

REPORT OF THE BOARD OF DIRECTORS OF PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A. WITH RESPECT TO THE PROPOSAL TO RE-ELECT MR CHRISTIAN GUT REVOREDO AS EXECUTIVE DIRECTOR, REFERRED TO IN ITEM 4.2 OF THE AGENDA OF THE SHAREHOLDERS' GENERAL MEETING TO BE HELD AT FIRST CALL FOR 27 APRIL 2016 AND AT SECOND CALL FOR 28 APRIL 2016

The Board of Directors of Prosegur Compañía de Seguridad, S.A. (the "**Company**") issues this report in order to justify the proposal for the re-election of the executive director Mr Christian Gut Revoredo, submitted for the approval of the Shareholders' General Meeting under item 4.2 of the agenda, as set forth in article 529. decies of the Spanish Corporations Act.

In fact, said article 529. decies requires that the proposal for appointment or re-election of board members must be accompanied by a justification report from the board appraising the skills, experience and merits of the proposed candidate, which shall be attached to the minutes of the Shareholders' General Meeting; and this shall be preceded, in the case of a proposal to appoint or re-elect a non-independent director, by a report from the Appointments and Remuneration Committee. In accordance with article 518 of said legal text, both documents must be published on the corporate website as of the publication of the announcement to convene the meeting.

For the purposes of carrying out said proposal, the Board of Directors has evaluated the favourable report issued by the Appointments and Remuneration Committee, in accordance with the provisions in article 529. decies. 6 of the Spanish Corporations Act and articles 17, 20.3 and 22 of the Regulations of the Board, after having conducted an analysis of the current composition of the board and its needs, evaluating the characteristics that the directors must possess in order to exercise their duties and the dedication required to effectively perform their role.

In addition, as established in the aforementioned regulation, to issue this report the Board of Directors has evaluated the skills, experience and merits of the proposed candidate in the terms indicated in the following:

1. PROFESSIONAL AND BIOGRAPHIC PROFILE OF MR CHRISTIAN GUT REVOREDO AND NOTABLE EXPERIENCE

Mr Christian Gut Revoredo is an Economics and Business graduate from CUNEF and has an MBA from the INSEAD Business School (France).

Mr Christian Gut Revoredo has been a Company director since 1997 and has acquired extensive experience in this capacity, having been the Managing Director of the Company since 2008, and having performed the role of CEO of Prosegur España until 2007.

In addition, he is a member of the Management Board of the Prosegur Foundation.

His education and experience fully qualify him for the position of director and Managing Director of the Company.

2. DATE OF THE FIRST AND LAST APPOINTMENT AS DIRECTOR OF THE COMPANY

Mr Christian Gut Revoredo was first appointed director of the Company by resolution of the Shareholders' General Meeting held on 30 June 1997 and he was last appointed by resolution of the Shareholders' General Meeting held on 29 April 2013.

He has held the position of Managing Director since 1 January 2008.

3. COMPANY SHARES AND FINANCIAL INSTRUMENTS DERIVED FROM COMPANY SHARES OWNED BY HIM

Mr Christian Gut Revoredo directly owns 885,430 company shares, representing 0.14% of the Company's share capital.

4. DIRECTOR CATEGORY

Mr Christian Gut Revoredo performs executive functions as the Managing Director of Company and the chief executive of Prosegur Group, such that he falls under the category of executive director.

5. RE-ELECTION PROPOSAL

Taking all the above into account, and considering the favourable report from the Appointments and Remuneration Committee, which shall be made available to the Shareholders' General Meeting, the Company's Board of Directors especially appraises the contribution of Mr Christian Gut Revoredo to the effective functioning of the governing body, providing especially relevant knowledge and experience in terms of private security, as well as business management, and concludes that he meets the requirements of honourability, suitability, solvency, competence, qualifications, training, availability and work commitment to carry out the duties of director and Managing Director, and is not disqualified due to incompatibility, prohibition or conflict of interests.

Hence, Mr Christian Gut Revoredo has the skills, experience and merits necessary to be the director and Managing Director of the Company, with the category of executive director, and it is in the best interest of the Company that he be re-elected for said position for a new three-year period.

Therefore, in light of the favourable report from the Appointments and Remunerations Commission, the following re-election proposal is hereby raised to the Shareholder's

General Meeting for Mr Christian Gut Revoredo as executive director of Prosegur Compañía de Seguridad, S.A.:

“4.2. Re-elect Mr Christian Gut Revoredo (executive director).

Re-elect Mr Christian Gut Revoredo as an executive director of Prosegur Compañía de Seguridad, S.A., for the statutory term of three years.”

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Madrid, 21 March 2016