

Annual Report of the Auditing and Compliance Committee on Auditor Independence February 2026

Contents

- 1 Introduction.....2
- 2 Analysis of external auditor independence.....2
- 3 Fees for non-audit services4
- 4 Conclusion6
- Appendix.....6

1 Introduction

Among other responsibilities, the Auditing and Compliance Committee (the “**Committee**”) of Indra Sistemas, S.A. (“**Indra**” or “**the Company**”) is responsible for assessing the performance and findings of the work carried out by the external auditors, paying particular attention to matters that could jeopardise their independence and any other aspects related to the audit process and, where applicable, for authorising the fees for services other than the auditing of the annual accounts before the external auditor is engaged.

In this regard, Article 18.6, section 6.2 of the Board of Directors Regulations sets out all of the Committee's functions in connection with the external auditor that are not specified by Law. Specifically, that article lays down the Committee’s obligation to ensure that the Company and the external auditor abide by prevailing legislation on auditor independence.

In any event, and in accordance with Article 529, *quaterdecies*, section 4 e) of the Spanish Companies Act (“**LSC**”) and with auditing legislation, the Committee must receive an annual statement from the external auditors of independence from the Company or entities directly or indirectly related to the latter, as well as detailed, itemised information on additional services of any kind provided and the corresponding fees received by the external auditor or by persons or entities related to the latter as consideration for the provision of such services. The Committee also checks that the revenues from the business relationships in which the external auditor and the Company collaborate do not compromise auditor independence.

The Committee must issue an annual report under Article 529, *quaterdecies*, section 4 f) of the LSC, prior to the issuance of the audit report on the annual accounts each year, expressing an opinion on whether the independence of the external auditors or audit firms has been compromised. This report must in any case express an opinion on the provision of non-audit services.

To this end, the Committee prepares the present annual report on auditor independence (the “**Report**”) describing the Committee's analysis and verification of the aforementioned aspects and issues an opinion on the independence of the external auditor, Deloitte Auditores, S.L. (“**Deloitte**”).

2 Analysis of external auditor independence

2.1. Duration of the audit mandate

The Ordinary General Shareholders’ Meeting held on 26 June 2025 approved the reappointment of Deloitte Auditores, S.L. as the auditor of the accounts of the Company and its consolidated group for the financial year ending 31 December 2025, so that 2025 is Deloitte's tenth year as the Company's external auditor, reaching the maximum engagement period for

external auditors established in Article 40.1 of the Spanish Auditing Act (Ley de Auditoría de Cuentas), as amended by Law 31 of 23 December 2022 on the General State Budget for 2023.

2.2. Gradual rotation of the audit partner

The Deloitte partner Ana Sánchez Palacios will sign the audit report on the 2025 annual accounts, as the five year term following the signing of the initial agreement provided for in Article 40.2 of the Spanish Accounts Auditing Act has not yet expired.

2.3. Annual confirmation of independence

The Committee has received from the external auditors confirmation of their independence from Indra and its consolidated group, as well as a breakdown of services of all kinds, in addition to the audit of accounts, provided to the Indra Group by Deloitte or by persons or entities related to that audit firm, in compliance with audit legislation.

In the independence confirmation letter, the auditor states the following:

“The engagement team and Deloitte Auditores, S.L., including applicable extensions, have complied with the independence requirements applicable under Law 22 of 20 July 2015 on Auditing of Accounts (Audit Act) and Regulation (EU) no. 537 of 16 April 2014, as well as with the IESBA Code applicable to public interest entities..”

The Committee also acknowledged the content of the letter confirming independence in relation to the procedures that the auditor has in place to guarantee independence:

“We have designed and implemented internal policies and procedures so as to provide reasonable assurance that our independence will be maintained. These include procedures to identify and assess any threats that may arise from circumstances related to entities audited, including those that may be causes for incompatibility and, if applicable, to apply the necessary safeguards [which may be consulted on www.deloitte.es]. In relation to our audit, and for the period covered by the financial statements up until the issuance of this letter, no circumstances have been identified that, individually or as a whole, could represent a significant threat to our independence and thus require the application of safeguards or could be causes for incompatibility.”

2.4. Auditor's fees for all items

The fees paid to the audit firm for all items have been compared with the Company's internal records and we have verified that they do not in any case represent a significant percentage of the audit firm's total revenues for the past year.

The fees paid by Indra to Deloitte and its global network in 2025 account for 0.01% of the auditor's worldwide revenue. The fees paid to Deloitte Spain in 2025 represent 0.23% of its gross revenue.

3 Fees for non-audit services

The Committee has a procedure in place to review and, if applicable, authorise non-audit services. To this end, proposals for services of this kind are analysed in the Committee meetings and confirmation is obtained, in each case, that the proposals have been reviewed by the Internal Audit Department, that the amount is immaterial and that Deloitte has confirmed the absence of independence issues.

The amount of fees paid in 2025 for non-audit services and their relationship to the external auditor's total fees are as follows:

	Company	Group companies	Total
Amount invoiced for non-audit services (thousand euro) ⁽¹⁾	488	74	562
Amount invoiced for non-audit work/Amount for audit work ⁽²⁾ (in %)	44%	3%	16%

⁽¹⁾ Includes work other than auditing duties, pursuant to Spanish Accounts Auditing Act 22 of 20 July 2015 and Regulation (EU) 537/2014.

⁽²⁾ The cost of auditing work includes the fees paid for the accounts audits carried out by the Group.

The total amount of non-audit work shown in the above table includes the work detailed below, pursuant to the contents of section III “Monitoring of the ACGR Model” included in the 2021 edition of the CNMV’s annual publication on Corporate Governance Reports prepared by companies that issue securities listed for trading on the regulated markets, which indicates that limited reviews of intermediate financial information may not be classified as auditing work, though this work is not mentioned in the letter in which Deloitte declares its independence:

- Limited half-yearly review of Indra Sistemas, S.A.: €251 thousand

Set out below is a breakdown of the fees for non-audit services provided by the external auditor in its letter confirming independence:

Other verification services

Number of engagements	Description	Fees (thousand euro)
1	Assurance report (ISAE 3000) on the ICFR ¹	65
1	Verification report on the Sustainability Report, including the Non-financial Information Statement	404

¹ Services provided by the auditing firm Deloitte Auditores, S.L.

1	Type II verification report (ISAE 3402) of services provided by Indra to ENI España Comercializadora de Gas, S.A.U. (“EECG”) ¹	43
3	Other reports on agreed procedures unrelated to Ecoembes, covenants and grants (WAP) ¹	32
1	Agreed-upon procedures reports related to the review of accounts supporting grants	2
3	Assurance report on the tax certification required by Norwegian local legislation	8
1	ISAE 3402 report on controls implemented by Indra in the IT platform used by WiZink Bank, S.A.U. ²	-
Total		554

Tax services

Number of engagements	Description	Fees (thousand euro)
10	Tax services provided to Indra Sistemas’ branch in India in relation to tax returns, tax inspections by the tax authorities, transfer pricing and general tax assistance	155
Total		155

Other services

Number of engagements	Description	Fees (thousand euro)
1	2025 Directors Programme: event organised by Deloitte consisting of training talks for directors or future directors	5
Total		5

In addition, pursuant to Article 529, *quaterdecies* of the LSC, a breakdown of the services of reference and reasoned opinions in each case is included as an appendix to this report.

² The fees for these services were charged to Wizink Bank, S.A.U.

4 Conclusion

On the basis of the information furnished by the external auditors on the policies, procedures and tools used by the team that audits the Company and the Committee's verification of the aspects set out in this report, Deloitte has the necessary independence to audit Indra and its consolidated group.

In witness whereof, the Auditing and Compliance Committee unanimously votes in favour of issuing this report in the meeting of 24 February 2026.

Appendix

Other verification services

	Description	Group company contracting the service	Fees (thousand euro)	Reasoned opinion
Assurance report [ISAE 3000] on the ICFR	Review of the information contained in Note F of the Annual Corporate Governance Report, the 2025 ICFR Report, and reasonable security review of the effectiveness of the ICFR, pursuant to ISAE standard 3000	Indra Sistemas, S.A.	65	The National Securities Market Commission (CNMV) recommends listed companies to ask their external auditor to issue a report on ICFR-related information, which forms part of the ACGR.
Report on verification of the Non-financial Information Statement and Sustainability Information	Review of the 2025 Sustainability Report, including the Non-financial Information Statement and Sustainability Information, with a limited assurance scope (ISAE 3000)	Indra Sistemas, S.A.	404	It is common practice for this type of service to be performed by the company's accounts auditor, as there are significant synergies with its auditing duties that result in lower service costs for the company. In addition, the future EU Corporate Sustainability Reporting Directive [CSRD] also recommends that the accounts auditor should be the party that verifies the non-financial information.
Verification report [ISAE 3402] of services provided to ENI España Comercializadora de Gas, S.A.U.	Issuance of an ISAE 3402 Type II Report on services provided by Indra to ENI España Comercializadora de Gas, S.A.U.	Indra Soluciones Tecnologías de la Información S.L.	43	The service is necessary for the client in connection with a certification they are required to obtain by the end of the year. Deloitte's proposal was the most advantageous overall, both from an economic and a technical standpoint.

Other agreed-upon procedures reports unrelated to Ecoembes, covenants and grants (WAP)	Procedures agreed regarding the details of invoices that remain pending payment to suppliers	Indra Sistemas, S.A.	11	It is common practice in this sector for this type of service to be performed by the company's accounts auditor, as there are significant synergies with its auditing duties that result in lower service costs for the company.
Other agreed-upon procedures reports unrelated to Ecoembes, covenants and grants (WAP)	Procedures agreed regarding the details of invoices that remain pending payment to suppliers	Indra Espacio, S.L.	10	It is common practice in this sector for this type of service to be performed by the company's accounts auditor, as there are significant synergies with its auditing duties that result in lower service costs for the company.
Other agreed-upon procedures reports unrelated to Ecoembes, covenants and grants (WAP)	Procedures agreed regarding the details of invoices that remain pending payment to suppliers	Tess Defence, S.A.	11	It is common practice in this sector for this type of service to be performed by the company's accounts auditor, as there are significant synergies with its auditing duties that result in lower service costs for the company.
Agreed-upon procedures reports related to the review of accounts supporting grants	Procedures agreed for the "Development of DFMC Standards" R&D project in Norway	Indra Navia, A.S. and Normeka A.S.	2	The body overseeing the execution of the project requires the company's auditor to review the project's financial information.
Assurance report on the tax certification required by Norwegian local legislation	Certification of the tax return of the company "Næringsoppgave", the form reflecting salaries and pensions, and other documents attached to tax returns requiring auditor certification	Indra Navia, A.S. and Normeka A.S.	8	The Tax Assessment Act requires the company's auditor to sign the tax return and the form reflecting salaries and pension expenditure.

<p>ISAE 3402 report on controls implemented by Indra in the IT platform used by WiZink Bank, S.A.U.</p>	<p>Independent review of the internal system for monitoring the IT platform that is used by WiZink Bank S.A.U. and managed by Indra Soluciones Tecnologías de la Información S.L.</p>	<p>Indra Soluciones Tecnologías de la Información S.L.</p>	<p>0</p>	<p>Deloitte has been selected by WiZink to provide independent review services addressing the general IT controls in place in its service organisations. Specifically, in Indra's case, the review is performed on the IT platform used by Indra when providing services to WiZink as a customer.</p> <p>There is no kind of threat to or incompatibility with the Group's auditor, since the independent review is carried out on systems used by WiZink, which are entirely separate from Indra's own management systems.</p>
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Tax services

	Description	Group company contracting the service	Fees (thousand euro)	Reasoned opinion
<p>Tax services provided to Indra Sistemas' branch in India in relation to tax returns, tax inspections by the tax authorities, transfer pricing and general tax assistance</p>	<p>Tax services provided to Indra Sistemas' branch in India in relation to tax returns, tax inspections by the tax authorities, transfer pricing and general tax assistance</p>	<p>Indra Sistemas, S.A.</p>	<p>24</p>	<p>Deloitte has been working with Indra since 2010 in relation to assisting with the preparation of the tax return as a non-resident entity in India and the resulting tax inspections, so it has a high level of understanding of the tax aspects affecting the Company and historical knowledge that is difficult to replace.</p>
<p>Renewal of tax services provided to the Indra Sistemas branch in India in relation to tax returns, their completion and filing with the tax authorities, general tax advice and attendance in proceedings heard by the Income Tax Commissioner</p>	<p>Renewal of tax services provided to the Indra Sistemas branch in India in relation to tax returns, their completion and filing with the tax authorities, general tax advice and attendance in proceedings heard by the Income Tax Commissioner</p>	<p>Indra Sistemas, S.A.</p>	<p>131</p>	<p>These are services approved in advance but that need their endorsement to continue being provided after exceeding one year.</p>

Other services

	Description	Group company contracting the service	Fees (thousand euro)	Reasoned opinion
2025 Directors Programme: event organised by Deloitte consisting of training talks for directors or future directors	Event organised by Deloitte consisting of training talks for directors or future directors	Indra Sistemas, S.A.	5	Training on corporate governance and the functioning of the Board of Directors. At no time will the event be aimed at promoting the products or services of the participants.

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