated with all of the foregoing, including the civil works necessary for their installation. This applies to any sector.

With regard to the engineering activity mentioned in the preceding paragraph, this falls outside the scope of Spanish Professional Companies Act 2/2007 of 15 March, in the sense that it is not performed directly by the Company but the Company instead acts as intermediary between the professionals with official qualifications who are connected with the Company in some way and who engage in this activity, and the customer or party requesting the provision of this professional activity.

b) The provision of business consultancy and management services, technological consulting and training aimed at any field or sector, including the development of land and the environment; the preparation and implementation of all kinds of studies and projects, along with the provision of management, technical assistance and technology transfers for such studies, projects and activities, their marketing and administration.

c) Provision of activity and process outsourcing services in any field or industry.

If some form of administrative authorisation or entry in the public registry is required in order for any of the activities included in the corporate purpose to be carried out, such activities may not begin until the necessary administrative requirements have been met. If the law requires some form of professional qualification, authorisation or entry in a special registry in order for any of the activities to be carried out, the activities in question must be carried out by a person with the necessary qualification or authorisation.

2. The activities from which the corporate purpose is formed may be engaged in both within and outside Spain, and they may also be engaged in indirectly, in any of the ways permitted in Law and, in particular, through the ownership of shares or holdings in other companies or bodies corporate with a corporate purpose that is identical, similar, accessory or complementary to the said activities.

The business category (CNAE) that best describes the main business activity is category 62.1 (IT programming activities), in addition to categories 62.09 (Other services related to information technologies and computing), 62.02 (IT consultancy activities), 61.90 (Other telecommunications activities), 30.32 (Aeronautical and military space construction and machinery thereof), 30.40 (manufacture of military combat vehicles) and 33.18 (Repair and maintenance of combat vehicles, ships, vessels, aerial and military space vehicles).”

Additional documentation

From the moment that notice of convening of the Meeting is published, shareholders may consult the report prepared by the Board of Directors on the Company’s website, in accordance with article 286 of the Spanish Companies Act, by virtue of which the proposed statutory amendment is justified.

ITEM ELEVEN ON THE AGENDA: AUTHORISATION FOR THE DERIVATIVE ACQUISITION OF TREASURY STOCK IN THE COMPANY, EITHER DIRECTLY OR THROUGH SUBSIDIARIES

Proposal for resolutions

To authorise and entitle the Board of Directors, pursuant to the provisions of Articles 146 and 509 of the Spanish Companies Act, so that it may carry out, either directly or indirectly through its subsidiary companies, and as deemed convenient depending on the circumstances, the derivative acquisition of treasury stock of Indra Sistemas, S.A. [hereinafter, the “Company”], using any means permitted in law, with the express faculty to dispose of or cancel these shares at a later time.

This authorisation will be subject to the following conditions:

(i) *The face value of the treasury stock acquired under this authorisation, when added to those already held by the acquiring company and its subsidiaries, may not exceed the maximum amount permitted by law at any given time.*

(ii) *The minimum acquisition price or minimum value of the consideration shall be the equivalent of the face value of the acquired treasury stock and the maximum acquisition price or the maximum value of the consideration shall be the equivalent of the listed value of the treasury stock acquired on an official secondary market at the time of acquisition.*

(iii) *The resulting net owners' equity arising from the treasury stock acquisition may not be reduced below the value of the share capital plus the reserves unavailable under applicable law or the Bylaws.*

(iv) *This authorisation shall remain in force for a period of 5 years from the date of adoption of this Resolution.*

For the purposes of article 146.1 a) of the Spanish Companies Act, it is specifically stated that the treasury stock acquired may be used for subsequent handover to directors, senior managers and employees of the Company when they have an acknowledged right or as the result of their exercise of any option rights that they may possess, and in pursuance of any other legal provision.

This authorisation renders ineffective, to the extent not used, the previous authorisation approved by the ordinary General Shareholders' Meeting held on 25 June 2020 under item ten of the agenda.

Justification of the proposal

The proposed authorisation serves mainly for the purposes of offering liquidity and depth to the stock, minimising temporary imbalances in the share price, possible minor corporate transactions or the possible delivery of shares to directors and managers as part of their remuneration. The term of the authorisation established correspond to that set out in Article 146.1 of the Spanish Companies Act.

This authorisation expressly establishes that any treasury stock transactions will be carried out on the markets and that minimum and maximum price limits are set, also referring to the market value of the shares.

In any case, it is herein stated that the **Company's transactions with its treasury stock** respects, in addition to the legislation in force and all valid recommendations and criteria in the Internal Code of Conduct of the Company on matters relating to the Stock Markets.

Currently, Indra has entrusted the ordinary operations involving its treasury stock to a Financial Broker, with which it signed a Liquidity Agreement in the terms set out in

CNMV Circular 2/2019 of 27 November, which amended Circular 1/2017 of 26 April on liquidity agreements.

ITEM TWELVE ON THE AGENDA: CONSULTATIVE VOTE ON THE ANNUAL REPORT ON DIRECTOR REMUNERATION FOR 2024

Proposal for resolution

Pursuant to the contents of Article 541 of the Spanish Companies Act, to approve, in consultative form, the Annual Report on Director Remuneration for 2024, which was prepared by the Board of Directors, prior a favourable report from the Remuneration Committee, at its meeting of 26 February 2025.

Additional documentation

From the moment that notice of the convening of the Meeting is published, the 2024 ARR prepared by the Board of Directors under the terms of Article 541 of the LSC, prior a favourable report from the RC, will be made available to shareholders on the **Company's website**.

The 2024 ARR is fully compliant with the official content and model approved in CNMV Circular 3/2021 of 28 September, and it was submitted to the CNMV last 26 February 2025.

This resolution is submitted to the Meeting in the form of a consultative vote, pursuant to the requirements of the LSC.

ITEM THIRTEEN ON THE AGENDA: AUTHORISATION AND DELEGATION OF POWERS FOR THE FORMALISATION, REGISTRATION AND EXECUTION OF THE RESOLUTIONS ADOPTED BY THE GENERAL MEETING

Proposal for resolution

To delegate to the Chairman of the Board of Directors, the Deputy Chairwoman of the Board of Directors, the Secretary of the Board of Directors and the Deputy Secretary of the Board of Directors, powers to allow each of them indistinctly, to formalise and elevate into public status the resolutions adopted at this Meeting and, in particular, for the interpretation, correction, execution and implementation of said resolutions. The power to correct will include the possibility to make any amendments and additions that may be necessary or advisable as a consequence of any observations or requirements made by the stock market regulatory bodies, the Stock Markets ["Bolsa de Valores"], the Commercial Registry and any other public authority with powers relating to the resolutions adopted.

ITEM FOURTEEN ON THE AGENDA: INFORMATION FOR THE MEETING ON THE CHANGES MADE TO THE REGULATIONS OF THE BOARD OF DIRECTORS

Pursuant to the contents of Article 528 of the Spanish Companies Act and the provisions of the Regulations of the **Board of Directors, the General Shareholders' Meeting** is informed that, on the one hand, at its meeting of 28 October 2024, the Board of Directors agreed to amend Articles 3.2 and 3.3; 8.4; 10.1; 11.1; 12.1 and 12.6; 13.9; 16.1, 16.2 and 16.3; 18.2 and 18.6; 19; 19 *bis*; 19 *ter*; 20.3, 20.4 and 20.5; 23.1 and 23.3; 27; 31.7; and to create a new Article 19 *quater*, with the aim of adjusting their contents following the division of the former ARCGC into two committees, the A&CGC and the RC, in order to adhere to the provisions of **the CNMV's Technical Guideline 1/2024 on the Auditing Committees of Public Interest Entities** as well as to incorporate the formal amendments resulting from the aforementioned changes.

And on the other hand, at its meeting of 20 May 2025, it agreed to amend Articles 8.4, 19.5 sections b), j), o), p) and q) and 19 *bis*.5 sections d), e) and i), for the purposes of bringing them into line with the requirements and provisions of Spanish Organic Act 2/2024 of 1 August, on parity representation and balance presence of men and women, and defining the competencies entrusted to the A&CGC and the RC; Article 19.5.o) to provide the competence related to critical talent; and to amend Articles 3.1, 9.2, 13.9, 19.5, sections a), d) and l), and 19 *bis*.5, section c), in order to introduce wording improvements and technical details.

Additional documentation

Shareholders have at their disposal, from the publication of the notice convening the Meeting on the corporate website, the report prepared by the Board of Directors in accordance with the terms set out in Article 528 of the SCA, in which the amendments made to the Regulations of the Board of Directors are justified, as well as the text that results from the introduction of the same.

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Avda. de Bruselas, 35
28108 Alcobendas
Madrid, Spain
T +34 91 480 50 00

indracompany.com

