

**REPORT BY THE BOARD OF DIRECTORS OF PROSEGUR COMPAÑÍA DE  
SEGURIDAD, S.A. ON THE PROPOSAL FOR THE RE-ELECTION OF  
DIRECTORS INCLUDED UNDER ITEMS SEVEN, EIGHT, NINE, TEN AND  
ELEVEN ON THE AGENDA OF THE 2019 SHAREHOLDERS' MEETING**

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The Board of Directors of Prosegur Compañía de Seguridad, S.A. (the “**Company**” or “**Prosegur**”), with the support of the Nominations and Remuneration Committee, issues this report with a view to justifying the proposal for the re-election of Company directors submitted to the Shareholders’ Meeting for approval under items seven, eight, nine, ten and eleven on the agenda.

Pursuant to article 529 *decies* of the Corporate Enterprises Law, all proposals for the nomination or re-election of directors must be accompanied in all cases by a justifying report, in which the board assesses the competence, experience and merits of the proposed candidate, and which is to be attached to the minutes of the shareholders’ meeting or of the board meeting. In accordance with section 4 of the abovementioned article, the proposals for the nomination and re-election of independent directors corresponds to the Nominations and Remuneration Committee. Furthermore, pursuant to section 6 of the same article, where the director to be nominated or re-elected is not an independent director, the proposal must also be preceded by a report by the Nominations and Remuneration Committee.

In this connection, pursuant to articles 17, 20.3 and 22 of the Prosegur Board Regulations, the powers of the Nominations and Remuneration Committee include that of proposing or reporting on proposals for the nomination, re-election or removal of directors who are independent or not independent directors, respectively, assessing, if appropriate, the quality of the proposed directors’ work and their dedication to the office of director during the preceding term.

The proposal for the re-election and nomination of directors of Prosegur submitted to the Shareholders’ Meeting, involving not only directors who are independent but also those who are not, was made by the Nominations and Remuneration Committee, which prepared this report for submission to the Board and presentation, collectively, to the shareholders for assessment (accordingly this report, which was also approved by the Nominations and Remuneration Committee, also includes the proposals and reports by said Committee for the purposes of sections 4 and 6 of article 529 *decies* of the Corporate Enterprises Law).

Pursuant to article 22.1 of the Company’s bylaws, the office of Company director has a term of three years.

By virtue thereof, the Board proposes to the Shareholders’ Meeting the re-election of the following Company directors: following the report of the Nominations and Remuneration Committee, Helena Irene Revoredo Delvecchio, Christian Gut Revoredo,

Isidro Fernández Barreiro, Chantal Gut Revoredo and at the proposal of the abovementioned Committee, Fernando D'Ornellas Silva; all of them, as indicated above, for the three-year term envisaged in the bylaws.

The proposal for each director's re-election is submitted to a separate and independent vote, pursuant to article 197 bis of the Corporate Enterprises Law.

The first section of this report contains an analysis of the composition and performance of the Board, which supports, collectively, the proposal for the re-election of Company directors now submitted to the Shareholders' Meeting, and the second section includes an individual report on each candidate with the information necessary for shareholders to be able to cast their vote on the proposal.

## **1. COLLECTIVE REPORT**

The Board of Directors provides business leadership to the Group in a context of prudent and efficient control which permits the assessment and management of risk. The Board sets the Group's strategic objectives, insures that it has the financial and human resources necessary to perform its objectives and reviews the performance of the management team. It also establishes the values and standards of the Group and ensures that the Group's obligations to its shareholders and to other interested parties are understood and performed. The duties of the Board are stipulated in the Board Regulations, available on the Company's website.

The Nominations and Remuneration Committee has analyzed the current composition of the Board, formed by eight directors, of which one has the status of executive director (the Chief Executive Officer, Christian Gut Revoredo) and seven have the status of nonexecutive directors, three of which are independent directors (Fernando Vives Ruiz, Fernando D'Ornellas Silva and Ángel Durández Adeva), two are nominee directors (Helena Irene Revoredo Delvecchio, Chairman of the Board, and Chantal Gut Revoredo) and two others nonexecutive directors (Isidro Fernández Barreiro, Deputy Chairman of the Board, and Eugenio Ruiz-Gálvez Priego).

Of the eight Board members, two are women and, thus, the representation of women on the Board has reached 25%.

The Board has two specific committees that assist it in the effective fulfillment of its responsibilities: the Audit Committee, made up of three nonexecutive directors (two independent and one other nonexecutive director) and the Nominations and Remuneration Committee, made up of five nonexecutive directors (three independent directors, one nominee director and one other nonexecutive director), both chaired by independent directors.

In accordance with Recommendation 36 of the Good Governance Code of Listed Companies of February 2015, the Nominations and Remuneration Committee has

made a detailed assessment of the performance of the Board, its committees and its members during 2018, concluding that the Board has fulfilled its duties and responsibilities with considerable diligence and dedication, valuing very positively the quality and efficiency of its functioning and taking the view that its committees are suitable in terms of their composition and responsibilities, fulfilling their duties professionally and diligently; the composition and authorities of the Board are consistent with the Company's position and meet its corporate governance needs; and the performance and contribution of each director is also very positive, all directors contributing with diligence and loyalty to the defense and promotion of the Company's interests.

Having regard to the foregoing, the Nominations and Remuneration Committee considers that eight continues to be a suitable number of members for the Company's Board, thus deeming it appropriate to propose the re-election of Christian Gut Revoredo as executive director, Helena Irene Revoredo Delvecchio and Chantal Gut Revoredo as nominee directors, Isidro Fernández Barreiro as nonexecutive director and Fernando D'Ornellas Silva as independent director.

When preparing the current proposal for each director's re-election, the Nominations and Remuneration Committee and the Board itself have borne all of the foregoing aspects in mind, as well as the suitability of each director's professional profile to the scope of the Company's activity and to its needs, so as to enable the efficient discharge of its supervisory and control functions.

In this connection, the experience, training and professional profile of the directors and of the candidates whose re-election is submitted to the Shareholders' Meeting for approval serve as evidence of their merits and ability to occupy the position of Company director, as well as of their experience and knowledge in various industries and matters of significance to the Company.

Having regard to the Company's shareholding structure, the resulting composition of the Board is deemed suitable and, from this standpoint, the proposal for the re-election of Helena Irene Revoredo Delvecchio, Christian Gut Revoredo, Isidro Fernández Barreiro, Chantal Gut Revoredo and Fernando D'Ornellas Silva, now submitted to the Shareholders' Meeting, is deemed appropriate.

## **2. INDIVIDUAL REPORT**

### **2.1 RE-ELECTION OF HELENA IRENE REVOREDO DELVECCHIO AS NOMINEE DIRECTOR**

- **Professional and biographical profile**

Helena Irene Revoredo Delvecchio has a degree in Business Administration and Management from the Catholic University of Buenos Aires and completed a

Senior Management Programme at the post-graduate school of the University of Navarra –IESE (PADE).

Mrs. Revoredo Delvecchio has been a Company director since 1997 and has extensive experience in holding this office, having been chairman of the Company's Board since 2004.

She has also acted as chairman of Fundación Prosegur since 1997 and of Euroforum since 2004 and has served as director of Mediaset España Comunicación, S.A. since 2009 and of Endesa, S.A. since 2004.

Her training and experience more than qualify her for holding office as Company director and as chairman of the Company's Board.

- **Date of the first and most recent nomination as Company director**

Helena Revoredo Delvecchio was first nominated as Company director in a resolution of the Shareholders' Meeting held on June 30, 1997, and most recently nominated in a resolution of the Shareholders' Meeting held on April 27, 2016, under the category of nominee director. She currently holds office as chairman of the Board.

- **Company shares, and derivative financial instruments supported by Company shares, owned by the director**

Helena Revoredo Delvecchio is the indirect owner of 309,240,330 Company shares, representing 50.11% of its capital stock.

- **Category of director**

Pursuant to article 529 *duodecies* 1 of the Corporate Enterprises Law, Helena Irene Revoredo Delvecchio falls under the category of nominee director.

- **Proposal for re-election**

Having regard to all of the foregoing and also considering the previous favorable report by the Nominations and Remuneration Committee, the Company's Board concludes that Helena Revoredo Delvecchio meets the requirements of integrity, suitability, solvency, competence, qualification, training, availability and commitment to her function as director, not being subject to any incompatibility, prohibition or conflict of interest, and that she has the experience and merits necessary for serving as nominee director of the Company, and it is in the Company's best interest that she be re-elected to such office for a new term of three years.

By virtue thereof, following the proposal of the Nominations Committee, the re-election of Helena Irene Revoredo Delvecchio as nominee director of Prosegur Compañía de Seguridad, S.A., following the proposal of the Nominations and Remuneration Committee, for a term of 3 years, as stipulated in the bylaws”.

## **RESOLUTION SEVEN**

*“To re-elect Helena Irene Revoredo Delvecchio as nominee director of Prosegur Compañía de Seguridad, S.A., following the proposal of the Nominations and Remuneration Committee, for a term of 3 years, as stipulated in the bylaws”.*

### **2.2 RE-ELECTION OF CHRISTIAN GUT REVOREDO AS EXECUTIVE DIRECTOR**

- **Professional and biographical profile**

Christian Gut Revoredo has a degree in Economics and Business Sciences from CUNEF and an MBA from the INSEAD Business School ((Fontainebleau, France).

Christian Gut Revoredo has been a Company director since 1997 and has extensive experience in holding this office, having been Chief Executive Officer of the Company since 2008.

He is also a member of the board of trustees of Fundación Prosegur and director of Euroforum since 2006.

His training and experience more than qualify him for holding office as director and Chief Executive Officer of the Company.

- **Date of the first and most recent nomination as Company director**

Christian Gut Revoredo was first nominated as Company director in a resolution of the Shareholders’ Meeting held on June 30, 1997, and most recently nominated in a resolution of the Shareholders’ Meeting held on April 27, 2016, under the category of executive director. He has held office as Chief Executive Officer since January 1, 2008.

- **Company shares, and derivative financial instruments supported by Company shares, owned by the director**

Christian Gut Revoredo is the direct owner of 885,430 Company shares, representing 0.14% of the Company’s capital stock.

- **Category of director**

Pursuant to article 529 *duodecies* 1 of the Corporate Enterprises Law, Christian Gut Revoredo falls under the category of executive director.

- **Proposal for re-election**

Having regard to all of the foregoing and also considering the previous favorable report by the Nominations and Remuneration Committee, the Company's Board concludes that Christian Gut Revoredo meets the requirements of integrity, suitability, solvency, competence, qualification, training, availability and commitment to his function as director and Chief Executive Officer, not being subject to any incompatibility, prohibition or conflict of interest, and that he has the experience and merits necessary for serving as executive director of the Company, and it is in the Company's best interest that he be re-elected to such office for a new term of three years.

By virtue thereof, following the proposal of the Nominations Committee, the re-election of Christian Gut Revoredo as executive director of Prosegur is proposed to the Shareholders' Meeting by the Company's Board:

**RESOLUTION EIGHT**

*“To re-elect Christian Gut Revoredo as executive director of Prosegur Compañía de Seguridad, S.A., following the proposal of the Nominations and Remuneration Committee, for a term of 3 years, as stipulated in the bylaws.”*

## **2.3 RE-ELECTION OF ISIDRO FERNÁNDEZ BARREIRO AS NONEXECUTIVE DIRECTOR**

- **Professional and biographical profile**

Isidro Fernández Barreiro is an industrial engineer and has an MBA from the University of Navarra – IESE.

Isidro Fernández Barreiro has been a Company director since 2002, deputy chairman of the Board since December 17, 2007, and has extensive experience in holding such offices.

He has also been director of Actividades de Construcción y Servicios, S.A. (“ACS”) from 2003 to 2009, executive Vice-President of Uralita, S.A., executive Vice-President of Banco Urquijo since 1994, director of Corporación Financiera Alba, S.A. since 1994 and executive Vice-President from 2006 to 2013, and executive Vice-President of Balboa Participaciones from 2011 to 2013.

His training and experience more than qualify him for holding office as Company director and deputy chairman of the Company's Board.

- **Date of the first and most recent nomination as Company director**

Isidro Fernández Barreiro was first nominated as Company director in a resolution of the Shareholders' Meeting held on June 19, 2002, and most recently nominated in a resolution of the Shareholders' Meeting held on April 27, 2016, under the category of nonexecutive director. He currently holds office as deputy chairman of the Company's Board.

- **Company shares, and derivative financial instruments supported by Company shares, owned by the director**

Isidro Fernández Barreiro does not own Company shares or derivative financial instruments supported by Company shares.

- **Category of director**

Pursuant to article 529 *duodecies* 1 of the Corporate Enterprises Law, Isidro Fernández Barreiro falls under the category of nonexecutive director.

- **Proposal for re-election**

Having regard to all of the foregoing and also considering the previous favorable report by the Nominations and Remuneration Committee, the Company's Board concludes that Isidro Fernández Barreiro meets the requirements of integrity, suitability, solvency, competence, qualification, training, availability and commitment to his function as director, not being subject to any incompatibility, prohibition or conflict of interest, and that he has the experience and merits necessary for serving as nonexecutive director of the Company, and it is in the Company's best interest that he be re-elected to such office for a new term of three years.

By virtue thereof, following the proposal of the Nominations Committee, the re-election of Isidro Fernández Barreiro as nonexecutive director of Prosegur is proposed to the Shareholders' Meeting by the Company's Board:

**RESOLUTION NINE**

*“To re-elect Isidro Fernández Barreiro as nonexecutive director of Prosegur Compañía de Seguridad, S.A., following the proposal of the Nominations and Remuneration Committee, for a term of 3 years, as stipulated in the bylaws.”*

## 2.4 RE-ELECTION OF CHANTAL GUT REVOREDO AS NOMINEE DIRECTOR

- **Professional and biographical profile**

Chantal Gut Revoredo has a degree in Economics and Business Sciences from CUNEF and an MBA from the University of Navarra – IESE.

Chantal Gut Revoredo has been a Company director since 1997 and has extensive experience in holding this office. She has also been a director of Euroforum since 2001, a member of the board of trustees of Fundación Prosegur, a director of Prosegur Cash, S.A. since 2017 and Head of Business Development at Gubel, S.L.

Her training and experience more than qualify her for holding office as Company director.

- **Date of the first and most recent nomination as Company director**

Chantal Gut Revoredo was first nominated as Company director in a resolution of the Shareholders' Meeting held on June 30, 1997, and most recently nominated in a resolution of the Shareholders' Meeting held on April 27, 2016.

- **Company shares, and derivative financial instruments supported by Company shares, owned by the director**

Chantal Gut Revoredo does not own Company shares or derivative financial instruments supported by Company shares.

- **Category of director**

Pursuant to article 529 *duodecies* 1 of the Corporate Enterprises Law, Chantal Gut Revoredo falls under the category of nominee director.

- **Proposal for re-election**

Having regard to all of the foregoing and also considering the previous favorable report by the Nominations and Remuneration Committee, the Company's Board concludes that Chantal Gut Revoredo meets the requirements of integrity, suitability, solvency, competence, qualification, training, availability and commitment to her function as director, not being subject to any incompatibility, prohibition or conflict of interest, and that she has the experience and merits necessary for serving as nominee director of the Company, and it is in the Company's best interest that she be re-elected to such office for a new term of three years.



By virtue thereof, following the proposal of the Nominations Committee, the re-election of Chantal Gut Revoredo as nominee director of Prosegur is proposed to the Shareholders' Meeting by the Company's Board:

### **RESOLUTION TEN**

*“To re-elect Chantal Gut Revoredo as nominee director of Prosegur Compañía de Seguridad, S.A., following the proposal of the Nominations and Remuneration Committee, for a term of 3 years, as stipulated in the bylaws”.*

#### **2.5 RE-ELECTION OF FERNANDO D'ORNELLAS SILVA AS INDEPENDENT DIRECTOR**

- **Professional and biographical profile**

Fernando D'Ornellas Silva has a degree in Law and Economics from ICADE – E3 Universidad Pontificia Comillas and has an MBA from IESE, Barcelona (International Section).

Fernando D'Ornellas Silva has been a director of Meliá Hotels International since 2012, executive director of the Berge Group between 2007 and 2012 and director of Endesa S.A. between 2007 and 2009.

His training and experience provide him with very valuable expertise for holding office as Company director.

- **Date of the first and most recent nomination as Company director**

The nomination of Fernando D'Ornellas Silva as Company director was made in a resolution of the Shareholders' Meeting held on April 27, 2016.

- **Company shares, and derivative financial instruments supported by Company shares, owned by the director**

Fernando D'Ornellas Silva does not own Company shares or derivative financial instruments supported by Company shares.

- **Category of director**

Pursuant to article 529 *duodecies* 1 of the Corporate Enterprises Law, Fernando D'Ornellas Silva falls under the category of independent director.

- **Proposal for re-election**

Having regard to all of the foregoing and considering the proposal of the Nominations and Remuneration Committee, the Company's Board concludes that Fernando D'Ornellas Silva meets the requirements of integrity, suitability, solvency, competence, qualification, training, availability and commitment to his function as director, not being subject to any incompatibility, prohibition or conflict of interest, and that he has the experience and merits necessary for serving as independent director of the Company, and it is in the Company's best interest that he be re-elected to such office for a new term of three years.

By virtue thereof, at the proposal of the Nominations Committee, the re-election of Fernando D'Ornellas Silva as independent director of Prosegur is proposed to the Shareholders' Meeting by the Company's Board:

**RESOLUTION ELEVEN**

*“To re-elect Fernando D'Ornellas Silva as independent director of Prosegur Compañía de Seguridad, S.A., at the proposal of the Nominations and Remuneration Committee, for a term of 3 years, as stipulated in the bylaws.”*

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Madrid, April 25, 2019