



DISTANCE VOTIG CARD

In order to exercise your voting right not attending to the Annual Shareholders Meeting to be held at the corporate offices of the Company located at Alcobendas (Madrid), Avenida de Bruselas 35, this upcoming 28th June, 2017 at first call at 12:30 p.m. or, in the event a quorum is not present the next day, 29th June, 2017 at the same time and place on second call, you may use this form.

Shareholder Data

Name Surname/ Corporate Name (i)	
Official ID Shareholder Number	
Total Number of Shares	
Entity/ies where shares deposited	
Securities account	

- (i) If the case that the shareholder were a legal entity, the representative who signs the form shall be entitled as such effects, and will have to prove to the Company by sending relevant documentation (copy of power, public deed of director appointment, etc...)

Please mark the option regarding your vote decision for each item of the Agenda. **In case you do not mark some of them, it will be assumed that your vote is in favour of the proposal made by the Board of Directors regarding the item of the Agenda unmarked which is annexed to this voting card.**

The Company reserves the right to verify information given by each shareholder by matching it with that provided by Iberclear, the entity in charge of the book entries for Company shares. In the event of a discrepancy between the number of shares communicated by the Shareholder on the proxy card, by electronic voting, or by forms made available on the corporate website (www.indracompany.com) and the number in the book entries as communicated by Iberclear, the number of shares registered by Iberclear shall be considered valid for quorum and voting purposes.

Once this form has been filled in and duly signed, it may be given back by post or taken directly to the corporate office of the Company (*Oficina del Accionista, Av. de Bruselas 35, Alcobendas 28108, Madrid*) or sent to the company office by post.

[illegible]

Shareholder Signature (i)

Shareholders who vote using this procedure will be considered present for the purposes of assistance quorum.

In..... 2017

DATA PROTECTION

Pursuant to the provisions of the Data Protection Legislation, the shareholder expressly consents that his/her personal data as shareholder or shareholder representative sent to the Company for the exercise of the rights to information, attendance rights, proxy or voting rights at the Shareholders' Meeting, or which may be sent by banks and Securities Brokers where Shareholders have their shares deposited through Iberclear, will be used for the purposes of facilitating the development, compliance and management of Shareholder relationships and, where applicable, Shareholder representative relationships.

Additionally, notice is given that an audiovisual recording of the entire Meeting may be made in order to facilitate its progress and to adequately distribute it. Therefore the shareholder also consents, to the extent he or she attends and participates in it, that his/her image may be processed and published by means made available by the Company, which for this purpose will be streaming through the Company website (www.indracompany.com).

Consequently, it is hereby informed that the data provided by shareholders will be collected in a file belonging to the Company on which they will have the right to exercise their rights to access, rectification, erasure, cancellation, opposition, restriction of processing and data portability in the terms specified in the Data Protection Legislation by sending an e-mail to dpo@indra.es.

AGENDA

First.- Review and approval of the Financial Statements and the Management Report of Indra Sistemas, S.A. and its Consolidated Group for the fiscal year ended 31 December 2016.

Second.- Approval of the proposed allocation of results for fiscal 2016.

Third.- Approval of management by the Board of Directors during the fiscal year ended on 31 December 2016.

Fourth.- Appointment and re-election of Directors.

4.1. Appointment of Ms. Silvia Irazo Gutiérrez as Independent Director, upon proposal by the Nomination, Compensation and Corporate Governance Committee.

4.2. Appointment of Ms. María Rotondo Urcola as Independent Director, upon proposal by the Nomination, Compensation and Corporate Governance Committee.

4.3. Re-election of Mr. Ignacio Santillana del Barrio as Independent Director, upon proposal by the Nomination, Compensation and Corporate Governance Committee.

4.4. Re-election of Mr. Juan Carlos Aparicio Pérez as Proprietary Director representing the equity interest of Sociedad Estatal de Participaciones Industriales, upon proposal by the Board of Directors.

4.5. Re-election Mr. Adolfo Menéndez Menéndez as Proprietary Director representing the equity interest of Sociedad Estatal de Participaciones Industriales, upon proposal by the Board of Directors.

4.6. Re-election of Mr. Javier de Andrés González as Executive Director, upon proposal by the Board of Directors.

Fifth.- Delegation to the Board of Directors, with express power to sub-delegate, the authority to increase the capital stock of the Company consistent with the conditions contained in Article 297.1 b) of the LSC, including by means of the issuance of redeemable shares, and the authority to exclude pre-emptive rights, in which case any increase of capital pursuant to this delegation may not exceed 20% of the capital stock of the Company at the time of authorization at the Annual Shareholders' Meeting, it being understood that said limitation includes the amount of any increase in capital which may arise from the approval and execution of the proposal contained in Item Sixth of the Agenda.

Sixth.- Delegation to the Board of Directors, with express power to sub-delegate, the authority to issue in one or more offerings, bonds or debentures, simple, convertible, exchangeable into or for shares of the Company, as well as other fixed income instruments, warrants, and any other instruments conceding the right to acquire new share issuances, outstanding shares of the Company or of other companies, with a limit of 1,500 M€. This authorization includes the delegation of powers necessary, when appropriate, to: (i) determine the bases and means of conversion, exchange or exercise; (ii) increase capital stock in the amount necessary to carry out conversion requests; and (iii) exclude pre-emptive rights for said issuances, limited to a maximum of 20% of the nominal value of capital stock.

Seventh.- Consultative voting on the Annual Compensation Report 2016.

Eighth.- Approval of the Compensation Policy for Directors for period 2018-2020.

Ninth.- Approval and delegation of authority to formalize, enter and carry out the resolutions adopted at the Meeting.

This card may be exchanged at the date of the celebration of the General Shareholders' Meeting for another document issued by the Company in order to make easier the drafting of the attendants list.
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