

PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.

Notice of General Assembly of Noteholders

Pursuant (i) to the provisions of Article 421 onwards of Royal Legislative Decree 1/2010 of 2 July, approving the Consolidated Text of the Spanish Companies Act (*Real Decreto Legislativo 1/2010, de 2 de julio, por el que se aprueba el Texto Refundido de la Ley de Sociedades de Capital*), (ii) to the terms and conditions of the Notes Issue of Prosegur Compañía de Seguridad, S.A., 2013, in the principal amount of 500,000,000 Euro, 2.750 per cent, due April 2018 (with ISIN Code XS0904823431 and Common Code 090482343) (the “**Issue**”) and (iii) to the regulations of the syndicate of noteholders (the “**Syndicate Regulations**”), BNP Paribas Securities Services, Sucursal en España, acting in its capacity as temporary commissioner (the “**Temporary Commissioner**”) of the Issue, hereby convenes a general assembly of noteholders of the Issue (the “**General Assembly**”), which shall take place in the address of the issuer, Calle Pajaritos, 24, 28007 Madrid, Spain, on 26 September 2013, at 12:00pm CET, at first call, according to the following;

Agenda

- One: Examination and approval, as the case may be, of the performance of the Temporary Commissioner of the syndicate of noteholders
- Two: Ratification of the appointment of the Temporary Commissioner of the syndicate of noteholders or appointment of a substitute commissioner
- Three: Examination and approval, as the case may be, of the final version of the Syndicate Regulations
- Four: Motions and queries
- Five: Delegation of powers
- Six: Drafting and approval of the Minutes of the General Meeting

Right of information

In relation to the proposals on the agenda, following the publication of the announcement of this notice of the General Assembly, via Euroclear Bank SA/NV and Clearstream Banking Société Anonyme (together, the “**Clearing Systems**”), on the website of Prosegur Compañía de Seguridad, S.A. (the “**Issuer**”) (www.prosegur.com) and at the *Irish Stock Exchange*’s website, noteholders may examine and obtain at the Issuer’s registered address and request delivery or immediate remittance, free of charge, of the full text of the proposals (including the Syndicate Regulations) which are to be submitted for approval to the General Assembly.

Right of Attendance

In accordance with the terms and conditions of the Issue, noteholders shall, by virtue of purchasing the Notes, be deemed to have granted to BNP Paribas Securities Services, Luxembourg Branch (the

“**Fiscal Agent**”) full power and authority to attend the General Assembly on its behalf and to vote in favour of the agenda. Any noteholder intending to revoke such power of attorney for the purpose of personally attending the General Assembly and voting in relation to the agenda (provided that it is a noteholder at least five (5) days before the date on which the General Assembly is to be held) shall request his/her custodian which, in turn, will request to the Fiscal Agent, via the Clearing Systems, to issue within three (3) days prior to the meeting, a proxy in favor of that noteholder in such terms.

The Issuer, its directors, the Fiscal Agent, as well as the legal counsel and financial advisors of the Issuer, of the Temporary Commissioner and of the Fiscal Agent in relation to the Issue, shall be entitled to attend the General Assembly.

Additional Information

The following means of contact are available in order to obtain or clarify any information related to this General Assembly:

Att.: Santiago ACEVES

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E-mail: madrid_gct@bnpparibas.com

Madrid, on 4 September 2013.- BNP Paribas Securities Services, Sucursal en España, as Temporary Commissioner.