

PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.
**SUSTAINABILITY, CORPORATE GOVERNANCE, APPOINTMENTS AND
REMUNERATION COMMITTEE REGULATIONS**

TITLE I
GENERAL PROVISIONS

Article 1º.- Subject-matter and purpose

1. Pursuant to article 529 *quindecies* of the Corporate Enterprises Law and to its internal regulations, the Board of Directors of PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A. (the “**Company**”) created the Sustainability, Corporate Governance, Appointments and Remuneration Committee (the “**Committee**”), as a new Board committee, for the optimum performance of its functions.
2. The purpose of these regulations (the “**Regulations**”) is to implement the provisions of the Corporate Bylaws and of the Board Regulations by determining the principles governing the Commission’s actions, the basic rules governing its organization and functioning and the provisions governing its members’ conduct, all of the foregoing favoring the Committee’s independence.
3. The Committee is a permanent internal body, of a consultative nature and without executive functions, with powers to report, monitor, advise and make proposals within its scope of action, and is governed by the provisions of the law, the Corporate Bylaws, the Board Regulations and these Regulations.
4. Accordingly, the responsibilities of the Committee members are to monitor and advise, without intervening in enforcement or management, the latter falling under the responsibility of Company management.

Article 2º.- Interpretation

1. These Regulations implement and complement the provisions of the Corporate Bylaws and of the Board Regulations that are applicable to the Committee. The Corporate Bylaws and the Board Regulations shall prevail in the event of any contradiction by these Regulations.
2. These Regulations shall be interpreted in accordance with the law, the Corporate Bylaws, the Board Regulations and with the good governance standards and recommendations for listed companies issued by order of the Government, and fundamentally having regard to their spirit and purpose.

3. Any questions arising in relation to the interpretation and application of these Regulations shall be resolved by the Board of Directors, which shall, if appropriate, make any amendments it deems pertinent.
4. Where not especially provided for in these Regulations, the provisions on functioning established in the Board Regulations in connection with these Regulations shall apply, provided that they are compatible with the nature and function of the Committee.
5. Capitalized terms used but not defined in these Regulations shall have the meaning ascribed to them in the Corporate Bylaws and in the Board Regulations.

Article 3^o.- Approval and amendment

1. The Board of Directors shall be responsible for approving these Regulations.
2. The Board of Directors shall also be responsible, subject to a report by the Committee, for approving any amendments to these Regulations.

Article 4^o.- Dissemination

The current wording of these Regulations at any given time shall be available on the Company's website, thereby guaranteeing broad dissemination among the shareholders and the investing public in general.

TITLE II
COMPOSITION OF THE COMMITTEE

Article 5^o.- Composition

1. The Committee shall be made up of no less than three and no more than five nonexecutive directors appointed by the Board of Directors, with the knowledge, aptitudes and experience necessary to carry out its function.
2. To the extent possible and in light of the limitations deriving from its smaller size when compared to the Board of Directors, efforts shall be made to ensure diversity in the composition of the Committee, in particular with respect to gender, professional experience, skills, industry knowledge and geographical origin, favoring skepticism and a critical mindset.
3. Notwithstanding the foregoing, all Committee members, and especially the Committee Chairman, shall be designated having regard to their knowledge, aptitudes and experience, especially in the areas of corporate governance, analysis and strategic assessment of human resources, personnel selection, performance of senior management functions and all other Committee functions.

4. Half or more of the members of the Committee and, in any event, two of them must be independent directors.
5. Committee members reelected as Company directors pursuant to a resolution of the Shareholders' Meeting shall continue to hold office on the Committee, without having to be reelected, unless the Board resolves otherwise.

Article 6°.- Chairman and Secretary

1. The Board of Directors shall appoint a Chairman of the Committee from among the independent directors on the Committee.
2. The Committee shall appoint its own Secretary, who need not be a director or a member of the Committee.

TITLE III
RESPONSIBILITIES OF THE COMMITTEE

Article 7°.- In relation to sustainability

The Committee has the following powers to report, advise and make proposals in relation to the area of sustainability.

1. To perform a periodic assessment and review of the Company's policy on environmental and social matters, so that it fulfills its mission to promote the corporate interest and takes into account, as appropriate, the lawful interests of other stakeholders, ensuring that they are targeted at compliance with the Sustainable Development Goals approved by the United Nations.
2. To ensure that the Company's environmental and social practices are in line with the agreed strategy and policies, and to supervise and assess relationship processes with the various stakeholders.

Article 8°.- In relation to the Company's corporate governance

The Committee has the following powers to report, advice and make proposals in relation to the Company's corporate governance:

1. To perform periodic assessments of the suitability of the Company's corporate governance system, with a view to ensuring that it fulfills its mission to promote the corporate interest and that it considers, as appropriate, the lawful interests of other stakeholders, making the proposals needed to improve it.
2. To monitor compliance with the Company's corporate governance rules and internal codes of conduct, also ensuring that the corporate culture is in line with their purpose and values.

3. To report on amendments to the Company's Board Regulations.
4. To report, prior to its approval by the Board of Directors, on the annual corporate governance report (save in connection with related-party transactions and risk management and control systems, which will be reported on by the Audit Committee), and to submit to the Board of Directors the annual proposal to approve the annual report on directors' remuneration.
5. To report on directors' conflicts of interest and, in general, on all matters attributed to the Commission in these Regulations.
6. To ensure that eventual conflicts of interest do not have a negative impact on the independence of any external counsel provided to the Commission.

Article 9°.- In relation to the selection, appointment, reelection and removal of directors

The Committee has the following powers to report, advise and make proposals in relation to the appointment of Company directors.

1. To assess the necessary profile, abilities, knowledge and experience of the persons most suited to serve on the various committees and on the Board of Directors; in this connection, to define the necessary functions and aptitudes in the candidates who are to fill each vacancy and to assess the time and dedication required for them to carry out their tasks effectively, checking that nonexecutive directors have enough time available for the correct performance of their functions.
2. To report to the Board of Directors on issues related to gender diversity, to establish a target representation for the gender least represented on the Board of Directors and to prepare guidelines on how to reach that target.
3. To present proposals to the Board of Directors for the appointment of independent directors, so that they may be designated by co-optation or submitted to the decision of the Shareholders' Meeting, as well as proposals for the reelection or removal of those directors by the Shareholders' Meeting.
4. To report on proposals for the appointment of the remaining Company directors, so that they may be designated by co-optation or submitted to the decision of the Shareholders' Meeting, as well as proposals for their reelection or removal by the Shareholders' Meeting.
5. To perform an annual review of compliance with the policy on the selection of directors and to report on this in the annual corporate governance report.
6. To report on proposals for the appointment and removal of directors from offices on the Board of Directors, including the Secretary and Deputy Secretaries, and to

propose to the Board of Directors which members should serve on each Board committee.

7. To examine and organize the succession to the Chairman of the Board of Directors and the Chief Executive Officer of the Company and, as the case may be, to make proposals to the Board of Directors to ensure that the succession takes place in an orderly and planned fashion.
8. To organize and coordinate the periodic assessment of the Chairman of the Board of Directors and, at the same time, the periodic assessment of the Board of Directors, of its members and of the Chief Executive Officer of the Company.

Article 10^o.- In relation to directors' remuneration

The Committee has the following powers to report, advise and make proposals in relation to directors' remuneration.

1. To propose to the Board of Directors the directors' remuneration policy, as well as the individual remuneration and other contractual terms of executive directors, ensuring compliance therewith.
2. To check compliance with the remuneration policy established by the Company.
3. To perform a periodic review of the remuneration policy applied to directors, including remuneration schemes with or referenced to Company shares and their application, weighting their suitability and their performance, as well as to guarantee that the individual remuneration of each director is proportional to what is paid to other Company directors.
4. To check the information on directors' remuneration included in the various corporate documents, including the annual report on directors' remuneration.

Article 11^o.- In relation to the Company's senior managers

1. To report on proposals for the appointment and removal of senior managers and to propose to the Board of Directors the basic terms of their contracts.
2. To perform a periodic review of the remuneration policy applied to directors and senior managers, including remuneration schemes with or referenced to Company shares and their application, weighting their suitability and their performance, as well as to guarantee that the individual remuneration of each director or senior manager is proportional to what is paid to other Company directors or senior managers.
3. To check the information on the remuneration of directors and senior managers included in the various corporate documents, including the annual report on directors' remuneration.

4. To propose to the Board of Directors the remuneration policy for general managers or for whomever performs senior management functions under the direct supervision of the Board, of executive committees or of managing directors, as well as the individual remuneration, ensuring compliance therewith.
5. To receive information and, where applicable, issue reports on any disciplinary measures to be applied to members of the Company's senior management.

TITLE IV **FUNCTIONING OF THE COMMITTEE**

Article 12°.- Meetings

1. The Committee shall meet whenever the Board of Directors or its Chairman asks it to issue a report or to adopt proposals and, in any case, whenever appropriate for the suitable performance of its functions. In any case, it shall meet once a year in order to prepare the information on directors' remuneration which is to be approved by the Board of Directors and included in the Board's annual public documentation.
2. The call notice for ordinary meetings shall be issued by letter with acknowledgment of receipt, fax, telegram, email or by any legally valid means that evidences the date on which it was sent and shall be authorized with the signature of the Chairman of the Committee or with that of its Secretary on the orders of the Chairman. Call notices shall be sent at least three days in advance.
3. The call notice shall always include, save for justified cause, the meeting agenda and shall be accompanied, as the case may be, by the information deemed necessary. Efforts shall be made in all cases to ensure that Committee members receive the pertinent documentation and information sufficiently in advance to enable them to adequately perform their functions.
4. Special Committee meetings may be called by telephone, and the advance notice period and other requirements indicated in this article shall not apply where the circumstances so justify in the opinion of the Chairman.

Article 13°.- Meeting venue

1. Committee meetings shall be held at the venue indicated in the call notice.
2. Where the Chairman of the Committee so decides, the meeting may be called to be held in various interconnected venues or by telematic means, by teleconference, videoconference or by using any other remote communication system that permits the recognition and identification of those attending the meeting, their ongoing communication and their participation and the casting of votes, all in real time; meetings shall be deemed held at the venue where the Chairman is in attendance.

3. Committee members present at any of the interconnected venues or attending by telematic means shall be regarded to all intents and purposes as attendees of the same and sole Committee meeting.

Article 14º.- Conducting meetings and adopting resolutions

1. The Committee shall be validly constituted where more than half of its members are present, in person or by proxy, at the meeting. Committee members shall make every effort to attend Committee meetings and, where they cannot do so in person, shall ensure that the proxy they confer on another member includes the appropriate instructions.
2. Except in cases where other voting quorums have been specifically established, resolutions shall be adopted by an absolute majority of the members present in person or by proxy. In the event of a tie, the Chairman of the Committee shall have the casting vote.
3. In order to foster a diversity of opinion that enriches the Committee's analyses and proposals, the Chairman shall ensure that all members freely participate in deliberations, without being affected by internal or third-party pressure, and shall encourage constructive dialog among them, promoting free speech and a critical mindset.

Article 15º.- Attendance

1. The Committee, through the Secretary to the Board of Directors, may invite any employee or manager of the Company to attend the meeting, and may even arrange for such attendance without the presence of any other manager. The Committee, through its Chairman or Secretary, may also invite any director to participate in its meetings.
2. Save for justified cause in the opinion of the Chairman of the Committee, meetings should not be attended by persons who do not form part of the Committee if the items to be discussed do not fall under the authority or functions of those persons.
3. Managers, employees or other directors, whether or not executive, shall only attend Committee meetings when invited to do so by the Committee Chairman, to the extent and with the scope deemed necessary by the Chairman or any Committee member in the light of the issues or matters to be discussed in each case, and may not attend the decision-making part of Committee meetings.

TITLE V

ASSESSMENT AND TRAINING

Article 16°.- Assessment

1. The Committee shall organize annual assessments of its performance, being able to use, where appropriate, the services of an external consultant. The Committee shall inform the Board of Directors of the scope and findings of this assessment.
2. At least once a year, the Committee shall review the rules on its composition and operation in order to ensure that it is operating as effectively as possible and shall recommend any modification it deems necessary or appropriate to the Board of Directors for its approval.

Article 17°.- Training

1. The Committee shall endeavor to have a welcome program for new Committee members, which encourages their active and effective participation from the time they join the Committee.
2. The Committee shall also endeavor to have a periodic training plan that enables Committee members to update their knowledge in relation to the scope of their authorities and, in particular, regarding the selection of directors and members of senior management, the management and promotion of talent, matters of remuneration, the latest trends in the area of sustainable development, corporate social responsibility, the most significant risks in matters of regulatory compliance, as well as the best corporate governance practices on the international markets and any other matters deemed relevant to the performance of their functions.

TITLE VI **RELATIONSHIPS**

Article 18°.- Relationship with the Board of Directors

1. The Chairman of the Committee shall report to the Board of Directors on the matters discussed and decisions adopted by the Committee, at the first Board meeting held after a Committee meeting, and the Board of Directors may make all such suggestions or recommendations as it deems appropriate.
2. In addition, the minutes of Committee meetings shall be available to members of the Board of Directors.

Article 19°.- Relationship with shareholders and other stakeholders

1. Each year the Committee shall prepare an activity report to give shareholders and other stakeholders a better understanding of the activities carried out by the Committee during the year.
2. The Committee's activity report shall include at least the following items: its regulations, composition during the year, functions and tasks performed in practice, meetings held and significant activities carried out during the year and the assessment of its functioning.
3. The Committee's annual report shall be published as part of the Company's annual report and shall be available to the public on the Company's website.

TITLE VII **POWERS AND DUTIES**

Article 20°.- Powers to report and to advise

1. When the performance of their functions so requires, members of the Committee shall have access to all of the Company's services and shall have the duty to demand and the right to obtain from the Company the adequate and necessary information to enable them to comply with their obligations. Members of the management team and staff of the Company and of the Group must cooperate with Committee members and allow them to access the relevant information that is available. The exercise of these powers to report shall be channeled as stipulated in article 27 of the Board Regulations.
2. The Committee may seek independent external advice on legal, strategic or any other matters where it deems it appropriate for the performance of its functions, paid for by the Company, for which purpose the provisions of article 27 of the Board Regulations shall apply.

Article 21°.- Duties of Committee members

1. Committee members must act with independence of criteria and of action with respect to the rest of the organization and must perform their work with the utmost professional diligence and skill. In particular, attendance of Committee meetings shall be preceded by sufficient dedication of Committee members in analyzing and evaluating the information received.
2. When exercising their powers, Committee members shall comply with the provisions of these Regulations and of the legislation in force on professional skepticism and critical mindset regarding the conclusions reached by the Company's executive directors and senior managers, taking note of the pros and cons, so that each member, as well as the Committee as a whole, can form its own opinion.

3. Committee members shall, as such, be subject to all the duties of a director pursuant to the Board Regulations, insofar as they apply to the functions performed by the Committee.