

PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.
General Shareholders Meeting

The Board of Directors has resolved to convene the General Shareholders Meeting of Prosegur Compañía de Seguridad, S.A., to be held in Madrid at AC Hotel Feria, Vía de los Poblados 3, on **27 April 2016 at 1 p.m.** on first call and again on the next day, 28 April 2016, at the same time and place on the second call, addressing the following:

AGENDA

- 1° Approval of the annual accounts and the management report of both Prosegur Compañía de Seguridad, S.A. and of its consolidated group of companies, all with reference to the year 2015.
- 2° Approval of the proposal for allocation of profit and distribution of dividends for the business year 2015.
- 3° Approval of the management actions of the Board of Directors during the financial year 2015.
- 4° Appointment and re-election of Directors.
 - 4.1.- Re-election of Ms Helena Irene Revoredo Delvecchio (proprietary director).
 - 4.2.- Re-elect Mr Christian Gut Revoredo (executive director).
 - 4.3.- Re-election of Mr Isidro Fernández Barreiro (other external director).
 - 4.4.- Re-elect Ms Chantal Gut Revoredo (proprietary director).
 - 4.5.- Appointment of Fernando d'Ornellas Silva (independent director).
- 5° Re-election of the accounts auditor of the Company and its consolidated group of companies for the financial year 2016.
- 6° Amendment of articles 24 (*regarding the powers of the Board of Directors – solely regarding section 24.4*), 26 (*regarding the Appointments and Remuneration Committee*) and 27 (*regarding the Audit Committee*) of the Company Bylaws to update and adapt the composition and regulation of said Committees to the most recent developments in legislation and good governance.
- 7° Authorization, for a maximum of five years, for the acquisition of own shares, whether directly by the Company or through its subsidiaries.

- 8° Authorize the Board of Directors –with powers of substitution and for a maximum period of five years– to increase the share capital in accordance with article 297.1.b) of the Spanish Corporations Act by up to half of the total share capital on the date of the authorization. The Board shall have powers to exclude the right to preferential acquisition, power which shall in any case be limited to 20% of the total share capital on the date of the authorization.
- 9° Authorisation to the Board of Directors with substitution powers, during the maximum term of five years, for issuing securities convertible into new shares in the Company and/or exchangeable for existing shares in the Company, and warrants (options to subscribe new shares in the Company and/or to acquire existing shares in the Company). Establishment of the criteria to determine the bases and modalities of the conversion and/or exchange and delegation to the Board of Directors of the powers to increase share capital by the necessary amount, as well as to exclude the right of preferential acquisition, although the latter powers shall be limited to 20% of the total share capital on the date of the authorisation.
- 10° Delegation of powers to formalise, interpret, correct and execute the agreements adopted by the Shareholder's General Meeting.
- 11° Consultative vote on the annual report concerning the remuneration of directors.

Additionally, the General Shareholders Meeting shall be apprised of the amendments to the regulations of the Board of Directors approved on 24 February 2016.

ADDENDUM TO THE CALL AND RESOLUTION PROPOSAL

Shareholders who represent at least three per cent of the share capital may (a) request the publication of a complement to this call, including at least one item to the agenda, so long as said item or items are accompanied by substantiation or, where pertinent, a justified proposal for resolution, and (b) present reasoned proposals for resolutions regarding matters that are either already included or should be included in the agenda. This right can be exercised through registered notification (that shall include the corresponding documentation substantiating the status as shareholder) dispatched to the registered company address (Calle Pajaritos 24, 28007-Madrid, to the attention of the "Servicio de Atención al Accionista") within five days following publication of this announcement convening the general meeting.

RIGHT TO INFORMATION

As provided for by the pertinent legislation currently in force, particularly in article 272 and concordant provisions of the Spanish Corporate Enterprises Act, upon publication of this announcement, shareholders are entitled to examine and secure the following

documents at the registered company address 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 Prosegur Compañía de Seguridad, S.A., together with the corresponding audit reports and proposal for the application of benefits in reference to fiscal year 2015.
- The complete text of the proposals for resolution regarding the points of the agenda drawn up by the Board of Directors and the reports issued in relation to items 6, 8 and 9 of the agenda, and concerning the proposals for re-election of Directors that will be addressed at the General Meeting and contain the professional profile and résumé of the Directors up for re-election.
- The annual corporate governance report, which is part of the management report.
- The annual director remuneration report.

The documents cited above can also be viewed at the Company's corporate website (www.prosegur.com).

In accordance with the Spanish Corporate Enterprises Act, shareholders have until five days before the scheduled General Meeting date to make requests to the Company (via registered mail with acknowledgement of receipt or personally doing so at the following address: Calle Pajaritos 24, 28007-Madrid – Servicio de Atención al Accionista, indicating the name of the shareholder formulating the request and an address to send the reply) for information or explanations that they may require, or to raise questions considered pertinent regarding the matters addressed in the agenda, information accessible to the public provided by the Company to the National Stock Market Commission since the last General Shareholders Meeting, i.e., since 28 April 2015, and regarding the auditor's report.

RIGHT OF ATTENDANCE AND REPRESENTATION

Shareholders holding at least one thousand shares may attend the General Meeting so long as they appear in the corresponding share registry at least five days before the scheduled date for the General Meeting, i.e., no later than 22 April 2016.

All shareholders having the right to attend the General Meeting may be represented by another person, even when not shareholder. Proxy must be granted in writing, and the shareholder granting representation must complete and sign the attendance, proxy and voting 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 gleaning the necessary shares, in which case representation shall 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 meeting, otherwise said 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 General Meeting, designating the shareholder representing the group.

REPRESENTATION AND VOTING VIA MEANS OF REMOTE COMMUNICATIONS

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

- a) By post: by sending their original attendance, proxy and remote vote card duly filled out in the corresponding section and signed to the Company at the following address: Calle Pajaritos 24, 28007-Madrid – Servicio de Atención al Accionista, marking the envelope with "Proxy and Remote Voting - 2016 General Meeting" [Representación y voto a distancia - Junta General 2016].
- b) By e-mail: via an e-mail signed with an electronic ID (DNIe) or the recognised electronic signature of the shareholder [based on a recognised 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 Voting - 2016 General Meeting" [Representación y voto a distancia - Junta General 2016] in the e-mail's Subject line.

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

In accordance with the company bylaws, in order to be valid, granted proxy powers and votes cast via a remote means of communications must both be received by the Company at least forty-eight hours before the date of the General Shareholders Meeting, i.e., before 25 April 2016.

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 shall prevail for the purposes of quorum and voting.

Attendance at the General Meeting by a shareholder who has previously granted proxy or

voted through a remote means of communication shall leave the proxy or vote null and void.

ELECTRONIC FORUM FOR SHAREHOLDERS

In accordance with current legislation, an Electronic Forum for Shareholders 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 General Meeting, or which 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 existing shareholder relationship as regards calling and holding the General Meeting. This information will be included in a file for which Prosegur Compañía de Seguridad, S.A. is responsible. In the event that the attendance, proxy and voting card contains personal information referring to persons other than the holder, the shareholder must have the consent of owners of that information for it to be released to the company and must inform them of the details contained in this document calling the meeting as regards personal data processing. 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.

The General Meeting is scheduled to be held on first call, i.e., on 27 April 2016 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 AT 91 589 5506, 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, [...] March 2016. Secretary of the Board of Directors Sagrario Fernández Barbé.