

**PROPOSALS OF RESOLUTION BY THE BOARD OF DIRECTORS OF
PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A. BEFORE THE GENERAL
SHAREHOLDERS' MEETING 2017**

With regard to the first item on the agenda: *Approval of the Company's individual annual accounts and consolidated accounts for the Company and its subsidiaries for 2016.*

PROPOSED RESOLUTION:

FIRST RESOLUTION

Approve the annual financial statements and individual management report for Prosegur Compañía de Seguridad, S.A. and the annual financial statements and consolidated management report for Prosegur Compañía de Seguridad, S.A. and its subsidiaries for the financial year ending on 31 December 2016, drawn up by the Board of Directors on 30 January 2017.

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With regard to the second item on the agenda: Approval of the distribution of profits for the financial year 2016.

PROPOSED RESOLUTION:

SECOND RESOLUTION

1. *Approval of the Prosegur Compañía de Seguridad, S.A. distribution of profits corresponding to the financial year 2016 in the following manner:*

Basis of allocation:

Results for the year (loss): (7,037) euros

Distribution:

Negative results from previous years:..... (7,037) euros

2. *Approve the offsetting of the aforementioned negative results from previous years for the amount of 7,037 euros against freely distributable reserves.*

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With regard to the third item on the agenda: Shareholders' remuneration: distribution of dividends charged to reserves.

EXPLANATION:

The Company's 2016 annual financial statement report shows the Board of Directors' initial intention to make a proposal to this General Meeting to distribute a dividend of 0.1105 euros per payable share in four payments of 0.0276 euros per share in circulation on the payment date in July and October 2017 and January and April 2018. This dividend should obviously had to have been paid against freely distributable reserves, since the Company had a negative result in 2016 of 7,037 euros (proposed to be applied according to the provisions of the previous resolution).

Therefore, it is the Company's intention to maintain (whenever possible and advisable) this dividend distribution plan (in four payments in January, April, July and October of each year) as usual, but adapting its approval method (in particular to adjust it to the dividends policy of its listed subsidiary, Prosegur Cash, S.A.), always taking into account the performance of the result and the group's cash generation as a whole.

Therefore, a proposal is now made to the General Shareholders' Meeting to approve a total dividend charged to freely distributable reserves of 0.0552 euros per share, payable in two payments of 0.0276 euros per share in July and October 2017 (as forecast, certifying that there are enough freely distributable reserves following the offsetting of negative results from previous years for said distribution, referred to in the previous resolution) and it is the intention of the Board of Directors to hereafter approve the payment of an interim dividend for the year in progress in December of each year (starting in December 2017), payable in four payments, in principle, for the same amount (in January, April, July and October of the following year), and subsequently subjected to the ratification of the next General Shareholders' Meeting.

For December 2017, depending on the performance of the result and the cash generation, the intention of the Board of Directors would be to approve an interim dividend of 0.1104 euros per share (total maximum amount of approximately 68,131 euros, considering that the social capital is divided into 617,124,640 ordinary shares) payable in four payments of 0.0276 euros per share in circulation on the payment date in January, April, July and October 2018.

In any case, the payment of dividends, if applicable, and the payment amounts and dates will depend on several factors, including, in particular, the legal, fiscal and regulatory requirements applicable at any given time for the net distributable profit or the availability of distributable reserves, of the performance of the Company's business and its growth strategy, of the inorganic growth opportunities, of the general economic and business conditions, of the market return, of the creditworthiness and of other factors that the Board of Directors deems necessary to take into account at any given time in response to social interest.

PROPOSED RESOLUTION:

THIRD RESOLUTION

1. *Approve the payment of a dividend in money charged to freely distributable reserves for the amount of 0.0552 euros gross per share in circulation, which implies a total maximum dividend of 34,066 euros (considering that the share capital of the Company on the date of this agreement is divided into a total of 617,124,640 shares with a value of 0.06 euros each).*

The dividend will be paid in two payments, each for 0.0276 euros gross per share in circulation, on each payment date, during the periods indicated below, through the companies participating in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (IBERCLEAR):

- *First payment – July 2017: maximum total amount to distribute of 17,033 euros.*
- *Second payment – October 2017: maximum total amount to distribute of 17,033 euros.*

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

In the case of the share capital of the Company and/or the number of shares into which it is divided varying, the gross amount per share on each payment date shall be modified as a result. In any case, the maximum total amount to be distributed on each payment date must not exceed the aforementioned amounts (i.e., the maximum amount of 17,033 euros charged to freely distributable reserves on each payment date).

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 dividend, including, in particular but not limited to, setting the terms and conditions of the distribution as regards anything not previously planned (including setting the exact payment date within the previously approved schedule), 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.*

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With regard to the fourth item on the agenda: *Approval of the management actions of the Board of Directors during the financial year 2016.*

PROPOSED RESOLUTION:

FOURTH RESOLUTION

Approval of the management by the Board of Directors of Prosegur Compañía de Seguridad, S.A. corresponding to the year 2016.

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With regard to the fifth item on the agenda: Re-election of Mr Eugenio Ruiz-Gálvez Priego as director, acting as another external director.

PROPOSED RESOLUTION:

FIFTH RESOLUTION

Re-elect the director of Prosegur Compañía de Seguridad, S.A., Mr Eugenio Ruiz-Gálvez Priego, acting as another external director, following a favourable report from the Appointments and Remuneration Committee, for the statutory term of three years.

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With regard to the sixth item on the agenda: Appointment of Mr Ángel Durández Adeva as director, acting as an independent director.

PROPOSED RESOLUTION:

SIXTH RESOLUTION

Appoint the director of Prosegur Compañía de Seguridad, S.A., Mr Ángel Durández Adeva, acting as independent director, at the proposal of the Appointments and Remuneration Committee, for the statutory term of three years.

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With regard to the seventh item on the agenda: Re-election of the accounts auditor of the Company and its consolidated group for the financial year 2017.

PROPOSED RESOLUTION:

SEVENTH RESOLUTION

Re-election as accounts auditor of both Prosegur Compañía de Seguridad, S.A. and of its consolidated group of companies for the financial year 2017 the auditing company KPMG Auditores, S.L.

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With regard to the eighth item on the agenda: Setting of the maximum annual remuneration for the Company's directors under the provisions of Article 22 of the Company Bylaws.

EXPLANATION:

For the purpose of the provisions of sections 3 and 5 of Article 22 of the Company Bylaws, the 2010 Ordinary General Shareholders' Meeting agreed to set the maximum annual remuneration at 1,500,000 euros (fixed annual allocation and daily allowance) for the group of directors acting as such, excluding remuneration for the executive directors of these functions, and at 2,000,000 euros for the maximum annual remuneration for the executive directors for performing their executive functions (excluding remunerations on or referring to Company actions), agreeing that, according to the Company Bylaws, these maximum amounts will remain in effect until the General Shareholders' Meeting decides to change it.

In view of the changes in recent years in the size and composition of the Board of Directors, it is proposed that the General Shareholders' Meeting updates the maximum amount of annual remuneration of the directors acting as such, raising the group limit to 2,000,000 euros, but maintaining the maximum annual amount for executive directors for performing these functions.

It should be noted that the proposal to increase the maximum amount of the annual remuneration of the directors acting as such, which respects the reason stated in the previous paragraph, does not imply any modification of the remuneration policy of the Company directors, or an increase in the fixed annual allocation and daily allowances established for 2017 and detailed in the 2016 annual report on remuneration of the directors of Prosegur Compañía de Seguridad, S.A., which is available to shareholders on the website of the National Securities Market Commission (www.cnmv.es) and on the Company's corporate website (www.prosegur.com) and which is submitted to an advisory vote under item eleven of the agenda of this Ordinary General Meeting 2017.

PROPOSED RESOLUTION:

EIGHTH RESOLUTION

- 1.- *For the purposes of Article 22.3 of the Prosegur Compañía de Seguridad, S.A. Company Bylaws, with effect for the 2017 and subsequent financial years, approval has been granted to fix the maximum amount of the annual remuneration at 2,000,000 euros (fixed annual allocation and daily allowance) that the Company can pay its group of directors in their capacity as such, excluding the remuneration of executive directors for such functions. The determination of the exact amount to be paid annually within this limit and its distribution amongst the different directors shall be established by decision of the Board of Directors, which shall take into consideration the functions and responsibilities attributed to each of them.*

- 2.- *Meanwhile, pursuant to Article 22.5 of the Prosegur Compañía de Seguridad, S.A. Company Bylaws, it has been agreed to maintain the maximum amount of remuneration for executive directors for performing their executive functions (that is, in addition to their remuneration as members of the Company's management body and, therefore, compatible with it), excluding remuneration comprising the transfer of shares or option rights thereto, or remuneration referenced to the value of the shares, of 2,000,000 euros, with the Board of Directors being responsible for the specific determination within that limit of the remuneration of the executive directors for the performance of these functions.*
- 3.- *The aforementioned maximum amounts will remain in effect until the General Shareholders' Meeting agrees to change them.*

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With regard to the ninth item on the agenda: Delegation of powers to formalise, interpret, correct and execute the resolutions adopted by the General Shareholders' Meeting.

PROPOSED RESOLUTION:

NINTH RESOLUTION

Without prejudice to any delegations included in earlier agreements or to any powers to register public documents, 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.

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With regard to the tenth item on the agenda: Advisory vote on the annual report concerning the remuneration of directors.

PROPOSED RESOLUTION:

TENTH RESOLUTION

Approval, as a consultative measure, of the annual report concerning the remuneration of the directors of Prosegur Compañía de Seguridad, S.A. for the year 2016.

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Madrid, 27 April 2017