

# Proposals for resolutions and information supporting their content

May 2026

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 ORDINARY GENERAL MEETING OF INDRA SHAREHOLDERS, 2026**

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 of the items forming the subject of the agenda for the coming Ordinary General Shareholders' Meeting (hereinafter, the “**Meeting**” or the “**General Shareholders' Meeting**”), the justification for those items and the proposed resolutions that the Board of Directors has agreed to submit to the General Shareholders' Meeting in respect of each item.

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 ( “**SCA**”), 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 their proper understanding and allow shareholders to cast their votes based on the fullest knowledge of the matter in question.

Item one on the agenda is the proposed approval of the Annual Accounts and Management Report for the Company and its consolidated Group for the 2025 financial year.

Item two on the agenda contains a proposal for approval of the 2025 Consolidated Non-Financial Information Statement and Sustainability Information for 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.

Item three on the agenda relates to the submission to the Meeting of the proposed distribution of the profits obtained in the financial year ended on 31 December 2025 and the resulting payment of a dividend charged to those profits.

Item four contains a proposal for approval of the Board of Directors' management performance during the financial year ended on 31 December 2025.

With regard to the preceding items, you are informed that the following documents were published on the corporate website (www.indragroup.com) on 25 February 2026 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 Remuneration of Directors (“**ARR**”) and the Sustainability Report, all for the 2025 financial year. These documents are also available for consultation in the area reserved for the General Shareholders' Meeting on the Company's website since the said meeting was convened (<https://www.indragroup.com/es/accionistas/junta-general-accionistas/2026>) under the relevant agenda item.

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 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.

Item five on the agenda includes the following proposals: i) determination of the number of members of the Board of Directors; ii) ratification and re-election of Ángel Simón Grimaldos as “other external” director; iii) ratification and re-election of Josep María Recasens Laguarda as executive director; and iv) the appointment of Magdalena Jacoba Bertram López as proprietary director acting on behalf of Amber Capital UK LLP; all for a statutory three-year period.

From the moment that the Ordinary General Shareholders’ Meeting was convened, the professional profiles of the directors mentioned above were made available to shareholders on the Company’s corporate website, along with the relevant reports and/or proposals by the Appointments, Remuneration and Corporate Governance Committee (“**ARCGC**”) and the Board of Directors, as required under Article 529 *decies* of the SCA, which contain information supporting the assessment of the proposed candidates’ skills, experience and merits.

Item six on the agenda relates to the submission for approval of 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 Companies Act.

Item seven on the agenda relates to the submission for approval of the new Director Remuneration Policy. Both the Policy proposal and the specific report prepared by the ARCGC are available for consultation by shareholders.

Under item eight on the agenda, authorisation is sought from the General Shareholders’ Meeting, pursuant to the requirements of Article 219 of the SCA, for authorisation of the allocation of shares to the CEO as Variable Annual Remuneration. This share allocation is provided for in the Remuneration Policy, which is in turn submitted for approval under item seven on the agenda.

Item nine on the agenda relates to the submission for approval of the 2026-2030 Medium-Term Incentive, pursuant to the contents of Article 219 of the Spanish Companies Act.

Under item ten on the agenda, pursuant to the contents of Article 541 of the LSC, the ARR for the 2025 financial year is submitted to the General Shareholders’ Meeting for consultative purposes. This report was submitted to the CNMV on 25 February 2026 together with the ACGR.

Item eleven on the agenda gives the Board's Chairman, Deputy Chairwoman, Secretary and Deputy Secretary the right to formalise, register and execute the resolutions adopted by the General Shareholders' Meeting.

In accordance with the best recommendations in matters of corporate governance, the following reports are available to 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 2025 and of the Appointments and Corporate Governance Committee ("**A&CGC**") and the Remuneration Committee ("**RC**") up until June 2025, and the ARCGC since July 2025; 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.indragroup.com](http://www.indragroup.com)) from the moment that the notice convening the Meeting is published.

**The Board of Directors**  
**26 May 2026**

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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 29 June 2026, at 12:30 p.m. (CEST), at first call or, if there is no quorum, on the following day, 30 June 2026, 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 2025.

**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 2025.

**Three.** Approval of the proposal for the distribution of profits obtained in the 2025 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 2025.

**Five.** Determination of the number of members of the Board of Directors. Ratification, re-election and appointment of directors:

5.1. Determination of the number of members of the Board of Directors.

5.2. Ratification and re-election of Ángel Simón Grimaldos as "other external" director.

5.3. Ratification and re-election of Josep María Recasens Laguarda as executive director.

5.4. Appointment of Magdalena Jacoba Bertram López as proprietary director representing Amber Capital UK, LLP.

**Six.** 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 Companies Act.

**Seven.** Approval of the Directors' Remuneration Policy.

**Eight.** Authorisation of the allocation of shares to the CEO by way of Variable Annual Remuneration under the terms of Article 219 of the Spanish Companies Act.

**Nine.** Approval of the 2026-2030 Medium-Term Incentive, under the terms of article 219 of the Spanish Companies Act.

**Ten.** Consultative vote on the Annual Remuneration Report for 2025.

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

## **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 29 June 2026, 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 28 November 2025, 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.indragroup.com](http://www.indragroup.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 2025, as well as the auditor's reports).
- (iv) Consolidated Non-Financial Information Statement and Sustainability Information 2025.
- (v) The 2025 Annual Corporate Governance Report prepared by the Board of Directors.
- (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 of Directors 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 seven on the agenda, the contents of the Director Remuneration Policy that is proposed for approval at this Meeting and the specific report from the Appointments, Remuneration and Corporate Governance Committee referred to in Article 529 *novodecies*, section 4, of the Spanish Companies Act.
- (ix) The 2025 Annual Report on Director Remuneration prepared by the Board of Directors.
- (x) 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.
- (xi) 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 2025, of the Appointments and Corporate Governance Committee and the Remuneration Committee up until June 2025, of the Appointments, Remuneration and Corporate Governance Committee since July 2025, the Report on the independence of the external auditor for 2025, as well as the Auditing and Compliance Committee Report on related-party transactions, for 2025.
- (xii) The Sustainability Committee Performance Report for the 2025 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](mailto:accionistas@indracompany.com), or use the forms provided for this purpose on the Company's corporate website ([www.indragroup.com](http://www.indragroup.com)).

## **SPECIAL REPORTING INSTRUMENTS**

In accordance with the provisions of Article 539 of the Spanish Companies Act, the Company has a corporate website, [www.indragroup.com](http://www.indragroup.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.indragroup.com](http://www.indragroup.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 ratification, re-election or appointment is submitted to the General Meeting under this item), seven and ten on the agenda; and if he is the CEO of the Company, he may also be in a situation of conflict of interest with items eight and nine; he 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.indragroup.com](http://www.indragroup.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.indragroup.com](http://www.indragroup.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.indragroup.com](http://www.indragroup.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.indragroup.com](http://www.indragroup.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.indragroup.com](http://www.indragroup.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.indragroup.com](http://www.indragroup.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 29 June 2026, 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.indragroup.com](http://www.indragroup.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 24 June 2026 and 23:59 hours (CEST) on 28 June 2026.

#### 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 his/her intervention.

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 in person 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.indragroup.com](http://www.indragroup.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.indragroup.com](http://www.indragroup.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](mailto: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 30 June 2026 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.

**José María de Paz Arias**

**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 2025.**

### **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 2025, prepared by the Board of Directors at its meeting of 25 February 2026.*

*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 Notes to the Accounts and section C.1.39 of the Annual Corporate Governance Report, which is the section that includes the Management Report, set out the undertakings made by the Company with its senior executives, including the CEO, in the event that their contractual relationship with the Company is terminated.*

*The completed annual accounts show a profit after tax of €154,156,046.65.*

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 2025, prepared by the Board of Directors on 25 February 2026.*

*The consolidated annual accounts show a profit after tax attributed to the parent Company in the amount of €435,828,974.37.*

**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 2025.**

### **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 2025, which forms part of the Management Report.*

**Item three on the agenda: Approval of the proposal for the distribution of profits obtained in the 2025 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 2025, prepared by the Board of Directors at its meeting of 25 February 2026, show a profit after tax of €154,156,046.65.

It is proposed that this profit be distributed as follows:

To dividends	€52,996,320.60
Negative results from prior years	€101,159,726.05

The dividend will be paid out on 9 July 2026. The dividend breaks down into the following amounts for each share:

Gross amount:	€0.300
19% withholding:	€0.057
Net amount:	€0.243

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 €0.30 gross per share, excluding treasury stock, in application of the provisions contained in Article 148, section a) of the Spanish Companies Act, with the amount allocated to "offset of prior-year losses" being adjusted accordingly.

### **Item four on the agenda: Approval of the Board of Directors' management performance during the financial year ended on 31 December 2025.**

#### **Proposal for resolution**

Approve the Board of Directors' management performance during the financial year ended on 31 December 2025.

#### **Justification of proposals under agenda items one to four**

- It is proposed that the General Shareholders' Meeting examine and approve 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 2025.

Pursuant to the Spanish Commercial Code, the SCA and other applicable regulations, the Annual Accounts and the various documents from which they are comprised were prepared by the Board of Directors on 25 February 2026, in eXtensible HyperText Markup Language (XHTML) digital format, and the consolidated financial statements are tagged using standard eXtensible Business Reporting Language (XBRL), pursuant to the contents of Directive 2004/109/EC and Delegated Regulation (EU) 2019/815. They were notified to the CNMV on 25 February 2026.

Both the individual and consolidated Annual Accounts and Management Report have been certified by the CFO and by the Company's General Manager of Management Control – who held that position in 2025 – who were 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 2025 financial year.

- It is also proposed, in a separate item on the agenda, that the General Shareholders' Meeting approve the Consolidated Non-Financial Information Statement and Sustainability Information for the Company and its subsidiaries for the 2025 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 Regulations at its meeting on 25 February 2026 prior a favourable report by the Auditing and Compliance Committee, has been reviewed by the Sustainability Committee, which is afforded the power under the Board of Directors Regulations to determine the general principles and criteria that are to govern its contents. The content of the report has also been verified by an independent third party (Deloitte Auditores, S.L.).

The Sustainability Report has been prepared in accordance with Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 (the Corporate Sustainability Reporting Directive or CSRD), and Commission Delegated Regulation (EU) 2023/2772, which supplemented Directive 2013/34/EU and which contains the European Sustainability Reporting Standards (ESRS). It also complies with the requirements of Act 11/2018, amending the Spanish Code of Commerce; the consolidated text of the Spanish Companies Act, approved by Royal Legislative Decree 1 of 2 July 2010 and the Act on Auditing Accounts in matters of non-financial information and diversity.

As was the case in the 2024 report, 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”) that is associated with actions or processes linked to economic activities that qualify as environmentally sustainable, with regard to the goals established for Climate Change mitigation and adaptation and the targets for the sustainable use and 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. In the Sustainability Report, Indra publishes information on the risks, business model, policies, strategy, performance, results and 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 to be used to manage them. The Sustainability Report also gives an account of the Company’s compliance with the Sustainability Policy, its reference framework for ensuring responsible behaviour, setting 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 affirms 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.

As a result of its good performance in respect of social, environmental and governance issues, the Company has been rated the world’s third most sustainable company in the IT Services sector, according to S&P Global’s prestigious Sustainability Yearbook 2026. It is also the only European company ranked among the top 10% of global leaders in sustainability within its sector. This assessment enables the Indra Group to remain listed on major international indices, including the Dow Jones Best-in-Class indices (formerly known as the Dow Jones Sustainability Index), where the Indra Group has maintained a continuous presence for over 20 years. In 2025, the Company once again received the top Leadership (A List) rating from the Carbon Disclosure Project (CDP), the leading international index for climate transparency, recognising the company as a global leader in climate action and transparency.

Other indices such 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 2025, Indra also maintained a low ESG risk rating from Sustainalytics, in recognition of its effective strategy for the mitigation of ESG risk.

In addition, Indra obtained a Gold medal in an assessment carried out by EcoVadis, a global benchmark for corporate sustainability ratings. Indra has also been recognised as a Top Employer in Spain for the eighth consecutive year, cementing its position as one of the best companies to work for in Spain and reaffirming its commitment to excellence in talent management and professional development.

For the first time, Indra was included in the MSCI World Index in 2025 based on its stock market performance.

- Finally, approval of the management performance of the Board of Directors includes ratification of the activities engaged in by members of the Board and its Committees: Auditing and Compliance Committee, A&CGC up until June 2025, RC up until June 2025, ARCGC since July 2025, Executive Delegate Committee, Sustainability Committee and Strategy Committee. The duties of each of these Committees and the rules regarding their composition are described in the Board of Directors Regulations. 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 Board of Directors Regulations are available on the company's website.

### **Additional documentation**

In connection with the proposals detailed above, shareholders can find the Annual Accounts and Management Reports for Indra Sistemas, S.A. and its Consolidated Group, their respective audit reports, the ACGR, the ARR and the Consolidated Non-Financial Information Statement and Sustainability Information, all for the 2025 financial year, on the Company's website at [www.indragroup.com](http://www.indragroup.com). Also available for consultation by shareholders on the Company's website is the information that was made public on 25 February 2026 when the 2025 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: DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS. 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, Remuneration and Corporate Governance Committee and the Board of Directors:

**5.1. Determination of the number of members of the Board of Directors**

*To set the number of members of the Board of Directors at 14, within the minimum and maximum limits provided for in Article 21 of the Company Bylaws.*

**5.2. Ratification and re-election of Ángel Simón Grimaldos as “other external” director**

*To ratify the appointment of Ángel Simón Grimaldos, by co-option by means of a resolution adopted by the Board of Directors at a meeting held on 1 April 2026, and to re-elect him to the position of “other external” director for the statutory period of three years, upon the proposal of the Board of Directors, following a favourable report from the Appointments, Remuneration and Corporate Governance Committee. The personal details of the proposed director shall be recorded for the purposes of their entry at the Mercantile Registry.*

**5.3. Ratification and re-election of Josep María Recasens Laguarda as executive director**

*To ratify the appointment of Josep María Recasens Laguarda, by co-option by means of a resolution adopted by the Board of Directors at a meeting held on 26 May 2026, 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, following a favourable report from the Appointments, Remuneration and Corporate Governance Committee. The personal details of the proposed director shall be recorded for the purposes of their entry at the Mercantile Registry.*

**5.4. Appointment of Magdalena Jacoba Bertram López as proprietary director, acting on behalf of Amber Capital UK LLP**

*To appoint Magdalena Jacoba Bertram López to the position of proprietary director acting on behalf of Amber Capital UK LLP for the statutory period of three years, at the proposal of the Board of Directors and prior a favourable*

*report from the Appointments, Remuneration and Corporate Governance Committee. The personal details of the proposed director shall be recorded for the purposes of their entry at the Mercantile Registry.*

### **Justification of proposals and additional documentation**

The proposal for resolution set out in Item 5.1 on the agenda for the Ordinary General Shareholders' Meeting refers to the need to restore the structure and composition of the Board of Directors so that it may adequately perform its duties in a way that encourages efficient operation and participation by all of its members. It also provides a response to the commitment that the Company has made to ensure that at least one half of its members are independent directors.

If this proposal for resolution is approved together with the other proposals included in item five on the agenda, then Recommendation 13 of the Code of Good Governance for Listed Companies (with regard to the size of the Board) would once again be respected, along with Recommendation 15 (with regard to the presence of women on the Board of Directors) and Recommendation 17 (with regard to the independence of the Board of Directors).

Furthermore, the Company would be in compliance with the requirements set out in Spanish Act 2 of 1 August 2024, on fair representation and the equal presence of women and men, along with the contents of Article 529 *bis*, section 3, of the Spanish Companies Act, under which the Board of Directors must be formed in such a way that ensures the presence of at least 40% of the lesser represented sex, since the Board of Directors would subsequently comprise fourteen members: eight male directors (representing 57.14% of the total number of directors) and six female directors (representing 42.86% of the total number of directors).

With regard to the remaining proposals included in item five of the agenda, from the moment that notice is given for the meeting, the following documents will be available to shareholders on the Company's website: i) the supporting reports and proposals prepared by the ARCGC and the Board of Directors pursuant to the terms of Article 529 *decies* of the SCA, which assess the skills, experience and merits of the candidates whose ratification, re-election and appointment is proposed, and which include the skills matrix of the Board resulting from such proposals; 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 SCA.

**ITEM SIX ON THE AGENDA: AUTHORISATION TO REDUCE THE ADVANCE NOTICE PERIOD FOR THE CONVENING OF EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS, 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 Companies Act, it is proposed to authorise and approve the convening of extraordinary General Meetings of the Company's shareholders with a minimum of twenty-one (21) days notice, provided that the Company offers shareholders the effective possibility of voting electronically and this channel is available to all of them. This authorisation is granted until the date on which the next ordinary General Meeting of the Company's shareholders is held.*

**Justification of the proposal**

Article 515 of the SCA permits 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 via electronic channels.

The Company believes that it is convenient to have a mechanism that allows extraordinary General Shareholders' Meetings to be convened swiftly and in a more flexible way in the event that it becomes necessary for the General Shareholders' Meeting to approve certain resolutions 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 flexibility 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 that shareholders who wish to vote electronically have 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 SEVEN ON THE AGENDA: APPROVAL OF THE DIRECTOR'S REMUNERATION POLICY.**

### **Proposal for resolution**

*Pursuant to the contents of Article 529 novodecies of the Spanish Companies Act, the specific report prepared to this end by the Appointments, Remuneration and Corporate Governance Committee and the reasoned proposal of the Board of Directors, to approve the Director's Remuneration Policy of Indra Sistemas, S.A., which will come into force from the date on which it is approved and remain in force for the following three years, and which, pursuant to the contents of the aforementioned Article, is in line with the remuneration system provided for in the Bylaws. The text of this Policy was made available to shareholders when the notice convening the General Shareholders' Meeting was published.*

### **Justification of the proposal**

In view of the reasoned report issued by the ARCGC, with which it agrees in its entirety, and pursuant to the contents of Article 529 novodecies of the Spanish Companies Act, the Board of Directors hereby submits a new Director Remuneration Policy for approval by this General Shareholders' Meeting before the end of the last year to which the previous Policy, approved by the General Shareholders' Meeting for the period from 2024 to 2026, applies. The Board of Directors also proposes that it come into effect from the date on which it is approved and that it remain in effect over the following three financial years, without prejudice to incentives pending settlement granted under the previous Policy and to any adjustments or updates that the Board of Directors may make, where applicable, pursuant to the contents of the Policy itself, and to any amendments that may be approved from time to time by the General Meeting of the Company's Shareholders.

The Remuneration Policy for which approval is sought is compatible with the Company's corporate strategy, interests and long-term sustainability. It responds to the interests of its stakeholders and is consistent with the appropriate and efficient management of risk. The proposed Policy essentially maintains the fundamental principles of the previous Remuneration Policy, bearing in mind the support that the shareholders showed in general terms for the remuneration policies proposed by the Board of Directors, and the votes on annual reports relating to remuneration to which the said Policy applied (shareholder SEPI's policy of abstaining in relation to these resolutions should be borne in mind).

Notwithstanding the foregoing, the Policy adapts the remuneration system to the current governance structure, under which the Chairman/woman of the Board of Directors does not assume executive duties and the CEO – whose proposed ratification and re-election is submitted to this General Shareholders' Meeting under item 5.3 on the agenda – is the Company's most high-ranking executive.

During preparation of the Remuneration Policy, external advice was received from firms with a recognised reputation and experience in matters involving the remuneration of directors and senior executives.

### **Additional documentation**

From the moment that notice of the Meeting is published on the corporate website, the text of the Remuneration Policy submitted for approval by the Meeting, as prepared by the Board of Directors at the proposal of the ARCGC, will be made available to shareholders, along with the specific report prepared by the latter Committee, pursuant to the contents of Article 529 *novodecies* of the Spanish Companies Act. Shareholders may ask for all of these documents to be delivered or sent to them free of charge.

## **ITEM EIGHT ON THE AGENDA: AUTHORISATION OF THE ALLOCATION OF SHARES TO THE CEO BY WAY OF VARIABLE ANNUAL REMUNERATION UNDER THE TERMS OF ARTICLE 219 OF THE SPANISH COMPANIES ACT**

### **Proposal for resolution**

*Pursuant to the contents of Article 219 of the Spanish Companies Act, to approve the allocation of Company shares to the CEO, in the form of Variable Annual Remuneration (“VAR”), in accordance with the terms of the 2024-2026 Director Remuneration Policy (the “Remuneration Policy”) which has been submitted for approval under item seven on the agenda for this Meeting, with regard to the shares accrued by way of VAR following application of this policy. The Remuneration Policy establishes that payment of 30% of the VAR corresponding to the financial years in which this Policy applies will be received in its entirety in the form of Company shares, the number of which shall be set on the date on which the Board of Directors approves the variable annual remuneration to which the CEO is effectively entitled, depending on compliance with the targets established. The number of shares to be awarded will be calculated on the basis of the average share price during the thirty stock market trading sessions preceding the date of the Board’s resolution. The shares to which this payment policy applies shall be allocated and handed over within the three (3) months immediately following the close of the financial year, after the Board of Directors and the Appointments, Remuneration and Corporate Governance Committee have evaluated compliance with the targets set for the financial year in question; the Sustainability Committee also participates in this assessment with regard to ESG targets.*

*If the Director Remuneration Policy submitted for approval under item seven of the agenda is approved, it will take effect upon approval (expected to be 30 June 2026).*

*As a consequence of the foregoing, it is necessary to submit to this General Shareholders' Meeting, in addition to the authorisation for the award of shares by way*

of VAR for 2027, 2028 and 2029, an updated version of the authorisation to award shares by way of VAR for 2026, which was approved by the Ordinary General Shareholders' Meeting on 30 June 2023 in favour of the CEO, insofar as an update to his fixed remuneration is proposed during the aforementioned financial year.

The conditions governing the allocation of Company shares by way of VAR are as follows:

- **Beneficiary:**  
The CEO.

- **Number of shares to be allocated:**  
The maximum number of shares that may be allocated, where applicable, to the CEO, pursuant to the terms of the Remuneration Policy, will depend on the degree to which the established targets have been met in each case and on the average share price over the thirty days prior to the date on which the Board of Directors, working together with the Appointments, Remuneration and Corporate Governance Committee and the Sustainability Committee, assesses the level of compliance with the targets established in each case and calculates the number of shares accrued.

The VAR accrued by the CEO will be paid within three (3) months following year-end, and will be calculated for each financial year in accordance with the following formula:

$$RVA_{Ej} = RF \times \%IT \times CP$$

where:

- "VAR yr": is the VAR accrued by the CEO in a particular financial year.
- "FR": is the fixed remuneration paid to the CEO in cash. If the Director Remuneration Policy submitted for approval under item seven of the agenda is approved, this amount would total €710,000<sup>1</sup>;
- "%TA": is the target amount of the VAR, expressed as a percentage of the FR, which amounts to 140%.
- "PC": is the payment coefficient that results from the level of compliance with targets calculated by the Board of Directors, and this may not exceed 1.2.

Therefore, the number of shares that, where applicable, is allocated to the CEO in the form of VAR will be calculated for each of the financial years included under the Remuneration Policy in the following way:

<sup>1</sup> The fixed remuneration paid in cash to the CEO may be increased by a maximum of 10% over the period during which the remuneration policy remains in force, following a duly reasoned proposal from the Appointments, Remuneration and Corporate Governance Committee, a properly detailed explanation of which will be published in the relevant Annual Remuneration Report.

$$\text{No. Sh.} = \frac{(\text{VAR yr} \times 30\%)}{\text{ShPr.}}$$

where:

- “No. Sh.”: is the number of shares accrued by the CEO in the form of VAR for the financial year in question.
- “ShPr.”: is the average price of an Indra share during the thirty stock market trading sessions preceding the date of the Board resolution in which the Board of Directors determines the degree to which targets have been met.

Pursuant to the foregoing, and by way of example, the maximum number of shares that the CEO could receive in each of the financial years (which would require them in turn to have met all the targets to the highest degree possible) would be calculated as follows:

(i) Maximum number of shares for the CEO for 2026 = taking into account the increase in fixed remuneration that would take effect upon approval of the Director Remuneration Policy submitted for approval under item seven of the agenda, this would amount to €194,116 /ShPr. Any shares allocated to the CEO will be granted in proportion to the length of time he/she has served in that position.

(ii) Maximum number of shares for the CEO for each year, 2027, 2028, and 2029 = €357,840/ShPr.

### **Justification of the proposal**

Approval is sought from this Meeting, pursuant to the requirements of Article 219 of the Spanish Companies Act, for authorisation to allocate shares to the CEO in payment of the Variable Annual Remuneration accrued under the 2024-2026 Remuneration Policy which has been submitted for approval under item seven on the agenda, as well as the update to the authorisation for the delivery of shares as part of the VAR approved by the Ordinary General Shareholders’ Meeting of 30 June 2023, with respect to the CEO’s VAR for 2026.

## **ITEM NINE ON THE AGENDA: APPROVAL OF THE 2026-2030 MEDIUM-TERM INCENTIVE, UNDER THE TERMS OF ARTICLE 219 OF THE SPANISH COMPANIES ACT**

### **Proposal for resolution**

To approve a Medium-Term Incentive Plan consisting of the award of Indra Sistemas, S.A. shares to the Group's management and employees, including the person holding the position of Indra CEO (hereinafter, the "Plan"), pursuant to the following basic terms and conditions:

**1. Description of the Plan:** the Plan consists of the award to Participants (as this term is defined below) of a specific number of Indra shares in the form of variable remuneration, based on compliance with the multi-annual targets established for each of the cycles into which the Plan is to be divided. The targets will be approved by the Board of Directors for each of the Plan's cycles, at the recommendation of the ARCGC, within the framework set out in the Indra Director Remuneration Policy that is in force at the relevant time.

**2. Aim:** to encourage commitment to the Company and its strategic plan from Indra Group managers and employees, including the Group's CEO, linking their remuneration to the creation of value for Indra's shareholders and to the sustainable achievement of strategic objectives in a way that is aligned with best practices in matters of remuneration, and offering a competitive remuneration package that will help Indra retain the managers and employees who occupy key positions at the Group. For the purposes of the contents of this Plan, it will be understood that 'Indra Group' refers to the group of companies whose dominant company is Indra, in the manner described in Article 42 of the Spanish Commercial Code.

**3. Participants in the Plan:** managers and employees of the Indra Group, including its CEO, who are invited to participate in the Plan and who agree to its governing terms and conditions may become participants in the Plan, provided that they comply with the requirements established to this end from time to time (hereinafter, the "Participants").

**4. Duration of the Plan:** the Plan will have a total duration of five years, and it will be divided into three cycles, each of which will last for three years (i.e. the shares that correspond to each cycle will be awarded once three years have elapsed following the beginning of each cycle) and each of which will be independent of the others. The first cycle will be understood to begin on 1 January 2026 (with the award of the relevant shares during 2029, once the accounts for the 2028 financial year have been prepared and audited), the second cycle will begin on 1 January 2027 (with the award of the relevant shares during 2030 once the accounts for the 2029 financial year have been prepared and audited), and the third cycle will begin on 1 January 2028 (with the award of the relevant shares during 2031 once the accounts for the 2030 financial year have been prepared and audited).

**5. Maximum number of Indra Sistemas, S.A. shares included in the Plan:** the maximum total number of Indra shares that will be awarded to Participants under the terms of the Plan at the end of each cycle will be the number that results from dividing the maximum amount allocated to that cycle by the Baseline Value, which will be defined in the following way:

- For the first cycle (2026-2028), it will be €52.2387.

- For the second cycle [2027-2029] and the third cycle [2028-2030], it will be the weighted average Indra share price during the thirty market trading days prior to 1 January of the first year of each cycle.

In the event that the targets set out in the Plan have been met, the person holding the position of Indra CEO will be entitled, at the end of each of the three cycles, to receive a number of shares with a value that is equivalent, taking account of the Baseline Value, to 160% of the Fixed Annual Remuneration established in the Remuneration Policy for the CEO. In the event of maximum compliance with the targets set out in the Plan, a number of shares will be awarded with a value that is equivalent, taking account of the Baseline Value, to 200% of the Fixed Annual Remuneration [125% of the target]. For the first cycle, these amounts will be proportionally adjusted from the date of his appointment by co-option.

The maximum number of shares corresponding to the Chief Executive Officer for the three cycles of the Plan amounts to ninety-two thousand eight hundred and eighty-nine [92,889]. For the Plan's first cycle, this maximum number of shares amounts to twenty-three thousand and forty-one [23,041] taking into account the effective date of his appointment by co-option. In any case, the number of shares to be paid will depend on the degree to which the Plan's objectives are met. For each of the remaining cycles, the Board of Directors, following a report by the ARCGC, will determine the maximum amounts that are to serve as a basis, depending on the relevant Baseline Value, for establishing the maximum number of shares that may be subject to award, and this maximum amount may not under any circumstances exceed 200% of the Fixed Annual Remuneration amount for each of the Plan's remaining cycles.

The number of shares that are effectively awarded to the CEO at the end of each cycle under the terms of this Plan, along with the number of shares effectively awarded to the Group's other managers, will be subject to notification in the manner set out in the applicable legal provisions.

**6. Requirements and conditions for the award of shares:** the specific number of Indra shares that, within the maximum number established, will be awarded to Participants at the end of each cycle, will be determined on the basis of compliance with the financial and economic targets set, the creation of value for shareholders, and the targets linked to sustainability. For each of the Plan's cycles, the Board of Directors will approve the corresponding targets, at the proposal of the ARCGC, within the framework set out in the Indra Director Remuneration Policy that is in force at the relevant time.

For each of these established metrics, the Board of Directors will, at the proposal of the ARCGC, determine an achievement scale that will at least include (i) a minimum compliance threshold, below which no incentive payment will be made, (ii) a target compliance level, for which 100% of the incentive assigned to the target in question will be paid, and (iii) a maximum compliance level. In all cases, the weighted payment percentage will be limited to 125%.

The Annual Report on Directors' Remuneration will give details of the specific targets, weightings and, where relevant, the applicable achievement scales for the cycles of the Plan that remain ongoing at the time in question.

**7. Evaluation and settlement:** Notwithstanding the fact that the incentive accrues at the close of the last financial year in each cycle of the Plan, participants will not receive the shares to which they may be entitled (where applicable) until the Board of Directors, following a report from the ARCGC, makes an appraisal of the degree to which the targets set out in the previous section of this agreement have been met.

When evaluating compliance with targets, in accordance with the provisions of the Remuneration Policy the Board and the ARCGC may discount any circumstances that relate to the ordinary course of business and that have had an effect on the achievement of those targets and fall outside the director's direct management responsibilities. In addition, when assessing targets, the Board and the ARCGC may give weight to other circumstances, such as the macro-economic situation or Indra's relative performance as compared with comparable market or business sectors, among other factors.

In certain special circumstances that result from internal or external factors, the ARCGC may propose that the Board apply other criteria or require the achievement of other goals in order to calculate medium-term remuneration. The details of any such adjustments will be broken down in the relevant Annual Remuneration Report.

The award of shares will be subject to the permanence conditions set out in the CEO's contract, notwithstanding compliance with any other conditions and requirements that may be established or any normal exceptions that may be applied for reasons of opportunity. In the event that, while the Plan remains in force, the CEO is removed from his post for reasons due to the Company, he will be entitled to receive the incentive payment at the same time as the other Participants and calculated in the same way, proportionally for the number of days that have elapsed between the date on which the cycle in question began and the effective date of his departure. He/she will not be entitled to any incentive when his/her contract is terminated as the consequence of a serious and culpable breach by the CEO of his/her legal, statutory or contractual obligations, provided that the breach in question is duly proven and confirmed by the courts in the event of any disagreement over its existence.

The CEO may not transfer the shares received during a period of three years following their award, unless he/she directly or indirectly owns a number of shares that is equivalent to twice his/her fixed annual remuneration, or unless the Board of Directors specifically authorises them to do so due to the existence of exceptional and justifiable circumstances. In any case, shares awarded to the CEO will be subject to a one-year holding period from the date they are awarded.

**8. Cancellation and reimbursement:** With regard to the shares awarded (or to be awarded) within the framework of the Plan, the Board of Directors will assess, after receiving a report from the ARCGC, whether it should: i. wholly or partially cancel

the right to receive any shares that are pending award (malus), and/or ii. be wholly or partially reimbursed for the shares awarded within twenty-four months of their award (clawback), when the circumstances provided for in the CEO's contract have arisen, as detailed in Section 3.3 of this Remuneration Policy.

**9. Delegation of powers:** The powers necessary to implement, develop, formalise, execute and pay the Plan, and to adopt any resolutions and sign any public or private documents that may be required or convenient for it to be fully effective are delegated to the Board of Directors, which is expressly authorised to appoint a substitute to exercise these powers, which shall include powers to correct, rectify, amend or supplement this agreement.

In particular, purely by way of illustration, and notwithstanding any other grant of powers or authorisation that already exists, the following powers are delegated to the Board of Directors, which is expressly authorised to appoint a substitute to exercise these powers:

- a) To prepare and establish the specific conditions for the Plan where they are not provided for in this present agreement, with the power to approve rules for the operation of the Plan including, though not limited to, the possibility of identifying cases for the advance payment of the incentive.
- b) To name the beneficiaries of the cycles of the Plan, and to set the maximum number of shares to be assigned to each beneficiary.
- c) Where applicable, to revoke previously agreed designations and assignments of shares, when deemed appropriate.
- d) To decide not to implement the Plan or any of its cycles, or to render the Plan or its cycles wholly or partially without effect, and to exclude certain groups of potential Participants or Indra Group companies, when the circumstances make this advisable.
- e) To the extent that the legal rules that apply to some of the participants or to certain Indra Group companies make this necessary or advisable, or when this is required or becomes advisable for legal, regulatory, operational or other similar reasons, to adapt the basic conditions established, either generally or specifically, including (though not limited to) the possibility of adapting the mechanisms by which shares are handed over, without altering the maximum number of shares linked to the Plan, and to provide for and execute the total or partial settlement of the incentive in cash.
- f) To formalise and implement the Plan in the way it deems convenient, taking all the actions required for its optimum execution.
- g) To draft, sign, submit and publish any public or private communications and documents that may be necessary or convenient in relation to any public or private body, in order to ensure the implementation and execution of the Plan.

h) To take any action, make any declaration or complete any process with any public or private body, organisation or registry in order to obtain any authorisation or verification required for the implementation and execution of the Plan.

i) To name, where applicable, the banking, depositary or savings institution or institutions that are to provide the Company with services in relation to the formalisation and administration of the Plan, and to negotiate, agree to and sign the relevant contracts with the banking institution or institutions selected, along with any other contracts or agreements that may be appropriate with any other institutions and, where applicable, with the beneficiaries, in relation to the implementation and execution of the Plan, in the terms and conditions deemed appropriate.

j) To adapt the contents of the Plan in line with any circumstances or company operations that may arise during the time that it remains in force, in the terms and conditions deemed necessary or useful at any time to ensure its purpose.

k) And, in general, to take any action and sign any documents deemed necessary or useful to ensure the validity, efficacy, implementation, development, execution, settlement and correct operation of the Plan.

## **ITEM TEN ON THE AGENDA: CONSULTATIVE VOTE ON THE ANNUAL REMUNERATION REPORT FOR 2025**

### **Proposal for resolution**

*Pursuant to the contents of Article 541 of the Spanish Companies Act, to approve, in consultative form, the Annual Director Remuneration Report for 2025, which was prepared by the Board of Directors, prior a favourable report from the Appointments, Remuneration and Corporate Governance Committee, at its meeting of 25 February 2026.*

### **Additional documentation**

From the moment that notice is given to convene the Meeting, the 2025 ARR prepared by the Board of Directors under the terms of Article 541 of the LSC, following a favourable report from the ARCGC, will be made available to shareholders on the Company's website.

The 2025 ARR is fully compliant with the official content and model approved in CNMV Circular 3 of 28 September 2021, and it was submitted to the CNMV on 25 February 2026.

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

**ITEM ELEVEN ON THE AGENDA: AUTHORISATION AND DELEGATION OF POWERS FOR THE FORMALISATION, ENTRY 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 to the Board of Directors and the Deputy Secretary to the Board of Directors, powers to allow each of them individually to formalise and publicly record the resolutions adopted at this Meeting and, in particular, to interpret, correct, execute and implement the said resolutions. The power to correct will include the right to make any amendments or additions that may be necessary or advisable as a consequence of any observations or requirements made by the market regulatory bodies, the Stock Markets, the Mercantile Registry and any other public authority with powers relating to the resolutions adopted.*

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

[indragroup.com](http://indragroup.com)

