

PROXY PROCEDURE AND PROCEDURE FOR LONG DISTANCE VOTING

The Board of Directors, under the power granted by Article 14 of the Bylaws and Articles 7 and 12 of the Board rules, has authorized the following procedures and requirements for the exercise of proxy rights and long distance voting at this Annual Shareholders Meeting:

1. Representation by long distance communication means

Shareholders not attending the Meeting may delegate their votes by any means indicated below to another person, who need not be a shareholder.

The designated representative who attends the Meeting must prove his or her identity in the same fashion as attending shareholders. The representative may exercise his or her proxy and vote only by being physically present at the Meeting.

Any delegation or representation made generally to the Board of Directors and not any director in particular will be conferred upon the Secretary of the Board or, in his absence, whomever acts as Secretary of the Meeting.

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

Unless otherwise indicated by the represented Shareholder, the proxy applies to resolutions different from the ones drafted by the Board or to any matters permitted by law not included in the Agenda which may be submitted to the Meeting. In the event that a proxy delegated to the Board or an individual Director be applied in the matter described in the immediately preceding paragraph, and should such proxy contain no express instructions to vote in favour, then such votes shall be cast in opposition to any such proposal.

1.1. Delivery or correspondence by mail.

Proxy rights are conferred by filling in the section included for that purpose on the attendance card provided by the share registry depository or that which the Company makes available to Shareholders by means of its website (www.indra.es) in section dedicated to "General Shareholders Meeting". The Shareholder may obtain a Company proxy card by downloading one from the website and printing it; retrieving one from the corporate offices; or requesting that a copy be sent free of charge from the shareholder office.

The properly filled out and signed card should be sent by mail or hand delivered to the corporate office (Oficina del Accionista, Av. de Bruselas 35, Alcobendas 28108, Madrid) accompanied by a photocopy of an official government issued identification document.

No one may have more than one representative at the Meeting.

The Shareholder conferring his or her representation should communicate proxy and voting instructions, if any, to the designated representative. When a proxy is given to a member of the Board of Directors, the communication is complete upon receipt of the documentation constituting same at the corporate office.

1.2. Electronic Means

The delivery of proxies and notice to the Company may be made electronically through the Company website (www.indra.es). The procedure that a shareholder must follow for exercising his right to vote is explained there in detail. Shareholder must prove his or her identity by means of an unexpired electronic DNI or a recognized irrevocable electronic certificate issued by the *Fábrica Nacional de la Moneda y Timbre* (FNMT).

2. Long Distance Voting

Shareholders may exercise their right to vote without the need of attending the Meeting using means indicated below. Shareholders who vote in this way will be considered present for the purposes of quorum.

2.1. Hand or mail delivery

The exercise of the right to vote by this procedure is accomplished by filling out the appropriate section of the attendance card provided by the share depository or by completing the one made available by the Company to Shareholders on its website (www.indra.es) in section dedicated to "General Shareholders Meeting". The Shareholder may obtain a Company voting card by downloading and printing from the website, by retrieving one from the corporate office or requesting one be sent free of charge from the Shareholder Office.

A properly filled out card with original signature should be sent to the company office by post or it may be hand delivered to the corporate office (Oficina del Accionista, Av. de Bruselas 35, Alcobendas 28108, Madrid) accompanied by a photocopy of a government issued identification document.

In the event that the card does not indicate the way to be voted, it will be assumed in all cases that the Shareholder votes in favour of each of the proposed resolutions formulated by the Board of Directors which appear in the Agenda published at call.

2.2. Electronic means

Votes may be cast electronically by means of the system designed for such on the Company website (www.indra.es). There, the Shareholder will find detailed explanation of the procedure to follow in order to exercise voting rights. The Shareholder who wishes to use this voting procedure must prove his identity using an unexpired electronic DNI or using a recognized irrevocable electronic certificate issued by the *Fábrica Nacional de la Moneda y Timbre* (FNMT).

3. Rules common to the exercise of proxy rights and long distance voting

3.1. Identity Verification

The Company reserves the right to verify information given by each shareholder by matching it with that provided by Iberclear, an 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.indra.es) 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.

3.2. Legal entities.

In the case of legal entities shareholders, the Company reserves the right to require evidence of the sufficiency and currency of the power of attorney presented by the natural person acting in the shareholder's place.

3.3. Voting period

In order for proxies and distance votes to be valid they must be received by the Company before 9:00 a.m. on June 25th, 2014, the date planned for first call of the Meeting.

3.4. Revocation and priority

- (i) Proxies and exercise of the right to vote by long distance communication are always revocable and should be revoked expressly and by the same means used for voting within the period established for said voting.
- (ii) Physical attendance of the Shareholder at the Meeting, as well as attendance by means of a vote delivered by long distance revokes any proxy regardless of its date or form.
- (iii) Physical attendance of the Shareholder at the Meeting revokes any vote sent by long distance communication.
- (iv) Any vote or proxy submitted by electronic means will always prevail over a vote made by hand delivery or post.

3.5. Responsibility for custody of the electronic certificate and the devices for creating the electronic signature

- (i) The Shareholder is exclusively responsible for the diligent use of his or her electronic ID and the data for creating electronic signatures and for custody of the electronic certificate for exercising proxy rights or distance voting through electronic means.
- (ii) The Shareholder using an electronic signature is responsible for proving that the electronic certificate used has not been neither revoked, suspended or expired or otherwise invalid at the moment the electronic signature is generated.

3.6. Availability of service

The Company reserves the right to modify, suspend, cancel or restrict voting mechanisms and electronic proxies when technical or security reasons so require.

The Company will not be responsible for any damages which might be suffered by the Shareholder as a result of outages, overloads, fallen communication lines, connection failures, postal service malfunction or any other eventuality of an equal or similar nature outside the control of the Company which might hamper or impede the Shareholder from exercising voting rights or proxy rights by long distance communication.