

PROXY-GRANTING CARD

Shareholders of "Indra Sistemas S, A" not attending to the Extraordinary Shareholders Meeting to be held at the corporate offices of Indra 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, may delegate their votes to another person who is need not be a Shareholder by completing this form:

SHAREHOLDER DATA

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

PROXY HOLDER IDENTITY DATA

Name and Surname (ii)	
Official ID Shareholder Number (ii)	

- (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...)
- (ii) In case proxy is granted in favour of a member of the Board, providing his/her name or post shall suffice

Any proxy or representation which does not expressly indicate the person to whom the proxy is made or is generally to the Board of Directors will be conferred upon the Secretary of the Meeting.

Unless otherwise indicated by ticking the box NO below, the proxy applies to any proposed resolutions different to those drafted by the Board of Directors, as well to any items which may be submitted to vote in the Meeting, if permitted by Law.

NO

In accordance with articles 523 and 526 of the Spanish Companies Act, if the proxy holder be any member of the Board of Directors, said representative may find himself in a situation of conflict of interest regarding matters which are not included in the Agenda which may nonetheless be submitted to vote at the Meeting, when such is permitted by law.

For all proxies given to the Secretary of the Meeting or to a member of the Board of Directors where the proxy card does not contain express instructions to vote against or to abstain by ticking the boxes below, it is understood that in all instances the represented Shareholder has given specific instructions to vote in favour of all of the proposals drafted by the Board of Directors included in the Agenda.

EXPRESS INSTRUCTIONS TO VOTE

Items on the Agenda	1st
Against	
Abstain	

In the event that a proxy be applied in the manner indicated above, should the proxy empower the Secretary of the Meeting or a member of the Board of Directors, and the shareholder does not coffer instructions to vote in favour or to abstain by ticking the box below, it will be understood that the shareholder has conferred instructions to vote against said proposals.

EXPRESS INSTRUCTIONS TO VOTE (proposals of resolutions not included in the Agenda)

For	
Abstain	

<u>Shareholder signature (i)</u>

In....., on..... of 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 Extraordinary 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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