

### DISTANCE VOTING CARD

In order to exercise your voting right not attending to the Extraordinary Shareholders Meeting to be held at the corporate offices of the Company located at Alcobendas (Madrid), Avenida de Bruselas 35, this upcoming 20 February 2017 at first call at 12:30 p.m. or, in the event a quorum is not present the next day, 21 February 2017 at the same time and place on second call, you may use this form.

### SHAREHOLDER DATA

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

(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](http://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.

Items of the Agenda	1 <sup>st</sup>
<b>For</b>	
<b>Against</b>	
<b>Abstain</b>	

<b>SHAREHOLDER Signature (i)</b>

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

In..... 2017

**DATA PROTECTION**

Personal data that Shareholders or their representatives send to the Company in order to exercise their information rights, attendance rights, proxy or voting rights at the Shareholders Meeting, or which may be sent by banks and Securities Brokers where Shareholders may have their shares deposited through Iberclear will be used for the purpose of managing the development, compliance and control of shareholder relationships and shareholder representative relationships where applicable.

Additionally, shareholders and their representative are put on notice that their data is collected in an automatic file belonging to the Company over which Shareholders may exercise their right to access, rectification, cancellation and opposition in accordance with that contained in the *Ley Orgánica de Protección de Datos de Carácter Personal 15/1999* written communication directed to the Company (Oficina del Accionista, Av. de Bruselas 35, Alcobendas 28108, Madrid).

The owner of the data, in all cases and when legally proceeds will have the right of access, rectification, cancellation and opposition, regarding the images recorded by Indra. Such rights may be exercised by addressing to the address before said.

## **AGENDA**

**First.-** *As a consequence of the submission of a public tender offer for the shares of TecnoCom, Telecomunicaciones y Energía, S.A. ("TecnoCom"), and conditioned upon authorization by the Comisión Nacional del Mercado de Valores ("Spanish Securities Exchange Commission" or "CNMV") and other competent administrative bodies, and pursuant to the terms and conditions contained within the tender offer, increase the share capital by no more than 2,591,371.80 euros by means of the issuance and placement in circulation of up to 12,956,859 shares of common stock with a par value of 20 euro cents each, of the same class and series as are currently in circulation, with a share premium to be established by the Board of Directors at the time of execution of the capital increase. Subscription and delivery of the new shares in exchange for non-cash consideration consisting of shares of TecnoCom whose owners do so through the Public Tender Offer for shares submitted by the Company, whether those owners exchange their shares voluntarily through the Public Tender Offer or, if applicable, in exercise of purchase rights through a forced sale. Declaration of the nonexistence of pre-emptive rights and the express possibility of an incomplete subscription of the increase in accordance with the provisions of Article 14.5 of the Real Decreto 1066/2007 of 27 July. Delegation to the Board of Directors, under the authority permitted by Article 297.1.a) of the Ley de Sociedades de Capital, the powers necessary to determine conditions of the increase not provided for at the shareholders' meeting including, among others, determination of the amount of the share premium, adapting Article 5 of the company bylaws to reflect the new amount of authorized capital. Request for listing of the newly issued shares on the Stock Exchanges in Madrid, Barcelona, Bilbao and Valencia and for their inclusion in the Sistema de Interconexión Bursátil Español ("Mercado Continuo").*

**Second.-** *Information for the meeting regarding the issuance of convertible bonds.*

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