



**Corporate
Governance
Policy of
Prosegur
Compañía de
Seguridad, S.A.**

1. Scope and Application

The Board of Directors of Prosegur Compañía de Seguridad, S.A. (hereinafter, “**Prosegur**” or the “**Company**”) is responsible for exercising the function, which may not be delegated, of determining the general policies and strategies, including, among others, the Corporate Governance Policy of the Company and its subsidiaries (hereinafter, the “**Group**”).

In this regard, the Board of Directors of the Company has approved this Corporate Governance Policy of Prosegur (hereinafter, the “**Policy**”), which sets out the main aspects and commitments of the Company and its Group in relation to corporate governance.

In accordance with the provisions of the Regulations of the Board of Directors of the Company, the Sustainability, Corporate Governance, Appointments and Remuneration Committee shall be responsible for supervising the Corporate Governance System and the application of this Policy, and periodically assessing the efficacy thereof and proposing to the Board of Directors the adoption of adequate measures for the update of the Policy and, as the case may be, for the resolution of any deficiencies thereof.

2. Principles and Purpose

The commitment to the highest ethical standards and to compliance with the best national and international practices in corporate governance, together with Prosegur’s own values and those of its Group (proactivity, commitment, value creation, customer focus, transparency, excellence, leadership, teamwork and brand), constitute the pillars on which the Company and its Group base their Corporate Governance System. These pillars guide the actions of the Board of Directors, its Committees, the other bodies of the Company and, generally speaking, all of the people that form part of the Company.

As part of its commitment with transparency, the rules and main policies that constitute the Corporate Governance System of Prosegur are permanently available to the market and, in particular, to all shareholders and investors, via the corporate website (www.prosegur.com).

The purpose of this Policy is to establish the criteria and guidelines applicable to the organisation and the functioning of the governing bodies of the Company, based upon and in light of the provisions of applicable regulations and the best corporate governance practices.

3. Structure of the Corporate Governance Rules

The corporate governance of Prosegur and its Group is implemented through a set of internal rules, policies and procedures which, complementary to the provisions of applicable law, govern the structure, composition and functioning of the governing bodies of the Company (hereinafter, the “**Corporate Governance System**”) and which are based on the principles of transparency and good practices of corporate governance, reflecting, in particular, the recommendations of the Good Governance Code of Listed Companies approved by the Spanish National Securities Market Commission (hereinafter, the “**CNMV**”) on 18 February 2015 and last revised on 26 June 2020 (hereinafter, the “**Good Governance Code**”).

The rules established by Prosegur for the purposes of its Corporate Governance System include, by way of a first group of rules, the basic corporate rules of the Company. Said rules shall, at all times, comply with and adhere to the provisions of applicable law and shall incorporate the best corporate governance practices, and shall be reviewed and updated periodically in order to adapt them to future rules or new best practices:

- The **Articles of Association**, as the essential framework for the functioning and organisation of the Company and its governing bodies.
- The **Regulations of the General Shareholders' Meeting**, the purpose of which is to implement the legal precepts and applicable provisions of the Articles of Association in relation to the functioning of the General Shareholders' Meeting and the exercise of the rights of shareholders thereat.
- The **Regulations of the Board of Directors**, in which, based on the legal and statutory framework and the Good Governance Code, the principles of action of the Board and its Committees, the basic rules of its organisation and operation, and the rules of conduct of its members are specified and developed.
- The **Regulations of the Audit Committee**, that, based upon the legal framework, the provisions of the Articles of Association and the Good Governance Code, establish and implement the action principles of the Board and the Committees thereof, the basic rules for the organisation and functioning thereof and rules of conduct of the members thereof.
- The **Regulations of the Sustainability, Corporate Governance, Appointments and Remuneration Committee**, in which, based on the provisions of the Regulations of the Board of Directors, and in accordance with the recommendations of good governance and the Technical Guidelines and other interpretative criteria published by the CNMV at any given time regarding Appointments and Remuneration Committees, the basic rules of its organisation and functioning operation are implemented.

Moreover, for the purpose of the necessary compliance with the different legal and regulatory provisions, as well as certain recommendations set out in, among others, the Good Governance Code and in the Technical Guidelines and other interpretative criteria published by the CNMV at any given time, the Company has other corporate governance rules and internal procedures of conduct. Among them:

- The **Code of Ethics and Conduct of Prosegur**, which sets out the principles and guidelines for action that must govern the conduct of the professionals who form part of the Company within the framework of its Purpose, Values and its Leadership Model. The employees, managers and members of the governing bodies of the Company must comply with the Code of Ethics and Conduct, both in their internal professional relations and in external relations with shareholders, customers and users, suppliers, public administrations and regulatory bodies, competitors and with society in general.
- The **Internal Code of Conduct for Aspects Related to the Securities Markets**, the purpose of which is to establish the rules of conduct that employees, managers and members of the governing bodies of the Company must comply with in relation to the securities markets, in particular regarding inside information, market abuse and other obligations derived from the Company's status as a listed company.
- The **Framework Agreement between the Company and Prosegur Cash, S.A.**, as the controlling shareholder of Prosegur Cash, S.A., the purpose of which is to establish a framework for transparent relationships between both companies, that defines their respective spheres of activity, the framework of commercial relationships and the mechanisms established for the resolution of any potential conflicts of interest.

Furthermore, the corporate governance of Prosegur is also implemented by way of a number of other corporate policies approved by the Board of Directors of the Company, for different purposes, such as:

- The regulation of certain aspects regarding the structure and functioning of the Board of Directors of the Company (**policies for the selection of director candidates and for director remuneration**);
- The establishment of the general principles and the aspects of the sustainable development strategy (**sustainability policy**);
- The determination of the guidelines and criteria that must be applied when adopting decisions for the Company in certain ambits (**policies on tax strategy, risk control and management, and compliance**);
- The definition of the principles, criteria and measures for the protection of information and the systems of the Company and its Group, as well as for the prevention, detection and management of risks in terms of cybersecurity (**information security and cybersecurity policy**); and
- The establishment of the bases for communication and relations with shareholders, proxy advisors and investors (**policy on communication with shareholders, institutional investors and proxy advisors**).

Finally, the corporate governance of Prosegur is enhanced and strengthened by other internal programmes, such as:

- The **Regulatory Compliance Programme** that, through the existence of pre-established procedures, ethics manuals and training activities, as well as through a continuous process of critical assessment and adaptation in relation to the prevention of money laundering, competition law and unfair competition, anticorruption and other aspects, implements and complements the Code of Ethics and Conduct of Prosegur;
- The existence of **standardised procedures** for the implementation of each one of the aforementioned corporate policies; or
- The creation and establishment of internal, permanent and multi-disciplinary decision-making bodies for supervision and control, such as the **Risks, Regulatory Compliance, Sustainability, Intellectual Property or Artificial Intelligence Committees**, responsible for monitoring and, where applicable, control in their respective areas of action, as well as for promoting the development and implementation of the best practices, policies and commitments of the Company.

The Board of Directors of Prosegur shall approve any other rules, policies or corporate programmes that it considers necessary or appropriate for the proper functioning of the Company and its Group.

4. Corporate Governance Principles and Practices

Within the framework of the principles of transparency and good practices referred to hereinabove, the Corporate Governance System of the Company shall be implemented based upon the following general action principles and commitments:

- The ethical and sustainable promotion of the general interests of the Company, thereby creating value for shareholders, customers and for society in general.

- ④ Adherence to the best national and international practices in relation to corporate governance, by promoting the review and the continuous improvement of the rules of corporate governance of the Company and its Group.
- ④ Compliance with applicable law and with the ethical commitments acquired by virtue of the provisions of the Code of Ethics and Conduct by directors, managers and employees of the Company, who shall pay special attention to the compliance of applicable regulations in relation to the prevention of money laundering, competition law and unfair competition, data protection and securities markets, and the promotion of a preventive culture based upon the principle of “zero tolerance” toward the commission of unlawful acts.
- ④ The Company shall ensure that relations with its controlling shareholder are developed under market conditions and with full respect for the corporate interest, in accordance with the applicable regulations and the recommendations of good corporate governance, ensuring the adequate protection of minority shareholders and the independence of the administrative bodies in decision-making.
- ④ Promotion of sustainability in the development of the Company’s activities, integrating environmental, social and good governance criteria into its strategy and action, in accordance with the Group’s Sustainability Policy, with the aim of favouring the creation of long-term value for the Company and its stakeholders.
- ④ Ensuring the good performance, professionalism, independence and efficiency of the Board of Directors and the management team.
- ④ Promotion of diversity in the composition of the administrative body of the Company, promoting an adequate balance as a whole and its periodic renewal, in accordance with the needs of the Company and the Group and with the competency matrix defined for this purpose. In this regard, diversity of knowledge, capacities, skills, experience, origins, nationalities, age and gender shall be sought, favouring a balanced composition that enriches decision-making and provides plural points of view to the debate on matters within its competence, all of which attending to the nature, complexity and social and geographical context of the businesses developed by the Group.
- ④ Communication to shareholders and the market in general of all relevant information about the Company, under the principles of transparency and truthfulness, in accordance with the applicable regulations.
- ④ Promotion of informed participation by shareholders, promoting a continuous and structured dialogue by proactively seeking two-way interaction with them to forge a sense of belonging, through a constructive and permanent dialogue that contributes to the alignment of their interests and those of the Company, which facilitates the exercise of their rights and allows for an adequate understanding of the strategy, situation and performance of the Company.
- ④ The Company shall ensure the proper identification, management and, where appropriate, resolution of situations of conflict of interest, guaranteeing independence of judgement in decision-making and the adoption of the necessary measures, including the abstention of the affected persons, in accordance with the applicable regulations and the best practices of good governance.
- ④ The Company shall promote an adequate distribution of functions between the different governing bodies and its committees, ensuring that decisions of special relevance are adopted at the corresponding level, in accordance with criteria of materiality and risk, and with the support of the internal control and compliance functions.

The Sustainability, Corporate Governance, Appointments and Remuneration Committee is the competent body for the supervision of the application of this Policy and of the rules and policies referred to therein, periodically evaluating its effectiveness and proposing to the Board of Directors, for its adoption, the necessary measures or modifications to resolve eventual deficiencies.

The corresponding information regarding the Corporate Governance System, that is implemented by virtue of the different rules, policies and procedures, shall be set out in the Annual Corporate Governance Report, in accordance with applicable regulations.

5. Approval, dissemination and knowledge of this Policy

This Policy was initially approved by the Board of Directors of the Company on 27 July 2023 and subsequently updated on 30 April 2026. The Board of Directors may approve any modifications it deems necessary or convenient for its adaptation to the current regulations and to the best practices of corporate governance.

This Policy shall be published on the corporate website and on the Company's intranet, and may be included among the training materials for its own staff and in additional dissemination actions.

6. Drafting and Approval

Owner:	General Counsel's Office		
Reviewed by:	Corporate Legal Department		
Approved by:	Board of Directors of Prosegur Compañía de Seguridad, S.A.	Date:	30/04/2026