

**PROPOSAL BY THE BOARD OF DIRECTORS OF PROSEGUR COMPAÑÍA
DE SEGURIDAD, S.A. BEFORE THE EXTRAORDINARY GENERAL
SHAREHOLDERS' MEETING 2016**

With regard to the first item on the agenda: Authorisation, for the purpose of the provisions of article 160.f) of the Spanish Companies Act, for making a transfer or contribution of shares in Prosegur Cash (Prosegur Group's Cash in Transit division), including by means of a sales and/or subscription offer of shares under the framework of it potentially being listed on the Spanish Stock Exchange.

- 1.- Authorise, for the purpose of provisions of article 160.f) of the Spanish Companies Act, the transfer or contribution of shares in the Prosegur Group company that is the parent company of its Cash in Transit division (currently the company Prosegur CIT Holding, S.A.U. - hereinafter, "**Prosegur Cash**"), including by means of making an offer of sale of and/or subscription to shares under the framework of it potentially being listed on the Spanish Stock Exchange, with Prosegur Compañía de Seguridad, S.A. always maintaining a share of more than 50% in Prosegur Cash (directly and/or indirectly).
- 2.- Acknowledge and approve (as necessary) the organisational and corporate restructuring process carried out by the Prosegur Group for the purposes of restructuring the group based on its three main divisions, by means of executing different business segregation operations, sales and purchases and contributions of shares and by different sale and purchase and contribution operations between the Prosegur Group and authorising additional internal company restructuring operations within the Prosegur Group that are necessary or appropriate.
- 3.- Authorise the Board of Directors, in the broadest terms, with express powers of substitution, to decide to perform the aforementioned additional company restructuring operations within the Prosegur Group that are necessary or appropriate, in addition to the aforementioned transfer or contribution of Prosegur Cash shares, including by means of making an offer for the transfer and/or subscription of shares and it being listed on the Stock Market, when deemed necessary, making all the decisions and taking all the actions that are necessary or appropriate for this purpose, including, in particular and without limitation, setting the amount of the possible offer and the price or value of the transfer, contribution, sale and/or subscription of the Prosegur Cash shares.

With regard to the second item on the agenda: Approval of an extraordinary dividend.

- 1.- Distribute, with available reserves, an extraordinary cash dividend of 0.100262 euros (gross) per share in the Company, issued with the right to collect on the date that the payment is made, which results in a total maximum gross amount of 61,874,150.66 euros (considering the total number of shares issued to date at 617,124,640 shares at 0.06 euros nominal value each).

Payment will be made as of 12 December 2016 through entities participating in IBERCLEAR.

All withholdings required by regulations applicable at the time will be made on the gross amounts paid.

- 2.- To authorise the Board of Directors, in the broadest terms, with express powers of substitution, to adopt any decisions and perform any actions deemed necessary or appropriate for the payment of the previously approved extraordinary dividend, including, in particular but not limited to, setting the terms and conditions of the distribution as regards anything not previously planned, appointing the entity or entities that are going to act as payment entities and signing the corresponding contract or contracts under the terms and conditions it deems necessary, holding current accounts for the purpose, sending the appropriate notifications and communications and, in general, performing any necessary or appropriate action for the successful completion of the approved distribution.

With regard to the third item on the agenda: Delegation of powers for formalising, interpreting, correcting and executing the agreements adopted by the General Shareholders' Meeting.

Without prejudice to any delegations included in earlier agreements or to any powers for registering public documents, to empower the chair of the Board of Directors, the managing director and the secretary of the Board of Directors, jointly and severally, so that any one of them may formalise and execute the preceding agreements. To such ends, they shall have the power to issue all and any public or private documents (including interpretations, clarifications, correction of errors or rectifications of deficiencies) necessary or advisable to ensure their precise fulfilment and, where required, to register them in the Spanish Mercantile Registry or any other public registry.