



**ATTENDANCE, DELEGATION AND REMOTE VOTING CARD**

Shareholder number:

Number of shares:

Bar code

The Shareholder's General Meeting of Prosegur Compañía de Seguridad, S.A. will 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 following day, 28 April 2016, at the same time and place on the second call, to address the agenda included herein. It is expected that **the Shareholder's General Meeting shall take place on the first call.**

If attending, this card must be presented at the venue entrance on the day of the Shareholder's General Meeting.

If you are unable to attend in person and wish to delegate your vote to a proxy or vote remotely, you must complete and sign one of the following sections: delegation or remote voting. Once the corresponding section of the card has been completed, it must be sent by ordinary mail to the following address: Shareholder support service, Calle Pajaritos 24, 28007-Madrid, indicating the following on the envelope: "Proxy and remote vote, 2016 General Meeting". If you are not attending, the completed card may be given to your proxy to be presented at the venue entrance on the day of the meeting.

You may also delegate your proxy or issue your vote prior to the Shareholder's General Meeting via electronic communication means, submitting to the Company an email validated with an electronic ID (DNIe) or with the recognised electronic signature of the shareholder and a scanned copy of their attendance, proxy and remote voting card with the corresponding section duly filled in, 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.

**DELEGATION**

The shareholder confers his/her representation to the Chairman of the Board of Directors (or whoever may substitute him as chairman of the Shareholders' General Meeting), unless another representative is indicated here: .....

The proxy has received precise voting instructions in favour of all proposals as formulated by the Board of Directors unless otherwise noted below (*mark the corresponding cells*):

Agenda item	1	2	3	4.1	4.2	4.3	4.4	4.5	5	6	7	8	9	10	11
In favour															
Against															
Abstention															
Blank															

Delegation is extended to the items not included in the attached agenda that may legally arise, for which the representative shall abstain from voting, unless otherwise indicated here: .....

With regard to the provisions set forth in articles 523 and 526 of the Spanish Corporations Act (Ley de Sociedades de Capital), it is noted that the Chairman of the Board and other directors may be in a situation of conflict of interest with regards to item 11 of the agenda (*consulting vote of the annual financial report regarding remuneration for directors*) as well as with regards to proposals for their separation or exercising of corporate responsibility actions against them that may eventually arise as allowed in law and directors whose re-election is proposed under items 4.1 and 4.5 of the agenda are in a situation of conflict of interest with regards to their own ratification or re-election.

**Shareholder's signature**

**Representative's signature**

On ..... of ....., 2016

On ..... of ....., 2016

**REMOTE VOTE**

The shareholder votes in favour of all proposals as formulated by the Board of Directors unless otherwise noted below (*mark the corresponding cells*):

Agenda item	1	2	3	4.1	4.2	4.3	4.4	4.5	5	6	7	8	9	10	11
In favour															
Against															
Abstention															
Blank															

With regards to items not included in the attached agenda that may legally arise, it shall be understood that representation is conferred to the Chairman of the Board of Directors (or whoever may substitute him as chairman of the Shareholders' General Meeting), unless another representative is indicated here: ..... The representative shall abstain during voting of such points, unless otherwise indicated here: .....

For the purposes of provisions set forth in sections 523 and 526 of the Spanish Corporations Act, it is noted that the Chairman of the Board of Directors and other directors may be in a situation of conflict of interest with regards to proposals for their separation or exercising corporate responsibility actions against them that may arise as allowed in law.

**Shareholder's signature**

On ..... of ....., 2016

## AGENDA OF SHAREHOLDERS' GENERAL MEETING 2016

- 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.- Name Mr 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° Modification of articles 24 (*the Faculties of the Board of Directors – section 24.4 only*), 26 (*Appointments and Remuneration Committee*) and 27 (*The Audit Committee*) of the company's Articles of Association to update and adapt to the latest legislative changes with regard to the proper governance, composition and regulation of said Committees.
- 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 of the Board of Directors, with substitution powers, during the maximum term of five years, to issue securities convertible into new Company shares and/or exchangeable for existing Company shares, as well as warrants (options to subscribe new Company shares and/or acquire existing Company shares). 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.