

**PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.**  
*General Shareholders' Meeting*

The Board of Directors convenes the Prosegur Compañía de Seguridad, S.A. General Shareholder's Meeting (the "**Company**") to be held in Madrid at the Company's offices at calle Santa Sabina, 8, on May 29, 2018 at 1:00 p.m. on first call, and on the following day, May 30, 2018, at the same time and in the same venue on the second call, to address the following:

**AGENDA**

- 1° Approval of the Company's individual annual accounts and the consolidated accounts of the Company and its subsidiaries for 2017.
- 2° Approval of the allocation of 2017 results.
- 3° Approval of the management of the Board of Directors during 2017.
- 4° Re-election of Fernando Vives Ruiz as independent director.
- 5° Re-election of the auditor of the Company and of its consolidated group for fiscal year 2018.
- 6° Consultative vote on the annual report on directors' remuneration.
- 7° Approval of the directors' remuneration policy.
- 8° Approval of the 2018-2020 Long-Term Incentive Plan for the Chief Executive Officer and the senior management of the Prosegur Group.
- 9° Delegation of powers to formalise, interpret, correct and execute the resolutions adopted by the General Shareholders' Meeting.

The Shareholders' Meeting will also be informed of the amendments to the Board Regulations approved on October 30, 2017.

**SUPPLEMENT TO THE CALL NOTICE AND PROPOSED RESOLUTIONS**

Shareholders who represent at least three per cent of the share capital may (a) request the publication of a supplement to this call notice, including one or more items on the agenda, provided that the item or items are accompanied by substantiation or, as appropriate, a justified proposal for resolution, and (b) submit reasoned proposals for resolutions on items already included or to be included on the agenda. This right must be exercised by serving duly authenticated notice (including the relevant documentation evidencing shareholder status) dispatched to the registered company address (Calle Pajaritos, 24, 28007 Madrid, marked for the attention of the "Servicio de Atención al Accionista") within five days following publication of this call notice.

## **RIGHT TO INFORMATION**

Under the applicable legislation and, in particular, article 272 and related provisions of the Companies Law (*Ley de Sociedades de Capital*), upon publication of this call notice, shareholders are entitled to examine and obtain the following documents at the registered office of the Company or request that a copy thereof be sent thereto free of charge:

- the financial statements and management reports (individual and consolidated versions) of the Company and its consolidated group, together with the corresponding audit reports and proposal for the allocation of results in reference to financial year 2017;
- the complete wording of the proposals regarding the agenda made by the Board of Directors and the report issued by the Board on item 4 on the agenda (which contains the professional and biographical profile of the director whose re-election is proposed);
- the annual corporate governance report, which is part of the management report;
- the annual report on directors' remuneration; and
- the proposal for the directors' remuneration policy, together with the related report by the Nominations and Remuneration Committee.

The documents mentioned above are also available on the Company's corporate website ([www.prosegur.com](http://www.prosegur.com)).

Pursuant to Companies Law (*Ley de Sociedades de Capital*), up until the fifth day before the date scheduled for the General Shareholders' Meeting, shareholders may request of the Company (via certificate post with acknowledgement of receipt or in person at the following address: calle Pajaritos, 24, 28007-Madrid – “Servicio de Atención al Accionista”, specifying the identity of the shareholder making the request and the address to which the answer should be sent) any information or clarification that they see fit, or make any questions that they see fit, regarding the matters in the agenda, related to the public information provided by the Company to the Spanish National Stock Market Committee from May 29, 2017, when the latest General Shareholders' Meeting was held, and the auditor's report.

## **RIGHT OF ATTENDANCE AND REPRESENTATION**

Shareholders holding at least one thousand shares may attend the Shareholders' Meeting so long as they appear in the corresponding share registry at least five days before the scheduled date for the Shareholders' Meeting, i.e., no later than May 24, 2018.

All shareholders having the right to attend the Shareholders' Meeting may be represented by another person, even when not a shareholder. Proxy must be granted in writing, and the shareholder granting representation must complete and sign the attendance, proxy and

vote card provided by the IBERCLEAR member entity with which the shares are deposited.

Shareholders not holding the minimum number of shares to attend may give their proxy vote to a shareholder who does have the right to attend or form a group with other shareholders in the same situation until obtaining the necessary shares, in which case representation will be conferred in writing to one shareholder in the group. When opting to exercise this right to group shares together and designate a representative, the Company's Board of Directors must be notified thereof at least five days prior to the scheduled date of the Shareholders' Meeting, otherwise the representation will be considered to be invalid. The grouping must be confirmed in a brief signed by all the grouped shareholders and drawn up specifically for each Shareholders' Meeting, designating the shareholder representing the group.

### **PROXIES AND VOTING BY REMOTE MEANS**

Shareholders may grant proxy or cast their vote prior to the General Meeting through the following means of remote communications:

- a) By post: sending their original attendance, proxy and remote vote card duly filled in and signed to the following address: calle Pajaritos, 24, 28007-Madrid – “Servicio de Atención al Accionista”, indicating Proxy and Remote Vote - 2018 General Meeting” (“*Representación y voto a distancia - Junta General 2018*“) on the envelope.
- b) Via email: via an e-mail signed with an electronic ID (*DNIe*) or the recognised electronic signature of the shareholder (based on a recognised and currently valid electronic certificate issued by the Spanish Certification Agency (CERES), an entity of the Spanish National Mint), sending the company a scanned copy of their attendance, proxy and remote voting card with the corresponding section duly filled in and signed, to: [accionistas@prosegur.com](mailto:accionistas@prosegur.com), indicating “Proxy and Remote Vote - 2018 General Meeting” (“*Representación y voto a distancia - Junta General 2018*“) in the e-mail's subject.

Shareholders may obtain their attendance, proxy and remote vote cards from the IBERCLEAR member entity with which the shares are deposited.

In accordance with the Company's by-laws, in order to be valid, proxies and votes cast via a remote means of communications must be received by the Company at least forty-eight hours prior to the date scheduled for the General Shareholders Meeting on first call, i.e., prior to May 27, 2018.

The validity of a proxy or vote may depend on confirmation of a shareholder's status as such, verifying that the ownership and number of shares given by each of the persons sending their proxy or remotely voting match the data provided by IBERCLEAR. In case of discrepancy between the number of shares notified by the shareholder and the

information in the IBERCLEAR file, the share number reported by IBERCLEAR will prevail for the purposes of quorum and voting.

Attendance at the Shareholders' Meeting by a shareholder who has previously granted a proxy or voted through a remote means of communication will leave the proxy or vote null and void.

### **SHAREHOLDERS' ELECTRONIC FORUM**

In accordance with current legislation, a Shareholders' Electronic Forum has been set up on the Company's website ([www.prosegur.com](http://www.prosegur.com)), the use of which will comply with its legal purpose and the guarantees and working rules established by the company and any duly legitimated shareholders or groups of shareholders may have access thereto.

### **DATA PROTECTION**

Personal information sent by shareholders to the Company while exercising their attendance, proxy and voting rights for the Shareholders' Meeting, or that has been provided by financial intermediaries where those shareholders have deposited their shares, will be used to manage the development, fulfilment and control of the shareholder relationship (in particular, but not limited to, the calling and holding of the General Shareholders' Meetings and their dissemination). This information will be included in a file for which the Company is responsible.

The data will be provided to the notary for the purposes of drawing up the notarised minutes of the Shareholders' Meeting and may be made available to third parties in the exercise of their right to receive information laid down in the law or be made accessible to the public to the extent that they are included in the information available on the corporate website ([www.prosegur.com](http://www.prosegur.com)) or are stated at the Shareholders' Meeting, the proceedings of which may be recorded by audio-visual means and broadcast on such website. By attending the Shareholders' Meeting, attendees consent to such recording and broadcast.

The owners of the information may exercise their rights to have access to, rectify, cancel and oppose in accordance with current laws, under the terms and in compliance with the requirements established therein, by sending a letter marked "Data Protection", and including details of their request to the following address: Prosegur Compañía de Seguridad, S.A., calle Pajaritos, 24, 28007-Madrid.

In the event that the shareholder includes personal information relating to other persons on the remote attendance, proxy and voting card, the shareholder must inform them of the categories in the previous paragraphs and fulfil any other requirements that may be applicable for the correct transfer of personal information to the Company, without the Company having to perform any additional action.

**The General Meeting is scheduled to be held on first call, i.e., on May 29, 2018 at the aforementioned place and time.**

FOR ANY FURTHER INFORMATION WHICH MAY BE REQUIRED, SHAREHOLDERS MAY ADDRESS THE SHAREHOLDER SERVICE AT CALLE PAJARITOS, 24, 28007-MADRID, EITHER IN PERSON OR BY TELEPHONE ON 91 589 55 06, FROM 9:30 A.M. TO 1:30 P.M. FROM MONDAY TO FRIDAY, OR BY EMAIL TO THE FOLLOWING ADDRESS: [accionistas@prosegur.com](mailto:accionistas@prosegur.com).

Madrid, April 26, 2018. The Secretary of the Board of Directors, Ms. Sagrario Fernandez Barbé.