

REPORT OF THE BOARD OF DIRECTORS OF PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A. WITH RESPECT TO THE PROPOSAL TO APPOINT MR FERNANDO D'ORNELLAS SILVA AS INDEPENDENT DIRECTOR, REFERRED TO IN ITEM 4.5 OF THE AGENDA OF THE SHAREHOLDERS' GENERAL MEETING CONVENED FOR 27 APRIL 2016, ON FIRST CALL, AND FOR 28 APRIL 2016, ON SECOND CALL

The Board of Directors of Prosegur Compañía de Seguridad, S.A. (the "**Company**") has issued this report in order to justify the proposal for the appointment of the independent director, Mr Fernando d'Ornellas Silva submitted for approval of the Shareholders' General Meeting under item 4.5 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, according to article 518 of the same act, shall be made available on its corporate website from the date of the publication of the announcement of the call to meeting.

As required by law, and in order to ensure greater transparency, this report assesses the competence, experience and merits of the proposed candidate for appointment as independent director for the Company, and contains additional relevant information that will enable shareholders to cast their vote on the proposed resolution.

1. PROFESSIONAL AND BIOGRAPHIC PROFILE OF MR FERNANDO D'ORNELLAS SILVA AND NOTABLE EXPERIENCE

Mr Fernando d'Ornellas Silva is a graduate in Law and Economics from ICADE – E3 Universidad Pontificia Comillas and holds an MBA from IESE, Barcelona (International Section).

Mr Fernando d'Ornellas Silva has been a director of Meliá Hotels International since 2012, a member of the Advisory Board of Willis Iberia since 2013, Senior Advisor of Mitsubishi Corporation and Lazard Asesores Financieros, S.A. since 2013 and director of GPIAC (GP Investments Acquisition Corp.) since 2015.

Likewise, Mr Fernando d'Ornellas Silva has been a member of the Executive Committee Fundación Consejo España – USA since the beginning of this year.

His education and experience offer a very valuable contribution for the performance of the role of a director of the Company.

The complete curriculum vitae of *Mr Fernando d'Ornellas Silva* is attached as an Appendix.

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

Don Fernando d'Ornellas Silva holds no Company shares, nor does he hold any financial instruments derived from Company shares.

3. MEMBERSHIP OF OTHER BOARDS OF LISTED COMPANIES

Mr Fernando d'Ornellas Silva has been a director of Meliá Hotels International since 2012.

4. DIRECTOR CATEGORY

Mr Fernando d'Ornellas Silva has been proposed because of his personal and professional qualities, with both the Appointments and Remuneration Commission and the Board of Directors itself judging that he can carry out his duties without being conditioned by any relationships with the Company or its group, or its significant shareholders or managers, and should consequently hold the post of independent director.

5. APPOINTMENT PROPOSAL

Taking all the above into account, the Board of Directors Particularly values the future contribution Mr Fernando d'Ornellas Silva will make to the effective functioning of the governing body, providing especially relevant knowledge and experience in terms of management, and concludes that he meets the requirements of honourableness, suitability, solvency, competence, qualifications, training, availability and work commitment to carry out the duties required of the post, and is not disqualified due to incompatibility, disqualification or conflict of interest.

Hence, Mr Fernando d'Ornellas Silva has the skills, experience and merits necessary to be a director of the Company, with the category of independent director, and it is in the best interest of the Company that he be appointed for said position for a three-year period.

Therefore, in light of the proposal from the Appointments and Remunerations Commission, the following proposal is hereby raised to the General Shareholder Meeting for Mr Fernando d'Ornellas Silva as independent director of Prosegur Compañía de Seguridad, S.A.:

“4.5. Name Mr Fernando d'Ornellas Silva (Independent director).

Name Mr Fernando d'Ornellas Silva an independent director of the Company for the statutory term of three years.”

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Madrid, 21 March 2016

[CV follows]