

Activity Report of the Sustainability, Corporate Governance, Appointments and Remuneration Committee 2022



1. Introduction

The Sustainability, Corporate Governance, Appointments and Remuneration Committee (the “**Committee**”) of the Board of Directors of Prosegur Compañía de Seguridad, S.A. (“**Prosegur**” or the “**Company**”) has approved this activity report in accordance with article 19 of its Regulations.

2. Regulation

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 remit, and is governed by the provisions of the law, the Corporate Bylaws, article 17 et seq of the Board Regulations and these Regulations, of which the current wording may be consulted on the Company’s website(www.prosegur.com).

Those articles attribute the following functions to the Committee:

- In relation to sustainability:

“1. Periodically evaluate and review the Company’s environmental and social policy, in order for it to fulfill its mission to promote the corporate interest and take into account, where appropriate, the legitimate interests of the other stakeholders, ensuring that they are focused on the achievement of the Sustainable Development Objectives approved by the United Nations Organization.

2. Oversee the Company's environmental and social practices to ensure they are in line with the strategy and policy established, and the supervision and assessment of the processes relating to the different stakeholders.”

- In relation to the Company’s corporate governance obligations:

“1. Periodically evaluate the effectiveness of the Company’s corporate governance system in order to ensure it fulfills its mission to promote the corporate interest and takes into account the legitimate interests of the stakeholders, and make the necessary proposals for their improvement.

2. Oversee compliance with the corporate governance rules and internal codes of conduct of the Company, ensuring that the corporate culture is aligned with its purpose and values.

3. *Inform on amendments of the Regulations of the Company's Board of Directors.*

4. *Report, prior to its approval by the Board of Directors, on the annual corporate governance report (except in relation to related-party transactions and risk control and management systems, which will be informed by the Audit Committee), and submit to the Board of Directors the annual proposal for approval of the annual report on directors' remuneration.*

5. *Report on situations of conflict of interest relating to directors and, in general, on the matters falling under its remit pursuant to the provisions of these Regulations.*

6. *Ensure that potential conflicts of interest do not jeopardize the independence of any external advice provided to the Committee."*

- In relation to the selection, appointment, re-election and removal of directors:

"1. Assess the necessary profile, competences, skills and experience of the most suitable persons for forming part of the different committees and of the Board of Directors. For these purposes, define the functions and skills required of the candidates who are to fill each vacancy and evaluate the time and level of dedication necessary to enable them to effectively discharge their remit, ensuring that nonexecutive directors have enough time available to them to properly perform their functions.

2. Report to the Board of Directors on gender diversity issues and to establish a target for the representation of the underrepresented gender on the Board of Directors and prepare guidelines on how to achieve this target.

3. Submit proposals for the appointment of independent directors to the Board of Directors for their designation by co-optation or for submission to the decision of the Shareholders' Meeting, as well as proposals for the reappointment or removal of such directors by the Shareholders' Meeting.

4. Report on the proposed appointments of the other directors of the Company for their designation by co-option or for submission to the decision of the Shareholders' Meeting, as well as proposals for their re-election or removal by the Shareholders' Meeting.

5. Run an annual check on compliance with the director selection policy and set out its findings in the annual corporate governance report.

6. Report on proposals for appointment or removal of offices on the Board of Directors, including the Secretary and the Deputy Secretary, and propose to the Board of Directors the members that are to form each of the committees.

7. Examine and organize the process for succession of the Chairman of the Board of Directors and of the chief executive of the Company and, if appropriate, to make proposals to the Board so that the handover takes place in a planned and orderly fashion.

8. Organize and coordinate the periodic evaluation of the Chairman of the Board of Directors and, at the same time, the periodic evaluation of the Board of Directors, the members thereof and the chief executive of the Company.”

- In relation to directors' remuneration:

“1. Propose to the Board of Directors the remuneration policy of directors, and the individual remuneration and other contractual conditions of the executive directors, ensuring they are respected.

2. Verify compliance with the remuneration policy set by the Company.

3. Periodically review the remuneration policy for directors, including remuneration systems based on, or linked to, the shares of the Company and their application, assessing the suitability and performance thereof, as well as ensuring that their individual remuneration is proportionate to the amounts paid to other directors of the Company.

4. Verify the information on directors' remuneration contained in the various corporate documents, including the annual report on directors' remuneration.”

- In relation to senior executives of the Company

“1. Report on proposals for appointment and removal of senior executives and propose to the Board of Directors the basic terms of their contracts.

2. Periodically review the remuneration policy for directors and senior executives, including remuneration systems based on, or linked to, the shares of the Company and their application, assessing the suitability and performance thereof, as well as ensuring that their individual remuneration is proportionate to the amounts paid to other directors and senior executives of the Company.

3. Verify the information on directors' and senior executives' remuneration contained in the various corporate documents, including the annual report on directors' remuneration.

4. Propose to the Board of Directors the remuneration policy for directors and general managers or those performing senior management functions under the direct supervision of the Board, executive committees or managing directors, as well as the individual remuneration, ensuring compliance therewith.

5. Receive information and, when appropriate, issue reports on the disciplinary measures to be imposed on the members of the Company's senior management team.”

3. Composition during the year

At December 31, 2022, the Committee was formed by:

DIRECTOR	POSTITION	TYPE OF DIRECTOR
Mr. Fernando Vives Ruiz	Chairman	Independent director
Ms. Chantal Gut Revoredo	Board member	Nominee Director
Mr. Fernando D'Ornellas Silva	Board member	Independent director
Mr. Ángel Durández Adeva	Board member	Independent director

The Committee secretary is Mr. Juan Luis Martín Carrera, who also holds the post of Human Resources Director of the Prosegur Group.

Article 5.1 of the Committee Regulations establishes that *“The Committee shall be made up of no less than three and no more than five non-executive directors appointed by the Board of Directors, with the knowledge, capacity and experience necessary to carry out its function.”*

At the date hereof, the majority of the members forming the Company’s Committee are independent directors, which represent 75% of its total members.

The CVs of the all of the members of the Committee are available on the corporate website (www.prosegur.com).

4. Meetings held

During fiscal year 2022, the Committee held four face-to-face meetings and adopted resolutions in writing without holding a meeting on one occasion:

February 24, 2022	Face-to-face meeting
May 5, 2022	Meeting held remotely
June 1, 2022	Resolutions in writing and without a meeting
July 27, 2022	Meeting held remotely
October 27, 2022	Meeting held remotely

All the meetings were attended by all of the members.

5. Functions and tasks performed and significant activities carried out during the fiscal year

Meeting held on February 24, 2022

The Committee carried out the annual review of the category of directors, assessed the performance of the Board of Directors, of the Committees and of the Directors, during fiscal year 2021, reported favorably on the Annual Corporate Governance Report of the Company relating to fiscal year 2021 (except in relation to related-party transactions and risk control and management systems, which were informed by the Audit Committee), and on the annual report on directors' remuneration of 2021, and analyzed the composition of the Board of Directors and its Committees.

As a consequence of that analysis, it proposed the re-election of Ms. Helena Revoredo Delvecchio, as nominee director, the re-election of Mr. Christian Gut Revoredo, as executive director, the re-election of Ms. Chantal Gut Revoredo, as nominee director, the re-election of Mr. Fernando D'Ornellas Silva, as independent director, and the appointment of Ms. Isela Angélica Costantini, as independent director.

In addition, it resolved to maintain the remuneration of the Board of Directors and its Committees for membership and attendance, proposed submitting to the Shareholders' Meeting of 2022 the approval of a new Company Directors' Remuneration Policy, the remuneration of the Chief Executive Officer for 2022, and the liquidation of his variable remuneration for 2021, as well as that of the rest of senior executives.

Lastly, the Committee analyzed the Company's remuneration strategy and reported favorably on the revision of the Long-Term Incentive Plan 2021-2023, and the revision of different senior executives of the Company, and it approved the activity report relating to fiscal year 2021.

Meeting held on May 5, 2022

The Committee analyzed the most relevant aspects of sustainability legislation in the European Union and, in particular, of the regulations on the management of companies and on the information report, the most relevant aspects of the new design of the Non-Financial Information Statement, the taxonomy of the European Union and its impact on the Prosegur Group, the achievement of the Sustainability Master Plan, the 2022 emissions offset plan and objectives to maintain the levels of the project initiated in 2021, among others.

It also reported favorably on the hiring of the senior executive responsible for Prosegur Security USA.

Resolution adopted in writing without holding a meeting on June 1 2022

The Committee reported favorably on the proposed appointment of Mr. Christian Gut Revoredo as new Deputy Chairman of the Board.

Meeting held on July 27, 2022

The Committee analyzed the ESG assessment of S&P Global Ratings and the score obtained by the Company, and the economic value generated by the Company's activities as a whole (Social Cash Flow), among others, and it reported favorably on the appointment of Mr. Rodrigo Zulueta as member of the Audit Committee, and the proposed modification of the number of participants in the Retention Plan 2021-2023 (Global Optimum).

Meeting held on October 27, 2022

The Committee analyzed the status of the energy savings and efficiency projects, both those in progress and those completed, as well as the energy management strategy plan of Prosegur. Moreover, it reported favorably on the proposed amendment of the Code of Ethics and Conduct, and the proposed approval of a new anti-corruption policy.

In addition, the Committee reported on the proposed modification of the Global Optimum Plan and the resulting amendment of the Directors' Remuneration Policy.

Furthermore, the Committee analyzed the organizational structure of the executives of the support lines and businesses and the reinforcement of key positions in the Security and Cipher businesses, and the appointment of the new Global General Manager of Cipher.

Lastly, the Committee was informed of the level of performance of the Company's senior executives who report to the Chief Executive Officer, of the succession plans of the Company's executive team, as well as of the Group's industrial action map.

6. CONCLUSION

The Committee considers that it has carried out its duties and fulfilled its responsibilities with diligence, efficiency, quality and professionalism, in compliance with the provisions of the Regulations of the Board of Directors and of the Sustainability, Corporate Governance, Appointments and Remuneration Committee.

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