



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

### **NOTICE OF RELEVANT EVENT**

Madrid, 28 April 2017.

The Prosegur Compañía de Seguridad, S.A. Board of Directors has resolved to convene the Ordinary General Shareholders' Meeting to be held in Madrid at the Company's office at calle Santa Sabina, 8, on **29 May 2017 at 1.30 pm** on first call and on the following day, 30 May 2017, at the same time and place on the second call, to address the following agenda:

1. Approval of the Company's individual annual accounts and consolidated accounts for the Company and its subsidiaries for 2016.
2. Approval of the distribution of profits for the financial year 2016.
3. Shareholders' remuneration: distribution of dividends charged to reserves.
4. Approval of the management actions of the Board of Directors during the financial year 2016.
5. Re-election of Mr Eugenio Ruiz-Gálvez Priego as director, acting as another external director.
6. Appointment of Mr Ángel Durández Adeva as director, acting as an independent director.
7. Re-election of the accounts auditor of the Company and its consolidated group for the financial year 2017.
8. Setting of the maximum annual remuneration for the Company's directors under the provisions of Article 22 of the Company Bylaws.
9. Delegation of powers to formalise, interpret, correct and execute the resolutions adopted by the General Shareholders' Meeting.
10. Advisory vote on the annual report concerning the remuneration of directors.

In light of the imminent end to his term as director (for which he was appointed for three years by the General Shareholders' Meeting held on 30 June 2014), Mr Pedro Guerrero Guerrero has notified the Company's Board of Directors of his intention to not run for re-election at the next General Meeting and has opted to resign as Company director, effective as of the date of said meeting.

To cover this vacancy, in accordance with item 6 of the agenda above, the Board of Directors proposes the appointment of Mr Ángel Durández Adeva as independent director of the Company.

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The General Meeting is scheduled to be held on first call, i.e., on **29 May 2017** at the aforementioned place and time.

The full call announcement is attached as an annexe.

As of the publication of the announcement to convene the meeting, the present announcement and the proposals for resolution drawn up by the Board of Directors, together with the remaining documentation concerning the General Shareholders' Meeting 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



## **ANNEXE**

### **ANNOUNCEMENT OF CALL TO THE** Prosegur Compañía de Seguridad, S.A. General Shareholders' Meeting.

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

The Board of Administration convenes the Prosegur Compañía de Seguridad, S.A. General Shareholder's Meeting. (the "**Company**") to be held in Madrid at the Company's office at calle Santa Sabina, 8, on 29 May 2017 at 1.30pm on first call, and on the following day, 30 May 2017, at the same time and place on the second call, to address the following:

#### **AGENDA**

1. Approval of the Company's individual annual accounts and the consolidated accounts of the Company and its subsidiaries for 2016.
2. Approval of the distribution of profits for the financial year 2016.
3. Shareholders' remuneration: distribution of dividends charged to reserves.
4. Approval of the management actions of the Board of Directors during 2016.
5. Re-election of Mr Eugenio Ruiz-Gálvez Priego as director, acting as another external director.
6. Appointment of Mr Ángel Durández Adeva as director, acting as an independent director.
7. Re-election of the accounts auditor of the Company and its consolidated group for the financial year 2017.
8. Setting of the maximum annual remuneration for the Company's directors under the provisions of Article 22 of the Company Bylaws.

9. Delegation of powers to formalise, interpret, correct and execute the agreements adopted by the Shareholder's General Meeting.
10. Advisory vote on the annual report concerning the remuneration of directors.

Additionally, the General Shareholders Meeting shall be apprised of the amendments to the Regulations of the Board of Directors approved on 27 July 2016.

### **ADDENDUM TO THE CALL AND RESOLUTION PROPOSAL**

Shareholders who represent at least three per cent of the share capital may (a) request the publication of an addition to this call, including at least one item to the agenda, so long as said item or items are accompanied by substantiation or, where pertinent, a justified proposal for resolution, and (b) present reasoned proposals for resolutions regarding matters that are either already included or should be included in 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, for the attention of the "Servicio de Atención al Accionista") within five days following publication of this announcement convening the general meeting.

### **RIGHT TO INFORMATION**

As provided for by the pertinent legislation currently in force, particularly in article 272 and concordant provisions of the Spanish Corporate Enterprises Act, upon publication of this announcement, shareholders are entitled to examine and secure the following documents at the registered address of the Company or request that a copy thereof be sent thereto free of charge:

- The financial statements and management reports (individual and consolidated versions) of the Company and its consolidated group, together with the corresponding audit reports and proposal for the distribution of profits in reference to fiscal year 2016.
- The complete text of the proposals for resolution regarding the points of the agenda drawn up by the Board of Directors and the report regarding the proposals for re-election and appointment of directors that will be addressed at the General Meeting and contain the professional profile and resume of the directors up for re-election and appointment.
- The annual corporate governance report, which is part of the management report.
- The annual director remuneration report.

The documents cited 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 send the reply) for information or explanations that they may require, or to raise questions considered pertinent regarding the matters addressed in the agenda, information accessible to the public provided by the Company to the National Stock Market Commission since the last General Shareholders Meeting, i.e., since 2 December 2016, and regarding the auditor's report.

### **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 24 May 2017.

All shareholders having the right to attend the General Meeting may be represented by another person, even when not a 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 obtaining 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 General 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 - 2017 General Meeting" [Representación y voto a distancia - Junta General 2017].
- 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 - 2017 General Meeting" [Representación y voto a distancia - Junta General 2017] 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 27 May 2017.

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 shareholder relationship (in particular, but not limited to, the calling and holding of the General Shareholders' Meetings and their dissemination). This information will be included in a file for which the Company is responsible.

Information regarding the issuance of the notarial certificate for the General Shareholders' Meeting will be shared with the notary and may be shared with third parties when exercising the right of information provided for by law or made accessible to the public to the extent it appears in the documentation available on the corporate website

(www.prosegur.com) or stated in the General Shareholders' Meeting, which may be subjected to audiovisual recording and public dissemination of said website. By attending the General Shareholders' Meeting, the attendee gives consent for this recording and dissemination.

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.

In the event that the shareholder includes personal information relating to other persons on the remote attendance, proxy and voting card, the shareholder must inform them of the categories in the previous paragraphs and fulfil any other requirements that may be applicable for the correct transfer of personal information to the Company, without the Company having to perform any additional action.

**The General Meeting is scheduled to be held on first call, i.e., on 29 May 2017 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, 27 April 2017.

Secretary of the Board of Directors

Sagrario Fernández Barbé.