



**Directors' Remuneration
Policy
Prosegur Compañía de
Seguridad, S.A.**

2023, 2024 and 2025





I.- INTRODUCTION

Pursuant to article 529 novodecies of the Capital Companies Law (Ley de Sociedades de Capital), the General Shareholders' Meeting must approve the directors' remuneration policy at least every three years, as a separate item on the agenda.

The bases and principles of the directors' remuneration policy of Prosegur Compañía de Seguridad, S.A. (the "**Company**") are laid down in article 22.3 through article 22.5 of the Company's bylaws which, for such purpose, provide as follows:

- 1.- The office of director is remunerated. Remuneration for Directors, in their capacity as such, shall consist of an annual fixed allocation and fees for attendance at each session of the Board of Directors and of the Committees they serve on. The remuneration that may be paid by the Company to all of its Directors, in their capacity as such, may not exceed the maximum amount stipulated for such purpose by the General Shareholders' Meeting, which shall remain in force until the General Shareholders' Meeting resolves otherwise. The Board of Directors shall be responsible for determining the exact amount to be paid within this limit and its distribution among the different Directors, at the proposal of the Sustainability, Corporate Governance, Appointments and Remuneration Committee.
- 2.- Additionally, and irrespective of the provisions set forth in the preceding paragraph, remuneration systems referenced to the market price of the shares or involving the delivery of shares or stock options may be established for the Directors. The application of such remuneration systems must be approved by the General Shareholders' Meeting on the terms established by law.
- 3.- Regardless of the remuneration provided for in the preceding paragraphs derived from membership of the Board of Directors, Directors with other executive or advisory duties in the Company, whatever the nature of their relationship with it, shall be entitled to the remuneration that has been agreed for performing such duties, including, where appropriate, participation in any incentive systems generally established for the senior management of the Company, which may include shares or stock options, or payments indexed to the value of the shares, in any case subject to the applicable legal requirements, and participation in the relevant pension plans and insurance arrangements. Upon termination, Directors may be entitled, under the terms and conditions approved by the Board of Directors, to appropriate financial compensation.

By virtue thereof, the Company's General Shareholders' Meeting approved this Directors' Remuneration Policy of the Company (the "**Remuneration Policy**"), which, with effect from January 1, 2023, will remain in force during 2023, 2024 and 2025. Any amendment or replacement of this Remuneration Policy during that time will require the prior approval of the General Shareholders' Meeting, in accordance with the procedure established for obtaining such approval.

This Remuneration Policy reflects the content of article 529 novodecies in its current form, following its amendment by virtue of Law 5/2021 of April 12, 2021 amending the revised Capital Companies Law, approved by Legislative Royal Decree 1/2010 of July 2, 2010, and other financial rules, with regard to the promotion of long-term shareholder involvement in listed companies.

The Remuneration Policy whose approval is submitted to the General Shareholders' Meeting follows the same principles as the policy currently in force, approved in 2020, which will remain in force until December 31, 2022. It does not contemplate any significant changes, beyond the reflection of the Global Optimum Plan approved by the General Shareholders' Meeting 2021, following its amendment by the Extraordinary General Shareholders' Meeting 2022.



II.- GENERAL PRINCIPLES

The Remuneration Policy contributes to the business strategy and long-term interests and sustainability of the Company, seeking to ensure that the remuneration of its directors is commensurate with their dedication and the responsibility they have assumed and in line with the remuneration paid in the market among comparable companies in Spain and abroad, having regard to the long-term interests of all of the shareholders.

Thus, in drafting this Remuneration Policy, particular attention has been paid to changes in legislation, to best practices, recommendations and trends — at both national and international level — in relation to the remuneration of directors of listed companies, and to the conditions prevailing on the market, at the point in time at which it is proposed by the Board of Directors.

Accordingly, article 28 of the Board Regulations provides that the Board 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. In connection with nonexecutive directors, article 29 of the Board Regulations provides that the Board of Directors and the Sustainability, Corporate Governance, Appointments and Remuneration Committee will take all measures available to them to ensure that the remuneration of nonexecutive directors complies with the following guidelines:

- a) Nonexecutive directors must be remunerated in line with their actual dedication.
- b) Nonexecutive directors must be excluded from welfare schemes financed by the Company for cases of resignation, death or any other.
- c) 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, this Remuneration Policy is based on the following principles and criteria:

- a) Creation of value at the Company in the long term, aligning its remuneration systems 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.

This Remuneration Policy distinguishes between the remuneration scheme for holding office as director, as such, and the remuneration scheme for the discharge of executive functions by executive directors.



III.- CONSIDERATION GIVEN TO EMPLOYMENT CONDITIONS IN THE PROSEGUR GROUP

When determining the remuneration of the Executive Directors, and specifically, that of the Chief Executive Officer, consideration has been given to the conditions of employment and remuneration levels of the Prosegur Group's workforce. In particular, the principles of the remuneration system for Executive Directors are in line with the general remuneration programs for executives of the Prosegur Group, the aim being, in all cases, to foster commitment on the part of all Group professionals to the creation of value sustainable in the long term, to ethical principles, and to excellence in performance, and to promote the strategic and digitalization objectives of the Prosegur Group.

IV.- REMUNERATION SCHEME FOR HOLDING OFFICE AS DIRECTOR, AS SUCH

1.- Company Policy

Pursuant to article 22.3 of the bylaws, the office of director is remunerated.

The remuneration that may be paid by the Company to all of its directors collectively, in their capacities as such, may not exceed the maximum amount stipulated for such purpose by the General Shareholders' Meeting, which shall remain in force until the General Shareholders' Meeting resolves to amend it. In this respect, the Company's General Shareholders' Meeting held on May 29, 2017 resolved to set at €2,000,000, effective for 2017 and subsequent years, the maximum amount of total annual remuneration payable by the Company to all its directors, as such, excluding the remuneration of executive directors for executive functions.

The determination of the specific amount to be paid within this limit and the distribution thereof among the different Board Members shall correspond to the Board of Directors, at the proposal of the Sustainability, Corporate Governance, Appointments and Remuneration Committee.

With the exceptions provided for under paragraph two of this section and bearing in mind the maximum limit indicated in the preceding paragraph, the remuneration of directors, as such, is structured, within the statutory and by-law framework, around the following items:

(i) Annual fixed allowance

Each year directors receive a fixed amount in line with market standards, having regard to the offices they hold on the Board of Directors and on the Committees on which they sit, at all times bearing in mind the limit on the remuneration of directors, as such. It is paid on a quarterly basis.

(ii) Attendance fees

Directors receive fees for attending meetings of the Board of Directors and of the Committees on which they sit.

2.- Application envisaged for the 2023 financial year

For 2023, it is envisaged that the composition of the remuneration corresponding to the Board of Directors and its committees for the directors' membership of such bodies and their attendance at the meetings thereof, will be in line with that shown below, which corresponds to 2022:

	Chairman	Member
Board of Directors		



Annual fixed allowance	€83,500	€83,500
Attendance fees	€2,200	€2,200
Audit Committee		
Annual fixed allowance	€36,000	€26,000
Attendance fees	€2,200	€2,200
Sustainability, Corporate Governance, Appointments and Remuneration Committee		
Annual fixed allowance	€20,000	€15,000
Attendance fees	€2,200	€2,200

Also, for holding office as Chairman of the Company's Board of Directors, the Board has approved specific remuneration, additional to that referred to above, consisting of an annual fixed allowance of €470,595.

Similarly, for holding office as Deputy Chairman of the Company's Board of Directors, the Board has approved specific remuneration, additional to that referred to above, applicable in the event of this office being held by a non-executive director, and consisting of an annual fixed allowance of €157,500.

Subject at all times to the limit imposed by the General Shareholders' Meeting on the total remuneration of all directors, as such (currently, as indicated above, €2,000,000), the Board of Directors, following a report by the Sustainability, Corporate Governance, Appointments and Remuneration Committee and pursuant to the bylaws, may adjust the foregoing amounts for 2023 and future years.

V.- REMUNERATION SCHEME FOR THE DISCHARGE OF EXECUTIVE FUNCTIONS

1.- Company Policy

The remuneration receivable by executive directors for the discharge of executive functions at the Company (different, therefore, from the functions linked to their office as Board member, which will be remunerated pursuant to the preceding section of this Remuneration Policy), is structured as follows:

(i) Fixed remuneration

Determined having regard to the substance of the executive functions attributed to them, and to the fact that this part of the remuneration must be in line with the remuneration paid on the market by comparable companies in terms of capitalization, volume and international presence.

(ii) Remuneration of the post-contractual non-competition clause, should such a clause be included in the executive director's contract.

If the executive director's contract includes a post-contractual non-competition clause, the executive director's remuneration may include a suitable fixed cash amount, payable periodically, as remuneration for the director's submission to the clause.



(iii) Variable remuneration

The variable remuneration of executive directors is aimed at strengthening their commitment to the Company and creating an incentive for the optimum discharge of their functions. It comprises short-term variable remuneration (annual bonus) and medium- and long-term variable remuneration (Long-Term Incentives – Global Optimum Plan and LTI).

- a) Short-term variable remuneration (annual bonus): The annual bonus shall be payable in cash and linked for the most part to the achievement of the Company's economic and financial targets in terms of value creation, based on metrics relevant to the business for the reference period, and on the attainment of personal objectives.

The target amount cannot exceed 80% of the annual fixed remuneration and the maximum amount, 150% of such remuneration.

The Sustainability, Corporate Governance, Appointments and Remuneration Committee must assess fulfillment of the objectives for the annual bonus at the end of each year. In doing so, the Sustainability, Corporate Governance, Appointments and Remuneration Committee may receive advisory services from an independent expert.

This assessment is performed on the basis of audited results, which are analyzed in the first instance by the Audit Committee, and on the degree of achievement of the objectives. The Sustainability, Corporate Governance, Appointments and Remuneration Committee also considers the quality of results in the long term, any risk associated with the variable remuneration proposal and other relevant aspects such as the impact of the exchange rate or similar.

Following this analysis, the Sustainability, Corporate Governance, Appointments and Remuneration Committee establishes a proposal for the bonus, which is submitted to the Board of Directors for approval.

- b) Medium and Long-Term variable remuneration (Long-Term Incentives – Global Optimum Plan and LTI): the Company also envisages the application of medium- and long-term incentive schemes to its executive directors (multi-year bonuses, plans based on the award of shares, stock options or warrants, or referenced to share value, or analogous systems) linked, for the most part, to the Company's performance in relation to certain economic-financial parameters aligned with the Company's strategic objectives, with a view to retaining and motivating executive directors and creating value in the long term. Schemes linked to Company shares will be submitted to the General Shareholders' Meeting for approval, as stipulated by law.

In this regard, on 3 June 2021, the General Shareholders' Meeting of the Company approved two Long-Term incentive plans:

1. The **Global Optimum Plan**, a long-term remuneration system linked to the achievement of certain objectives linked to the "Optimum Global" Digital Transformation Plan in which the Company is immersed, as well as to the permanence of the executives in the Group, with the purpose of driving the digital transformation of the Group during the period 2021- 2023 and fostering the retention and motivation of its beneficiaries. The objectives of the Optimum Global Plan are linked to the achievement of the Group's retention and digital transformation objective (Optimum Global) according to the position held and the beneficiary's area



of responsibility and, where appropriate, to personal objectives, with value creation calculated based on business-relevant metrics during the reporting period.

The maximum number of shares allocated to the Global Optimum Plan amounts to 3,109,900 ordinary shares of Euros 0.06 par value, representing 0.567% of the current share capital of Prosegur Compañía de Seguridad, S.A., of which up to a maximum of 1,042,077 ordinary shares of Euros 0.06 par value may be allocated to the Chief Executive Officer.

The Optimum Global Plan covers the financial years 2021 to 2023 (reference performance period), both inclusive, to receive all or part of the incentive.

At the Extraordinary General Shareholders' Meeting 2022, a new method of delivery of shares was approved, in addition to the existing ones, whereby the beneficiaries of the Optimum Global Plan may elect to receive all of the shares within twenty days of the approval of the resolution. Beneficiaries opting for this option must undertake to return a proportional part of the shares, or an equivalent cash amount, in the event that they leave the Company before December 31, 2023, depending on the time and cause of leaving, under the terms and conditions developed by the Board of Directors.

If the Chief Executive Officer does not decide to avail himself of this new modality, the shares to which he is entitled will be delivered to him, if applicable, in March 2024.

2. The **2021-2023 LTI**, a long-term compensation system tied to the performance of the Company as regards certain parameters in line with its strategic plan, with the aim of retaining and motivating the plan beneficiaries and creating long-term value.

The objectives of the 2021-2023 LTI are linked to the creation of value in the Company at global or unit level (region or country), based on the post and the responsibility of each beneficiary, and, where appropriate, to the beneficiary's personal objectives, with value creation being calculated based on relevant business metrics for the period of reference. The plan envisages payment of the incentive in cash and/or through the delivery of shares in the Company. In the case of the Chief Executive Officer, the incentive is settled solely in the form of shares.

The maximum number of shares allocated to the 2021-2023 LTI is 2,232,756 common shares with a par value of €0.06 each, representing 0.406% of the Company's current capital stock, of which up to a maximum of 1,031,250 common shares with a par value of €0.06 each may be allocated to the Chief Executive Officer.

The 2021-2023 LTI runs from 2021 through to 2023 (the reference performance period). Shares will be delivered to the Chief Executive Officer, as the case may be, within sixty (60) calendar days from the issue of the auditor's report on the Group's consolidated financial statements for 2023.

Under the 2021-2023 LTI, the beneficiaries are required to return the amount corresponding to any variable compensation received (Clawback) when it has been verified that the payment was not in line with the established performance conditions or that it was paid on the basis of information subsequently shown to be inaccurate.



c) Remuneration in kind

With a view to offering a competitive and attractive remuneration package, executive directors will be able to receive remuneration in kind, such as (without limitation) life and accident insurance, health insurance, annual medical checkup or company car, in accordance with the Company's policies. In any case, the remuneration in kind cannot exceed 20% of the annual fixed remuneration.

2.- Application envisaged for the 2023 financial year

It is envisaged, for 2023, that the composition of the remuneration package of the Chief Executive Officer, Mr. Christian Gut Revoredo, will be in line with that indicated below, which corresponds to 2022.

For such purpose, regard must be had to the fact that, notwithstanding the foregoing, Mr. Christian Gut Revoredo also holds, as executive director, the office of Executive Chairman of Prosegur Cash, S.A., a listed subsidiary of the Company, combining both relationships (Chief Executive Officer of the Company and Executive Chairman of Prosegur Cash, S.A.) and dividing his time between the two companies reasonably and equitably so that he may adequately attend to the businesses of both, also receiving the related remuneration from Prosegur Cash, S.A., pursuant to its directors' remuneration Policy and to the annual report on directors' remuneration of Prosegur Cash, S.A.

- (i) Fixed remuneration: €460,000 gross per annum.
- (ii) 2022 short-term variable remuneration (2022 annual bonus): target amount of €307,500 gross and maximum amount of €461,250 gross.
- (iii) Medium and long-term variable remuneration (Long-term Incentives – Optimum Global Plan and LTI): The Chief Executive Officer (along with other executives of the Prosegur Group) participate in the Global Optimum Plan and the 2021-2023 Long-Term Incentive Plan (LTI 2021-2023), referred to above. The objectives of these plans are linked, respectively, to compliance with the "Global Optimum" Digital Transformation Plan, as well as the Company's value creation at both global and unit level (region or country) depending on the position held and the sphere of responsibility of the beneficiary and, where appropriate, personal objectives, with value creation being calculated on the basis of the relevant business metrics for the three-year reference period, in accordance with the regulations approved by the Board of Directors.
- (iv) Remuneration in kind: The Chief Executive Officer receives remuneration in kind consisting of life and accident insurance, health insurance, annual medical check-up and a company car, within the limit established in this Remuneration Policy.

The Chief Executive Officer's remuneration package for 2023 and subsequent years will be reviewed within the framework of this Remuneration Policy, having regard, in particular, to the executive's worth and merits, market conditions at comparable companies, and the extent to which the review can be borne by the Company, with a maximum increase of 10% in the total package.

BASIC TERMS OF THE CONTRACTS OF EXECUTIVE DIRECTORS

The following are the basic terms of the Chief Executive Officer's contract:



(i) Term

The Chief Executive Officer's contract is for an indefinite term and can be freely terminated at any time by either party by serving written notice on the other party, which does not have to be in advance, and without the Chief Executive Officer being entitled to any indemnification or compensation for such termination.

(ii) Clause on return of remuneration

The Chief Executive Officer's contract stipulates that he agrees to return the amount of any variable remuneration (annual or multi-year) received, if evidence is provided that the payment was not consistent with the established performance conditions or where it was paid having regard to data later proven to be inaccurate.

(iii) Ethical duties

The Chief Executive Officer must conduct himself in compliance with the duties of good faith and loyalty, refraining from any direct or indirect participation in situations which could give rise to a conflict between his personal interests and those of the Company.

(iv) Professional secrecy

The Chief Executive Officer is obliged to uphold professional secrecy in connection with any of the Company's confidential data or information known to him by virtue of his office, undertaking not to make undue use of such information, either for his own benefit or for that of a third party, to the detriment of the Company.

VI.- TEMPORARY EXCEPTIONS

The Board of Directors, following a favorable report by the Sustainability, Corporate Governance, Appointments and Remuneration Committee, may apply temporary exceptions to the variable components of the remuneration of the executive directors when necessary in order to serve the long-term interests and sustainability of the Company as a whole, or to ensure its viability.

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