

## 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 26 June 2024, at 12:30 p.m. (CEST), at first call or, if there is no quorum, on the following day, 27 June 2024, 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 2023.

**Two.-** Approval of the Consolidated Statement of Non-Financial Information (Sustainability Report) for the financial year ended on 31 December 2023.

**Three.-** Approval of the proposal for the distribution of profits obtained in the 2023 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 2023.

**Five.-** Re-election and appointment of directors:

5.1. Re-election of Mr Marc Thomas Murtra Millar as executive director.

5.2. Appointment of Mr Javier Escribano Ruiz as proprietary director acting on behalf of Advanced Engineering and Manufacturing, S.L.

**Six.-** Authorisation to reduce the advance notice period for the convening of Extraordinary General Meetings of Shareholders, pursuant to the contents of Article 515 of

the Consolidated Text of the Spanish Capital Companies Act.

**Seven.-** Approval of the 2024-2026 Medium-Term Incentive, under the terms of article 219 of the Spanish Companies Act.

**Eight.-** Approval of the amendment to the Director Remuneration Policy for 2024, 2025 and 2026.

**Nine.-** Approval of the separation of the autonomous economic unit comprising the space business operated by Indra Sistemas, S.A. (separating company) to Indra Espacio S.L.U. (the newly-created beneficiary company), pursuant to the separation project approved by the Board of Directors of Indra Sistemas, S.A. on 18 March 2024, and to that end: (i) acknowledgement of the report by the Board of Directors relating to the separation, and recording of any opinions or observations regarding the report and/or the separation project, and of the absence of any report from an independent expert; (ii) approval, as the separation balance sheet, of the Indra Sistemas, S.A. balance sheet as at 31 December 2023; (iii) approval of the separation project and the separation; (iv) incorporation of the company that is to be the beneficiary of the separation, known as Indra Espacio S.L.U.; (v) application to the separation of the special tax rules set out in Chapter VII of Title VII of Spanish Company Tax Act 27 of 27 November 2014; and (vi) delegation of powers.

**Ten.-** Consultative vote on the Annual Remuneration Report for 2023.

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

**Twelve.-** 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 26 June 2024, 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 30 June 2023, 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](http://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 2023, as well as the auditor's reports).
- (iv) Sustainability Report 2023.
- (v) Annual Corporate Governance Report 2023.
- (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 re-election and appointment is proposed belong, as well as the proposals and reports of the Board and of the Appointments, Remuneration and Corporate Governance Committee referred to in Article 529 decies of the Spanish Companies Act.
- (viii) In relation to item 5.1 on the agenda, external advisor's report on the proposal for the re-election of the executive Chairman.
- (ix) In relation to item eight on the agenda, the reasoned proposal by the Board of Directors and the specific report from the Appointments, Remuneration and Corporate Governance Committee, along with the text resulting from the proposed amendments to the Director Remuneration Policy 2024-2026, submitted before this Meeting.
- (x) In relation to item nine on the agenda, pursuant to the contents of Articles 5.6, 7, 46, 47.2 and related articles, and in relation to Article 63 of Royal Legislative Decree 5 of 28 June 2023, which transposed (*inter alia*) European Union Directives governing the structural modification of commercial companies ("**RLD 5/2023**"), it is herein recorded that the following documents have been available on the Company website (<https://www.indracompany.com>) since 18 March 2024, from where they can be downloaded and printed:
  - 1) the project for the separation of the autonomous economic unit comprising the Indra Sistemas, S.A. space business;
  - 2) the report by the Board of Directors required under Article 5 of RLD 5/2023;
  - 3) the announcement informing shareholders, creditors and workers' representatives that they can submit their observations in relation to the demerger project at the latest five business days before the date of the General Shareholders' Meeting of Indra Sistemas, S.A., the holding of which is convened herein;
  - 4) the annual accounts and management reports for the last three financial years for Indra Sistemas, S.A., and the corresponding auditors' reports;
  - 5) the separation balance sheet, which is the balance sheet included in the Indra Sistemas, S.A. annual accounts for the financial year ending on 31 December 2023, together with the relevant auditors' report;

6) the current Indra Sistemas, S.A. bylaws, recorded in a public deed;

7) the draft deed of incorporation of the new company that is to be the beneficiary of the demerger; and

8) the names of the members of Indra Sistemas, S.A.'s Board of Directors and the date from which they have performed their duties, together with the names of the people proposed as directors of the beneficiary company once it has been incorporated as a result of the separation.

As regards the Board of Directors' report referred to in the foregoing point 2), the workers' representatives may, within the relevant time, submit an opinion regarding the information contained in this report to the Board of Directors of Indra Sistemas, S.A., in accordance with and pursuant to the terms of Article 5.7 of RLD 5/2023.

Furthermore, pursuant to the contents of Article 7.1.2 of RLD 5/2023, and as set out in the announcement referred to in the foregoing paragraph 3), the shareholders of Indra Sistemas, S.A., its creditors and its workers' representatives are hereby informed that they can submit their observations in relation to the separation project five business days at the latest before the date of the Indra Sistemas, S.A. Ordinary General Shareholders' Meeting, the holding of which is convened herein.

(xi) The Annual Remuneration Report 2023 prepared by the Board of Directors.

(xii) Regarding item twelve, 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.

(xiii) 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.

(xiv) In accordance with that which is established in Recommendation 6 of the Code of Good Governance for Listed Companies, the Report on Auditor independence, the Performance Reports of the Auditing and Compliance Committee and the Appointments, Remuneration and Corporate Governance Committee, as well as the Auditing and Compliance Committee Report on related-party transactions, all of which relate to the 2023 financial year.

(xv) The Sustainability Committee Performance Report for the 2023 financial year.

For the purposes of the contents of Article 47.2, in relation to Article 63, of RLD 5/2023, the following section contains the minimum details of the separation project for the separation operation referred to in item nine on the Agenda, without prejudice to the complete contents of the said demerger project, including its respective appendices, to which we make specific

reference here and which, given its length, is taken to be reproduced herein for all the relevant purposes:

a) Details of the companies taking part in the separation

The separating company is Indra Sistemas, S.A., a Spanish limited company with registered office at Avenida de Bruselas 35, 28108 Alcobendas (Madrid), Tax Code (NIF) A-28599033, entered at Madrid Company Registry in Volume 865, Sheet 28, Page M-11.339, Entry No. 1.

The beneficiary company is a newly-created limited liability company that will be incorporated during the same operation in which the deed recording the separation is executed. The beneficiary company will be known as "Indra Espacio S.L.U.", and it will have its registered office at Avenida de Bruselas 35, 28108 Alcobendas (Madrid).

b) Proposed separation and suggested timetable

Under the terms of the separation, Indra Sistemas, S.A. (demerging company) will split off some of its assets and liabilities that constitute an autonomous economic unit, comprising all the assets, liabilities, rights, obligations and human and material resources attached to its Space Business, to the benefit of Indra Espacio S.L.U. (the newly created beneficiary company).

The "Space Business" comprises the set of activities that make up Indra Sistemas S.A.'s current space business unit, the main purpose of which is the design manufacture, launch and operation of satellites and the research, development and innovation of systems relating to all of these activities

that permit the completion of every phase of a space mission. The Space Business comprises four main lines of activity: (i) Control, Observation and Monitoring of Space; (ii) Navigation; (iii) Observation of the Earth; and (iv) Design and Construction of Satellite Constellations.

Included in the demerger project as Appendix III is a provisional timetable showing the estimated dates for the demerger operation. According to this provisional timetable, it is planned that the deed recording the demerger and incorporation of the beneficiary company will be filed for registration at Madrid Mercantile Registry around 1 July 2024.

c) Description of the assets and liabilities being demerged

The demerged assets and liabilities comprise all of the Indra Sistemas, S.A. assets and liabilities that are linked to its Space Business economic unit, including all the assets and liabilities attached to the Space Business (as this is defined in the preceding section), together with the rights and obligations and contractual and employment relationships associated with this business.

Notwithstanding the foregoing, for the purposes of complying with Article 64.2 of RLD 5/2023, the Indra Sistemas, S.A. assets and liabilities that are included within the terms of the demerger and that make up the demerger are listed in Appendix V of the demerger project.

In any case, any assets and liabilities that are attached to the Space Business and that are not included in the demerger project in the aforementioned Appendix V due to error, or because

they cannot be identified, or because they are not known on the date on which the demerger project is signed, or because they unexpectedly become known, should be understood to have been transferred to the beneficiary company.

The total value of the assets and liabilities that make up the demerged business is as follows: (i) total assets: €54,828,434.79; and (ii) total liabilities: €26,785,132.11. As a consequence, the net value of the demerged business amounts to €28,043,302.68, which corresponds with the sum of the share capital and issue premium with which the company benefitting from the demerger is to be formed.

d) incorporation of the company that is to be the beneficiary of the demerger. Proposed deed and bylaws of the newly created beneficiary company

The company that is to be the beneficiary of the demerger will be a newly-created limited liability company that will be incorporated during the same operation in which the deed recording the demerger is executed.

The proposed demerger deed under which the beneficiary company will be incorporated, and the proposed bylaws by which the beneficiary company will be governed, are attached to the demerger project as Appendix I and Appendix II respectively.

The beneficiary company's initial share capital will amount to €845,000.00 represented by 845,000 company shares, all of them equal, accumulable and indivisible and each of them with a par value of €1, numbered consecutively from 1 to 845,000 inclusive. The beneficiary company will also be incorporated with a total issue premium of €27,198,302.68, which

amounts to approximately €32.18734 per share. Therefore, the total value of the share capital and issue premium will amount to €28,043,302.68, which corresponds with the value of the demerged business indicated in the preceding section.

The par value of the shares into which the initial share capital of the beneficiary company is to be divided will be fully paid up, together with the issue premium, as a consequence of the transfer of the demerged business to the beneficiary company by means of the demerger operation.

Under the terms of Articles 71.2.2 and 53.1.2 of RLD 5/2023, there is no requirement for the demerged assets and liabilities that are to serve as countervalue to the beneficiary company's share capital at the time of its incorporation to be valued by an independent expert, bearing in mind that this is a limited liability company that is wholly owned by the demerging company.

e) Distribution of shares in the company that is to be the beneficiary of the demerger

The company shares representing the initial share capital with which the company benefitting from the demerger will be incorporated will be allocated in their entirety to Indra Sistemas, S.A. (demerging company).

As a consequence, there will be no swap or distribution of the shares in the company that is to be the beneficiary of the demerger among the shareholders of the demerging company.

f) Rights to be granted in the beneficiary company to the holders of special rights or securities other than shares, or measures that may affect them

There are no shareholders with special rights or securities or titles other than shares at Indra Sistemas, S.A. to whom any kind of right is to be granted.

g) Implications of the demerger for creditors and guarantees offered

As a consequence of the demerger, Indra Sistemas, S.A. will transfer the demerged assets and liabilities en bloc to the beneficiary company by means of universal succession and, as a result, any Indra Sistemas, S.A. creditors who hold credits relating to the activities and other items that form the demerged assets and liabilities will become creditors of the beneficiary company and the holders of rights vis-à-vis the beneficiary company, in identical terms, following the demerger.

No personal or *in rem* guarantees are offered to creditors of Indra Sistemas, S.A., though this is without prejudice to the rights to which creditors are entitled under Articles 13, 14, 70 and related articles of RLD 5/2023.

h) Special advantages afforded to the members of the administrative, management, oversight and monitoring bodies of the companies taking part in the demerger

No specific advantage or privilege will be afforded to the members of the administrative bodies or any other member of the management, oversight or

monitoring bodies at Indra Sistemas, S.A., or to those who are appointed at the beneficiary company.

i) Details of the cash payment offered to shareholders who have a right to dispose of their shares

Indra Sistemas, S.A.'s shareholders do not have the right to dispose of their shares as a consequence of the proposed demerger. As a result, the offer of any kind of cash payment does not apply.

j) Probable consequences of the demerger for the workforce

Pursuant to the contents of Article 44 of the Spanish Workers' Statute, the beneficiary company will subrogate to the employment rights and obligations of Indra Sistemas, S.A. with regard to the employees attached to the autonomous economic production unit formed from the demerged assets and liabilities.

k) Effect of the demerger on industry contributions or the provision of ancillary services

Indra Sistemas, S.A. does not benefit from any industry contributions or actions that involve ancillary services. It is therefore not required to grant any rights or offer compensation in this regard.

l) Date for accounting purposes

The date from which the demerger will take effect for accounting purposes, which has been determined in accordance with the rules governing registration and valuation in the Spanish General Chart of Accounts, will be 1 January 2024.

m) Compliance with tax and Social Security obligations

Appendix VI of the demerger project contains a copy of the certificates issued by the Tax Authorities and the Social Security Treasury Department that show that Indra Sistemas, S.A. is up-to-date in its compliance with all of its tax and Social Security obligations, and the contents of these certificates are understood to have been reproduced here for all the relevant purposes.

n) Tax rules

The demerger is being carried out in the terms provided for in the special tax rules set out in Chapter VII of Title VII of Spanish Company Tax Act 27 of 27 November 2014.

Notwithstanding the foregoing, it is herein recorded that, in application of the simplified demerger procedure provided for in Article 71 and Article 53 of RLD 5/2023, with reference to the contents of Article 63 and 56, it is not necessary for the demerger project to include any references to (a) the exchange value and the procedures for handing over company shares in the beneficiary company to the shareholders of the demerged company; (b) the date of participation in the corporate profits of the beneficiary company or any singular circumstances relating to this right; (c) information on the valuation of the assets and liabilities of the business being transferred to the beneficiary company, notwithstanding the fact that the demerger project does contain this valuation for the purposes of Article 64.2 of RLD 5/2023; and (d) the date of the demerged company's accounts used to establish the conditions in which the demerger is to be made, pursuant to the contents of Article 53.1.1 of RLD 5/2023.

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](mailto:accionistas@indracompany.com), or use the forms provided for this purpose on the Company's corporate website ([www.indracompany.com](http://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](http://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 five 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](http://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 five 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 set out in 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, five (if his/her appointment and re-election is submitted to the General Meeting under this item), eight and ten on the agenda; and if he is the Chief Executive Officer or the Executive Director and IT managing director, he may also be in a situation of conflict of interest with item seven; he/she may also be in a situation of conflict of interest with regard to proposed resolutions other than those formulated by the Board and matters which, although not appearing on the meeting's agenda, 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](http://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](http://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 electronic ID card or recognised electronic certificate issued by the Spanish National Mint (Fábrica Nacional de la Moneda y Timbre - FNMT), on which there is no record of its revocation.

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 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](http://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 five 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](http://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 five 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](http://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 electronic ID card or recognised electronic certificate issued by the Spanish National Mint (Fábrica Nacional de la Moneda y Timbre - FNMT), on which there is no record of its revocation.

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](http://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 26 June 2024, 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](http://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 electronic ID card or recognised electronic certificate issued by the Spanish National Mint (Fábrica Nacional de la Moneda y Timbre - FNMT), on which there is no record of its revocation.

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 21 June 2024 and 23:59 hours (CEST) on 25 June 2024.

#### 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, as well as in order to comply with its legal obligations.

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 and, with respect to the generation and distribution of images, the legitimate interest of the Company in the distribution of the General Shareholders' Meeting 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](http://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](http://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 points 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 27 June 2024 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**