



PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.

NOTIFICATION OF RELEVANT FACT

Madrid, April 30, 2018

The Board of Directors of Prosegur Compañía de Seguridad, S.A. (the “**Company**”) has decided to call the Shareholders’ Meeting to be held in Madrid, at the Company's offices at calle Santa Sabina, 8, on **June 4, 2019 at 1:00 p.m.** on first call and on the following day, June 5, 2019, at the same time and in the same venue, on second call, with the following agenda:

1. Approval of the Company's individual financial statements and management report and the consolidated financial statements and management report of the Company and its subsidiaries for 2018.
2. Approval of the distribution of 2018 income.
3. Approval of the statement of non-financial information for 2018
4. Approval of the management of the Board of Directors during 2018.
5. Re-election of the auditor of the Company and of its consolidated group for 2019.
6. Appointment of the auditor of the Company and of its consolidated group for 2020, 2021 and 2022.
7. Re-election of Helena Revoredo Delvecchio as nominee director.
8. Re-election of Christian Gut Revoredo as executive director.
9. Re-election of Isidro Fernández Barreiro as nonexecutive director.
10. Re-election of Chantal Gut Revoredo as nominee director.
11. Re-election of Fernando D’Ornellas Silva as independent director.
12. Consultative vote on the annual report on directors’ remuneration for 2018.
13. Capital reduction by way of the redemption of 18,445,278 shares of treasury stock (3% of the capital stock).
14. Capital reduction by way of the redemption of up to a maximum of 59,850,000 shares of treasury stock.

15. Delegation of powers to formalize, interpret, correct and execute the resolutions adopted by the Shareholders' Meeting.

The Shareholders' Meeting is scheduled to be held on first call, i.e., on June 4, 2019 at the aforementioned place and time.

The full call to meeting is attached as an appendix.

From the publication of the call to meeting, the call to meeting and the proposals for Board resolutions, together with the other documents pertaining to the Shareholders' Meeting 2019 will be available to the shareholders at the Company's registered office (calle Pajaritos, 24, 28007-Madrid) and corporate website (www.prosegur.com).

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Arnau Tapias Monné
Secretary to the Board of Directors

APPENDIX

Call to 2019 Annual Shareholders' Meeting

PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A. *Shareholders' Meeting*

The Board of Administration convenes the Prosegur Compañía de Seguridad, S.A. Shareholder's Meeting (the "**Company**") to be held in Madrid at the Company's offices at calle Santa Sabina, 8, on June 4, 2019 at 1:00 p.m.]on first call, and on the following day, June 5, 2019, at the same time and place on the second call, to address the following:

AGENDA

1. Approval of the Company's individual financial statements and management report and the consolidated financial statements and management report of the Company and its subsidiaries for 2018.
2. Approval of the distribution of 2018 income.
3. Approval of the statement of non-financial information for 2018.
4. Approval of the management of the Board of Directors during 2018.
5. Re-election of the auditor of the Company and of its consolidated group for 2019.
6. Appointment of the auditor of the Company and of its consolidated group for 2020, 2021 and 2022.
7. Re-election of Helena Revoredo Delvecchio as nominee director.
8. Re-election of Christian Gut Revoredo as executive director.
9. Re-election of Isidro Fernández Barreiro as nonexecutive director.
10. Re-election of Chantal Gut Revoredo as nominee director.
11. Re-election of Fernando D'Ornellas Silva as independent director.
12. Consultative vote on the annual report on the directors' remuneration for 2018.
13. Capital reduction by way of the redemption of 18,445,278 shares of treasury stock (3% of the capital stock).
14. Capital reduction by way of the redemption of up to a maximum of 59,850,000 shares of treasury stock.

15. Delegation of powers to formalize, interpret, correct and execute the resolutions adopted by the Shareholders' Meeting.

SUPPLEMENT TO THE CALL NOTICE AND PROPOSED RESOLUTIONS

Shareholders who represent at least three per cent of the capital stock may (a) request the publication of a supplement to this call notice, including one or more items on the agenda, provided that the item or items are accompanied by substantiation or, as appropriate, a justified proposal for resolution, and (b) submit reasoned proposals for resolutions on items already included or to be included on the agenda. This right must be exercised by serving duly authenticated notice (including the relevant documentation evidencing shareholder status) dispatched to the registered company address (Calle Pajaritos, 24, 28007 Madrid, marked for the attention of the "Servicio de Atención al Accionista") within five days following publication of this call notice.

RIGHT TO INFORMATION

Under the applicable legislation and, in particular, article 272 and related provisions of the Companies Law (*Ley de Sociedades de Capital*), upon publication of this call notice, shareholders are entitled to examine and obtain the following documents at the registered office of the Company or request that a copy thereof be sent thereto free of charge:

- the financial statements and management reports (individual and consolidated versions) of the Company and its consolidated group, as well as the statement of non-financial information, the corresponding audit reports and proposal for the allocation of results in reference to financial year 2018;
- the complete wording of the proposals regarding the agenda made by the Board of Directors and the report issued by the Board on items 7 to 11 on the agenda (which contain the professional and biographical profile of the directors whose re-election is proposed), as well as the report issued by the Board on items 13 and 14 on the agenda;
- the annual report on directors' remuneration for 2018.

The documents mentioned above are also available on the Company's corporate website (www.prosegur.com).

Pursuant to Companies Law (*Ley de Sociedades de Capital*), up until the fifth day before the date scheduled for the Shareholders' Meeting, shareholders may request of the Company (via certificate post with acknowledgement of receipt or in person at the following address: calle Pajaritos, 24, 28007-Madrid – "Servicio de Atención al Accionista", specifying the identity of the shareholder making the request and the address to which the answer should be sent) any information or clarification that they see fit, or make any questions that they see fit, regarding the matters in the agenda, related to the public information provided by the Company to the Spanish National

Stock Market Committee from May 29, 2018, when the latest Shareholders' Meeting was held, and the auditor's report.

RIGHT OF ATTENDANCE AND REPRESENTATION

Shareholders holding at least one thousand shares may attend the Shareholders' Meeting so long as they appear in the corresponding share registry at least five days before the scheduled date for the Shareholders' Meeting, i.e., no later than May 30, 2019.

All shareholders having the right to attend the Shareholders' Meeting may be represented by another person, even when not a shareholder. Proxy must be granted in writing, and the shareholder granting representation must complete and sign the attendance, proxy and vote card provided by the IBERCLEAR member entity with which the shares are deposited.

Shareholders not holding the minimum number of shares to attend may give their proxy vote to a shareholder who does have the right to attend or form a group with other shareholders in the same situation until obtaining the necessary shares, in which case representation will be conferred in writing to one shareholder in the group. When opting to exercise this right to group shares together and designate a representative, the Company's Board of Directors must be notified thereof at least five days prior to the scheduled date of the Shareholders' Meeting, otherwise the representation will be considered to be invalid. The grouping must be confirmed in a brief signed by all the grouped shareholders and drawn up specifically for each Shareholders' Meeting, designating the shareholder representing the group.

PROXIES AND VOTING BY REMOTE MEANS

Shareholders may grant proxy or cast their vote prior to the Shareholders' Meeting through the following means of remote communications:

- a) By post: sending their original attendance, proxy and remote vote card duly filled in and signed to the following address: calle Pajaritos, 24, 28007-Madrid – “Servicio de Atención al Accionista”, indicating Proxy and Remote Vote - 2019 Shareholders' Meeting” (“*Representación y voto a distancia - Junta General 2019*”) on the envelope.
- b) Via email: via an e-mail signed with an electronic ID (*DNle*) or the recognized electronic signature of the shareholder (based on a recognized and currently valid electronic certificate issued by the Spanish Certification Agency (CERES), an entity of the Spanish National Mint), sending the company a scanned copy of their attendance, proxy and remote voting card with the corresponding section duly filled in and signed, to: accionistas@prosegur.com, indicating “Proxy and Remote Vote - 2019 Shareholders' Meeting” (“*Representación y voto a distancia - Junta General 2019*”) in the e-mail's subject.

Shareholders may obtain their attendance, proxy and remote vote cards from the IBERCLEAR member entity with which the shares are deposited.

In accordance with the Company's by-laws, in order to be valid, proxies and votes cast via a remote means of communications must be received by the Company at least forty-eight hours prior to the date scheduled for the Shareholders Meeting on first call, i.e., prior to June 2, 2019.

The validity of a proxy or vote may depend on confirmation of a shareholder's status as such, verifying that the ownership and number of shares given by each of the persons sending their proxy or remotely voting match the data provided by IBERCLEAR. In case of discrepancy between the number of shares notified by the shareholder and the information in the IBERCLEAR file, the share number reported by IBERCLEAR will prevail for the purposes of quorum and voting.

Attendance at the Shareholders' Meeting by a shareholder who has previously granted a proxy or voted through a remote means of communication will leave the proxy or vote null and void.

SHAREHOLDERS' ELECTRONIC FORUM

In accordance with current legislation, a Shareholders' Electronic Forum has been set up on the Company's website (www.prosegur.com), the use of which will comply with its legal purpose and the guarantees and working rules established by the company and any duly legitimated shareholders or groups of shareholders may have access thereto.

DATA PROTECTION

Personal information sent by shareholders to the Company while exercising their attendance, proxy and voting rights for the Shareholders' Meeting, or that has been provided by financial intermediaries where those shareholders have deposited their shares, will be used to manage the development, fulfilment and control of the shareholder relationship (in particular, but not limited to, the calling and holding of the Shareholders' Meetings and their dissemination). This information will be included in a file for which the Company is responsible.

The data will be provided to the notary for the purposes of drawing up the notarized minutes of the Shareholders' Meeting and may be made available to third parties in the exercise of their right to receive information laid down in the law or be made accessible to the public to the extent that they are included in the information available on the corporate website (www.prosegur.com) or are stated at the Shareholders' Meeting, the proceedings of which may be recorded by audio-visual means and broadcast on such website. By attending the Shareholders' Meeting, attendees consent to such recording and broadcast.

The owners of the information may exercise their rights to have access to, rectify,

cancel and oppose in accordance with current laws, under the terms and in compliance with the requirements established therein, by sending a letter marked "Data Protection", and including details of their request to the following address: Prosegur Compañía de Seguridad, S.A., calle Pajaritos, 24, 28007-Madrid.

In the event that the shareholder includes personal information relating to other persons on the remote attendance, proxy and voting card, the shareholder must inform them of the categories in the previous paragraphs and fulfil any other requirements that may be applicable for the correct transfer of personal information to the Company, without the Company having to perform any additional action.

The Shareholders' Meeting is scheduled to be held on first call, i.e., on June 4, 2019 at the aforementioned place and time.

FOR ANY FURTHER INFORMATION WHICH MAY BE REQUIRED, SHAREHOLDERS MAY ADDRESS THE SHAREHOLDER SERVICE AT CALLE PAJARITOS, 24, 28007-MADRID, EITHER IN PERSON OR BY TELEPHONE ON 915898347, FROM 9:30 A.M. TO 1:30 P.M. FROM MONDAY TO FRIDAY, OR BY EMAIL TO THE FOLLOWING ADDRESS: accionistas@prosegur.com.

Madrid, April 25, 2019. The Secretary of the Board of Directors, Arnau Tapias Monné.