

**ATTENDANCE, DELEGATION AND REMOTE VOTE CARD**

--

Shareholder number: Number of shares: Bar code 

The 2015 Shareholders' General Meeting of Prosegur Compañía de Seguridad, S.A. shall be held in Madrid, at the AC Hotel Feria de Madrid, via de los Poblados 3, on **28 April 2015 at 1 p.m.** on first call, and the following day, 29 April 2015 at 1 p.m. at the same place, on second call, with the attached agenda. The **Shareholders' General Meeting shall be foreseeably held on first call.**

If attending the Shareholders' General Meeting, please provide this card on the day of the meeting at the access gates.

If not attending in person, and wishing to delegate your proxy or vote remotely, you must fill in and sign only one of the following two sections: delegation or remote voting. Having filled in the corresponding section of the card, please return it by post to the following address: Shareholder Support Service, calle Pajaritos, 24, 28007-Madrid, indicating the following on the envelope: "Proxy and remote vote – 2015 General Meeting". [Representación y voto a distancia – Junta General 2015]. If delegating your representation, you may also provide the card duly filled in to your representative for handing in on the day of the meeting at the gates.

You may also delegate your proxy or issue your vote prior to the Shareholders' General Meeting using electronic communication means, submitting to the company an e-mail signed with the electronic ID card (DNIe) or with the recognized electronic signature of the shareholder, a scanned copy in pdf format of your attendance, delegation and remote vote card after duly filling in the corresponding section and signed, the following e-mail address: [accionistas@prosegur.com](mailto:accionistas@prosegur.com), indicating the following in the message subject: Proxy and remote vote – 2015 General Meeting [Representación y voto a distancia – Junta General 2015].

**DELEGATION**

The shareholder confers his representation to the Chairman of the Board of Directors (or who may substitute him as chairman of the Shareholders' General Meeting), unless another representative is indicated here: .....

The representative receives precise voting instructions in favour of all proposals as formulated by the Board of Directors unless otherwise indicated next (*mark the corresponding cells*):

Item on the agenda	1	2	3	4.1	4.2	5.1	5.2	6	7	8	9
In favour											
Against											
Abstention											
Blank											

Delegation is extended to the items not included in the agenda attached that may legally arise, for which the representative shall abstain from voting, unless otherwise indicated next: .....

For the purposes of provisions set forth in sections 523 and 526 of the Capital Companies Act, the Chairman of the Board and other directors may be in a situation of conflict of interest with regards to item 9 of the agenda (*consulting voting of the annual financial report regarding remuneration for directors*), as well as with regards to proposals for their separation or exercising corporate responsibility actions against them that may eventually arise as allowed in law and directors whose ratification or re-election is proposed under items 4.1 and 4.2 of the agenda are in a situation of conflict of interest with regards to their own ratification or re-election.

**Shareholder signature****Representative signature**

On ..... 2015

On ..... 2015

**REMOTE VOTE**

The shareholder votes in favour of all proposals as formulated by the Board of Directors unless otherwise indicated next (*mark the corresponding cells*):

Item on the agenda	1	2	3	4.1	4.2	5.1	5.2	6	7	8	9
In favour											
Against											
Abstention											
Blank											

With regards to items not included in the attached agenda that may legally arise, it shall be understood representation is conferred to the Chairman of the Board of Directors (or who may substitute him as chairman of the Shareholders' General Meeting), unless another representative is indicated next: ..... The representative shall abstain during voting of such points, unless otherwise indicated next: .....

For the purposes of provisions set forth in sections 523 and 526 of the Capital Companies Act, the Chairman of the Board of Directors and other directors may be in a situation of conflict of interest with regards to proposals for their separation or exercising corporate responsibility actions against them that may arise as allowed in law.

**Shareholder signature**

On ..... 2015

## **Agenda for the 2015 Shareholders' General Meeting**

1. Approval of annual accounts and management report, both of Prosegur Compañía de Seguridad, S.A. and its consolidated group of companies, all relating to 2014.
2. Approval of the proposal for application of earnings and distribution of dividends to be deducted from income for the period 2014.
3. Approval of the management activities of the Board of Directors during 2014.
4. Re-election of directors.
  - 4.1. Re-election of Mr Eduardo Paraja Quirós (independent director).
  - 4.2. Re-election of Mr Fernando Vives Ruiz (independent director).
5. Modifications of Articles of Association for adaptation to the modifications of the Capital Companies Act by Act 31/2014 and introduce other technical improvements.
  - 5.1.- Modification of the following articles of Heading IV, Section 1 (*“Regarding the General Meeting”*) of the Articles of Association: Article 14 (*“Regarding the General Meeting. Types of Meeting”*), article 15 (*“Regarding the calling of the Shareholders’ General Meeting”*), article 16 (*“Regarding the shareholder’s right to be informed”*), article 17 (*“regarding the right to attend the meeting”*), article 18 (*“Regarding quorums of constitution and of assistance”*), article 19 (*“Regarding adopting resolutions and their effectiveness”*) and article 20 (*“Regarding the Chairman and the Company Secretary”*).
  - 5.2.- Modification of the following articles of Heading IV, Section 2 (*“Regarding The management body”*) of the Articles of Association: article 21 (*“Regarding the Board of Directors”*), article 22 (*“Regarding the duration of the appointment and Directors’ retributions”*), article 23 (*“Regarding the meeting of the Board of Directors”*), article 24 (*“Regarding the powers of the Board of Directors”*), article 25 (*“Regarding the Executive Committee”*), article 26 (*“Regarding the Appointments and Remuneration Committee”*) and article 27 (*“Regarding the Audit Committee”*).
6. Modification of the regulations of the Shareholders’ General Meeting in order to adapt it to the modified Corporations Act under Law 31/2014 and introduction of other technical improvements.
7. Approval of the 2015-2017 Long-term Incentives Plan for the Managing Director and the Directors of the Prosegur Group.
8. Granting of powers to draw up, interpret, correct and carry out the resolutions adopted by the Shareholders’ General Meeting.
9. Consultative vote on the annual report of Directors’ Remunerations.