

**PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS
OF PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A. TO THE 2019
SHAREHOLDERS' MEETING**

With regard to the first item on the agenda: Approval of the Company's individual financial statements and management report and the consolidated financial statements and management report of the Company and its subsidiaries for 2018.

PROPOSED RESOLUTION:

RESOLUTION ONE

“To approve the individual financial statements and management report of Prosegur Compañía de Seguridad, S.A. and the consolidated financial statements and management report of Prosegur Compañía de Seguridad, S.A. and its subsidiaries, for the year ended December 31, 2018, drawn up by the Board of Directors on February 26, 2019.”

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With regard to the second item on the agenda: Approval of the distribution of 2018 income.

PROPOSED RESOLUTION:

RESOLUTION TWO

“Approving the distribution of the 2018 income of Prosegur Compañía de Seguridad, S.A. consisting of earnings of 102,985 thousand euros, as follows:

- (i) the amount of 45,000 thousand euros is used for the provision of the capitalization reserve;*
- (ii) the amount of 79,053.67 thousand euros is used for the payment of an ordinary interim dividend approved by virtue of the resolution of the Board of Directors adopted at its meeting held on December 20, 2018, which is ratified as required.*

This ordinary interim dividend is paid in four payments at a rate of 0.032025 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 16, 2019 (maximum total amount to be distributed: 19,763,416.60 euros).*
- Second payment: April 2019 (maximum total amount to be distributed: 19,763,416.60 euros).*
- Third payment: July 2019 (maximum total amount to be distributed: 19,763,416.60 euros).*
- Fourth payment: October 2019 (maximum total amount to be distributed: 19,763,416.60 euros).*

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

Should the capital stock of Prosegur Compañía de Seguridad, S.A. and/or the number of shares into which it is divided be modified, the gross amount per share on each payment date will be adjusted accordingly. 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 19,763,416.60 euros on each payment date).”

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With regard to the second item on the agenda: Approval of the statement of non-financial information for 2018.

PROPOSED RESOLUTION:

RESOLUTION THREE

“To approve the statement of non-financial information for the year ended December 31, 2018.”

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With regard to the fourth item on the agenda: Approval of the management of the Board of Directors during 2018.

PROPOSED RESOLUTION:

RESOLUTION FOUR

“To approve the management of the Board of Directors of Prosegur Compañía de Seguridad, S.A. during 2018.”

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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 2019.

PROPOSED RESOLUTION:

RESOLUTION FIVE

“To re-elect KPMG Auditores, S.L. as auditor of Prosegur Compañía de Seguridad, S.A. and of its consolidated group for the audit of FY 2019.”

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With regard to the sixth item on the agenda: Appointment of the auditor of the Company and of its consolidated group for 2020, 2021 and 2022.

PROPOSED RESOLUTION:

RESOLUTION SIX

“To appoint Ernst & Young as auditor of the Company and of its consolidated group for 2020, 2021 and 2022 and to empower the Board of Directors, with express powers of delegation, to execute the related contract on such terms as it deems appropriate in accordance with the legislation in force.

This resolution is submitted to the Shareholders’ Meeting for approval, at the proposal of the Board of Directors following a proposal, in turn, from the Audit Committee which, after carrying out a selection procedure in accordance with the legislation in force, recommended the appointment of Ernst & Young to the Board.

Ernst & Young has its registered office in Ernst & Young. It is registered at the Madrid Commercial Registry on page 87.690-1, on sheet 68, in volume 9.364, as well as in the Official Register of Auditors, under number S0530.”

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With regard to the seventh item on the agenda: Re-election of Helena Revoredo Delvecchio as nominee director.

PROPOSED RESOLUTION:

RESOLUTION SEVEN

“To re-elect Helena Irene Revoredo Delvecchio as nominee director of Prosegur Compañía de Seguridad, S.A., following the report of the Nomination and Remuneration Committee, for a term of 3 years, as stipulated in the bylaws.”

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With regard to the eighth item on the agenda: Re-election of Christian Gut Revoredo as executive director.

PROPOSED RESOLUTION:

RESOLUTION EIGHT

“To re-elect Christian Gut Revoredo as executive director of Prosegur Compañía de Seguridad, S.A., following the report of the Nomination and Remuneration Committee, for a term of 3 years, as stipulated in the bylaws.”

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With regard to the ninth item on the agenda: Re-election of Isidro Fernández Barreiro as nonexecutive director.

PROPOSED RESOLUTION:

RESOLUTION NINE

“To re-elect Isidro Fernández Barreiro as nonexecutive director of Prosegur Compañía de Seguridad, S.A., following the report of the Nomination and Remuneration Committee, for a term of 3 years, as stipulated in the bylaws.”

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With regard to the tenth item on the agenda: Re-election of Chantal Gut Revoredo as nominee director.

PROPOSED RESOLUTION:

RESOLUTION TEN

“To re-elect Chantal Gut Revoredo as nominee director of Prosegur Compañía de Seguridad, S.A., following the report of the Nomination and Remuneration Committee, for a term of 3 years, as stipulated in the bylaws.”

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With regard to the eleventh item on the agenda: Re-election of Fernando D’Ornellas Silva as independent director.

PROPOSED RESOLUTION:

RESOLUTION ELEVEN

“To re-elect Fernando d’Ornellas Silva as independent director of Prosegur Compañía de Seguridad, S.A., at the proposal of the Nominations and Remuneration Committee, for a term of 3 years, as stipulated in the bylaws.”

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With regard to the twelfth item on the agenda: Consultative vote on the annual report on directors' remuneration for 2018.

PROPOSED RESOLUTION:

RESOLUTION TWELVE

“To approve, on a consultative basis, the annual report on the remuneration of the directors of Prosegur Compañía de Seguridad, S.A. for 2018”

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With regard to the thirteenth item on the agenda: Capital reduction by way of the redemption of 18,445,278 shares of treasury stock (3% of the capital stock).

PROPOSED RESOLUTION:

RESOLUTION THIRTEEN

“To reduce the capital stock by way of the redemption of 18,445,278 shares of treasury stock, equal to 3% of the capital stock, each with a par value of 0.06 euros, for a nominal amount of 1,106,716.68 euros, within the limits set in article 146 and concordant articles and in article 509 of the Corporate Enterprises Law.

The capital reduction does not entail the repayment of contributions to shareholders, because the Company itself is the owner of the shares being redeemed, and will be carried out with a charge to unrestricted reserves, recording a provision to a reserve for redeemed capital equal to the nominal value of the redeemed shares, pursuant to article 335 c) of the Corporate Enterprises Law.

Consequently, in accordance with the aforesaid article, creditors of the Company will not have the right of opposition referred to in article 334 of the Corporate Enterprises Law.

Those present also resolve to delegate the necessary powers to the Board of Directors, with express powers of delegation, so that it may execute this resolution, being able to specify other points which are not expressly stipulated herein or are a consequence hereof, including the powers to reword the article of the bylaws that sets the capital stock, so that it reflects the capital figure and the number of shares resulting from the execution of the capital reduction.”

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With regard to the fourteenth item on the agenda: Capital reduction by way of the redemption of up to a maximum of 59,850,000 shares of treasury stock.

PROPOSED RESOLUTION:

RESOLUTION FOURTEEN

“To reduce the Company’s capital stock by way of the acquisition of shares under a buy-back program of the Company, for a maximum amount of 3,591,000 euros, for their redemption authorized by the Board of Directors (the “Buy-back Program”), as follows:

1. Amount and form of capital reduction: The nominal amount of the capital reduction at the Company will be equal to the number of shares acquired under the Buy-back Program, multiplied by 0.06 euros per share; the capital reduction will be carried out by way of the redemption of said shares, up to a maximum of 3,591,000 euros, equal to the nominal value of the maximum number of shares of treasury stock to be acquired under the Buy-back Program (59.850.000 common shares, each with a par value of 0.06 euros).

As explained below, the final figure of the capital reduction will be set by the Board having regard to the final number of shares acquired under the Buy-back Program.

2. Procedure for acquiring the shares that are to be redeemed: The shares that are to be redeemed will be acquired by the Company under the Buy-back Program, which will end, at the latest, on the date set by the Board, and will be carried out subject to the price and volume conditions established in article 5 of Regulation (EU) n° 596/2014 of the European Parliament and of the Council, of 16 April 2014, on market abuse, and in Commission Delegated Regulation (EU) 2016/1052, of 8 March 2016, supplementing Regulation (EU) n° 596/2014 on market abuse with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures.

By virtue of the foregoing, pursuant to article 340.3 of the Corporate Enterprises Law, if the Company does not acquire the maximum number of 59.850.000 shares, each with a par value of 0.06 euros, under the Buy-back Program, capital will be deemed to have been reduced by the amount related to the shares actually acquired under said Program.

3. Procedure for the reduction and reserves to which it is charged: Pursuant to article 342 of the Corporate Enterprises Law, the capital reduction must be executed within one month after the end of the Buy-back Program.

The capital reduction does not entail the repayment of contributions to shareholders, because the Company itself is the owner of the shares being redeemed, and will be

carried out with a charge to unrestricted reserves, recording a provision to a reserve for redeemed capital equal to the nominal value of the redeemed shares, the use of which will be subject to the same requirements as those imposed on the reduction of capital stock under article 335 c) of the Corporate Enterprises Law.

Consequently, as stated in the aforesaid article, creditors of the Company will not have the right of opposition referred to in article 334 of the Corporate Enterprises Law.

4. Delegation of powers: To delegate the necessary powers to the Board of Directors, with express powers of delegation, so that it may execute this resolution, being able to specify other points which are not expressly stipulated herein or are a consequence hereof. In particular, and without limitation, the following powers are delegated to the Board of Directors, with express powers of delegation:

- a) to approve the execution of the Buy-back Program and to establish the maximum number of shares that can be bought back by the Company, within the limits set in this resolution and by law, as well as any other terms of the Buy-back Program, all pursuant to the applicable legislation;*
- b) to take any actions, make any statements or take any steps required in connection with the public communication of the Buy-back Program and with any actions which may, as the case may be, have to be taken vis-à-vis Spanish or foreign regulators and securities markets; to negotiate, agree and execute as many contracts, agreements, commitments or instructions as are necessary or advisable for the success of the Buy-back Program and the capital reduction;*
- c) to publish the notices required by law, to acquire the shares under the Buy-back Program and, within one month after the end of said Program, to redeem them as agreed herein;*
- d) to declare the capital reduction to be closed and executed, setting for such purpose the final number of shares to be redeemed and, accordingly, the amount to which the Company's capital stock is to be reduced in accordance with the rules stipulated in this resolution;*
- e) to set the final figure of the capital reduction having regard to this resolution and to establish any other circumstances required to carry it out, all in accordance with the aforesaid conditions;*
- f) to reword the article of the bylaws that sets the capital stock, so that it reflects the capital figure and the number of shares resulting from the execution of the capital reduction;*
- g) to take such steps and actions as are necessary or advisable and to file such documents as are required with the relevant bodies so that, following the redemption*

of Company shares and the execution of the related deed, and its registration at the Commercial Registry, the redeemed shares are excluded from trading on the related securities markets and the related accounting entries are removed;

h) to take such actions as are necessary or advisable to execute and formalize the capital reduction vis-à-vis any entities and bodies, whether public or private, Spanish or foreign, including acts of declaration, supplement or rectification of deficiencies or omissions which could prevent or serve as an obstacle to the full effectiveness of the foregoing resolutions.

The Board is expressly authorized so that it may, in turn, delegate the powers referred to herein, pursuant to article 249.bis l) of the Corporate Enterprises Law.”

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

PROPOSED RESOLUTION:

RESOLUTION FIFTEEN

“Without prejudice to any delegations included in earlier agreements or to any powers to register public documents, to empower the Chairman of the Board of Directors, the Chief Executive Officer and the Secretary to the Board of Directors, jointly and severally, so that any one of them may formalize 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 at the Commercial Registry or any other public registry.”

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Madrid, April 25, 2019