

**PROSEGUR COMPAÑÍA DE SEGURIDAD S.A.**

**NOTICE OF RELEVANT EVENT**

Madrid, 31 October 2016.

Further to the notice of relevant event of 26 October 2016, attached hereto is the announcement to convene the Extraordinary General Shareholders Meeting of Prosegur Compañía de Seguridad, S.A., published today in the newspaper Cinco Dias and posted on the company's corporate website ([www.prosegur.com](http://www.prosegur.com)). The meeting is scheduled to be held in Madrid at Calle Santa Sabina 8, on **2 December 2016 at 11 am** for the first call and again on 3 December 2016 at the same time in the same place for the second call.

As mentioned in the referred relevant event on 26 October 2016, the General Meeting is scheduled to be held on first call, i.e., on 2 December, 2016 at the aforementioned place and time.

The proposals for resolution drawn up by the Board of Directors, together with the remaining documentation concerning the Extraordinary General Shareholders Meeting (particularly the mandatory report of the Board of Directors regarding item 1 of the agenda), shall be available to shareholders at the registered company address (Calle Pajaritos 24, 28007-Madrid) and on the Company's corporate website ([www.prosegur.com](http://www.prosegur.com)).

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Sagrario Fernández Barbé  
Secretary of the Board of Directors

**PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.**  
*Extraordinary General Shareholders' Meeting*

The Board of Directors has resolved to convene the Extraordinary General Shareholders Meeting of Prosegur Compañía de Seguridad, S.A., to be held in Madrid at the Company's office at calle Santa Sabina, 8, on **2 December 2016 at 11 am** on first call and again on the next day 3 December 2016, at the same time and place on the second call, addressing the following:

**AGENDA**

- 1° Authorisation, for the purpose of the provisions of article 160.f) of the Spanish Companies Act, for the transfer or contribution of shares in Prosegur Cash (Prosegur Group's Cash in Transit division), including by means of making an offer for the sale and/or subscription of shares under the framework of it potentially being listed on the Spanish Stock Exchange.
- 2° Approval of an extraordinary dividend.
- 3° Delegation of powers for formalising, interpreting, correcting and executing the agreements adopted by the General Shareholder's Meeting.

**RESOLUTION PROPOSALS**

Shareholders that represent, at least, 3% of share capital may present reasoned resolution proposals regarding matters included on 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**

From the time this announcement of the meeting is published, shareholders are entitled to examine and obtain, at the company address, and to request that they immediately be sent, free of charge, the entire text of the proposed resolutions made by the Board of Directors regarding the points on the agenda and the report issued by the latter in relation to point 1 of the aforementioned agenda.

The documents mentioned above can also be viewed at the Company's corporate website ([www.prosegur.com](http://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 which the reply may be sent) for information or explanations that they may require, or to raise

questions considered pertinent regarding the matters addressed in the agenda and information accessible to the public provided by the Company to the National Stock Market Commission since the last General Shareholders' Meeting, i.e., since 27 April 2016.

### **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 27 November 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 Extraordinary 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](mailto:accionistas@prosegur.com), indicating "Proxy and Remote Voting - 2016 Extraordinary 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 30 November 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](http://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 Friday 2 December 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 ON 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](mailto:accionistas@prosegur.com).

Madrid, 31 October 2016. Secretary of the Board of Directors Sagrario Fernández Barbé.