

**PROPOSALS OF RESOLUTION BY THE BOARD OF DIRECTORS OF  
PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A. BEFORE THE GENERAL  
SHAREHOLDERS MEETING 2018**

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**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 2017.**

**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 December 31, 2017, drawn up by the Board of Directors on February 27, 2018.*

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**With regard to the second item on the agenda: Approval of the allocation of 2017 results.**

**PROPOSED RESOLUTION:**

**SECOND RESOLUTION**

*Approving the allocation of 2017 results for the financial year 2017 of Prosegur Compañía de Seguridad, S.A. consisting of earnings for 830,334 thousand euros, as follows:*

- (i) the amount of 478,456 thousand euros is used for the provision of the reserves, itemized as follows;*
  - the amount of 10,000 thousand euros for the provision of the capitalization reserve;*
  - the amount of 468,456 thousand euros for the provision of the voluntary reserve;*
- (ii) the amount of 279,995.62 thousand euros is used for the payment of a dividend, which was already paid in full prior to this General Shareholders' Meeting, as an extraordinary interim dividend by virtue of the resolution of the Board of Directors adopted at its meeting held on December 19, 2017, which those present resolve to ratify as necessary;*
- (iii) the amount of 71,882.68 thousand euros is used to pay an ordinary interim dividend approved by virtue of the resolution of the Board of Directors passed in its meeting of December 19, 2017, which is ratified as required.*

*This ordinary interim dividend is paid in four payments at a rate of 0.02912 euros gross per share outstanding on each payment date, through the companies involved in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), in accordance with the calendar indicated below:*

- First payment: on January 18, 2018 (the maximum total amount to be distributed will be of 17,970.67 thousand euros).*
- Second payment: April 2018 (the maximum total amount to be distributed will be of 17,970.67 thousand euros).*
- Third payment: July 2018 (the maximum total amount to be distributed will be of 17,970.67 thousand euros).*

- *Fourth payment: October 2018 (the maximum total amount to be distributed will be of 17,970.67 thousand 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 Prosegur Compañía de Seguridad, S.A. and/or the number of shares into which it is divided varying, the gross amount per share on each payment date will 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 17,970.67 thousand euros on each payment date).*

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**With regard to the third item on the agenda: Approval of the management of the Board of Directors during 2017.**

**PROPOSED RESOLUTION:**

**THIRD RESOLUTION**

*To approve the management of the Board of Directors of Prosegur Compañía de Seguridad, S.A. during 2017.*

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**With regard to the fourth item on the agenda: Re-election of Fernando Vives Ruiz as independent director.**

**PROPOSED RESOLUTION:**

**FOURTH RESOLUTION**

*To re-elect Fernando Vives Ruiz as independent director of Prosegur Compañía de Seguridad, S.A., upon proposal of the Appointments and Remuneration Committee, for a term of 3 years, as stated in the by-laws.*

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**With regard to the fifth item on the agenda: Re-election of the auditor of the Company and of its consolidated group for financial year 2018.**

**PROPOSED RESOLUTION:**

**FIFTH RESOLUTION**

*To re-elect KPMG Auditors, S.L. as the auditor of Prosegur Compañía de Seguridad, S.A. and of its consolidated group for the audit of FY 2018.*

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**With regard to the sixth item on the agenda: Consultative vote on the annual report on directors' remuneration.**

**PROPOSED RESOLUTION:**

**SIXTH RESOLUTION**

*To approve, on a consultative basis, the 2017 annual report on the remuneration of directors of Prosegur Compañía de Seguridad, S.A. for 2017.*

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**With regard to the seventh item on the agenda: Approval of the directors' remuneration policy.**

**GROUNDS FOR THE PROPOSED RESOLUTION (article 529.novodecies.2 of the Corporate Law):**

The Board of Directors submits the directors' remuneration policy of Prosegur Compañía de Seguridad, S.A. to the binding vote of the General Shareholders' Meeting. Such policy sets forth its own general principles, the functioning of each remuneration item and the basic terms of the CEO's contract, and is accompanied by the corresponding report by the Nominations and Remuneration Committee.

The remuneration policy is aimed at ensuring that the remuneration of the Company's directors is in line with their dedication and liability and consistent with the remuneration paid on the market by comparable companies at national and international level, bearing in mind the long-term interests of all shareholders.

The Board of Directors will procure that the directors' remuneration is moderated in line with the demands of the market and, as the case may be, if it deems appropriate, that one part is linked to the Company's income.

The principles and foundation of the directors' remuneration scheme of the Company are laid down in article 22.3 through article 22.5 of the by-laws, which can be consulted on the Company's website.

In connection with nonexecutive directors, the Board of Directors and the Nominations and Remuneration Committee will take all measures available to them to ensure that the remuneration of nonexecutive directors complies with the following guidelines: (i) remuneration in line with their actual dedication; (ii) exclusion from welfare schemes financed by the Company for cases of resignation, death or any other; and (iii) the amount of the remuneration must be calculated in such a way as to offer incentives for their dedication, but not to create a barrier to their independent opinion.

In turn, in connection with executive directors, the fundamental criteria is that of offering remuneration schemes which make it possible to attract, retain and motivate outstanding professionals, with a view to enabling the Company to achieve its strategic objectives within the increasingly competitive and internationalized context in which it pursues its activities.

Consequently, the remuneration policy, which is submitted to the General Shareholders' Meeting for approval, is based on the following principles and criteria:

- a) creation of long-term value for the Company, aligning the remuneration schemes with the strategic plan;
- b) attraction, motivation and retention of the best professionals;



- c) responsible achievement of objectives, in accordance with the Company's risk management policy;
- d) transparency in the remuneration policy.

**PROPOSED RESOLUTION:**

**SEVENTH RESOLUTION**

*To approve, on a binding basis, the directors' remuneration policy of Prosegur Compañía de Seguridad, S.A.*

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**With regard to the eighth item on the agenda: Approval of the 2018-2020 Long-Term Incentive Plan for the Chief Executive Officer, and the senior management of the Prosegur Group.**

**PROPOSED RESOLUTION:**

**EIGHTH RESOLUTION**

1. *To approve the 2018-2020 Long-Term Incentive Plan (“2018 LTIP”) for the Chief Executive Officer, and the senior management of the Prosegur Group, including the delivery of shares in Prosegur Compañía de Seguridad, S.A.*

*For purposes of the Companies Law and related provisions, the following is approved:*

*Type: The 2018 LTIP is a long-term remuneration system associated with the performance of Prosegur Compañía de Seguridad, S.A. with respect to certain parameters in line with its strategic plan, to promote the retention and motivation of its beneficiaries and the creation of long-term value. The goals of the 2018 LTIP will be associated with the creation of value in Prosegur Compañía de Seguridad, S.A. at the global or unit level (region or country) depending on the position held and the scope of responsibility of the beneficiary, and, when relevant with personal goals, measuring the creation of value on the basis of metrics that are relevant for the business during the period in question. The 2018 LTIP envisages the payment of the incentive in cash and/or through the delivery of shares in Prosegur Compañía de Seguridad, S.A.*

*Beneficiaries: The Chief Executive Officer, and the senior management of the Prosegur Group who are selected by the Board of Directors, with powers of subdelegation, following a report from the Nominations and Remuneration Committee.*

*Term: The 2018 LTIP covers the financial years 2018 to 2020 (the performance period of reference), both included, with a permanence period, if applicable, of two additional financial years (2021 and 2022) to receive all or part of the incentive.*

*Maximum number of shares allocated to the 2018 LTIP: The maximum number of shares allocated to the 2018 LTIP amounts to 1,191,981 ordinary shares, each with a par value of 0.06 euros, representing 0.1932% of the current share capital of Prosegur Compañía de Seguridad, S.A., of which a maximum of 478,428 ordinary shares, each with a par value of 0.06 euros may be allocated to the Chief Executive Officer.*

Coverage of the 2018 LTIP: Prosegur Compañía de Seguridad, S.A. may allocate to the 2018 LTIP coverage the shares that constitute or will constitute its treasury stock or make use of other suitable financial instruments.

- 2.- Empower the Board of Directors of Prosegur Compañía de Seguridad, S.A. with express powers of substitution, to implement, when and how they see fit, conduct, formalise, and execute the 2018 LTIP, in the terms and conditions they see fit for the corporate interest, making any resolutions and signing any public or private documents required or appropriate for them to have full effect, being empowered also to amend, rectify, modify, and supplement this agreement. And in general pass any resolutions and perform any actions required or merely appropriate for the success of the 2018 LTIP, including, without limitation:
- a) Setting the terms and conditions of the 2018 LTIP in all aspects not established in this agreement, including the 2018 LTIP metrics, the basis for its application, the eligibility, maintenance, and permanence requirements, the rules for share liquidation and delivery, the consequences of de-registration during the 2018-2020 period, the consequences of corporate transactions, etc.
  - b) Drafting signing, approving, applying, and interpreting the 2018 LTIP regulations.
  - c) Drafting, signing, approving, and submitted any communications and supplementary documents that might be required or appropriate with any public or private organisation for purposes of the implementation, execution, and liquidation of the 2018 LTIP.
  - d) Negotiating, agreeing, and signing counterparty and liquidity agreements with the financial institutions freely designated for the best implementation of the 2018 LTIP, in the terms and conditions they see fit.
  - e) Drafting and publishing any announcements they see fit.
  - f) Drafting, signing, executing, and, if applicable, certifying any kind of document pertaining to the 2018 LTIP.

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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 Shareholder's Meeting.**

**PROPOSED RESOLUTION:**

**NINTH RESOLUTION**

*Without prejudice to any delegations included in earlier agreements or to any powers to register public documents, empower the Chairman of the Board of Directors, the Chief Executive Officer 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 will 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 Commercial Registry or any other public registry.*

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Madrid, April 26, 2018