

**ANNUAL CORPORATE GOVERNANCE REPORT FOR LISTED COMPANIES**

**ISSUER IDENTIFICATION**

YEAR END-DATE

31/12/2025

**Tax ID (NIF):** A-28430882

**Company name:**

PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.

**Registered office:**

CALLE HERBERTO GUT 12, 28007, MADRID, SPAIN

## A OWNERSHIP STRUCTURE

A1 Complete the following table on share capital and the attributed voting rights, including those corresponding to shares with a loyalty vote as of the closing date of the year, where appropriate:

Indicate whether company bylaws contain the provision of double loyalty voting:

Yes

No

Date of the last modification of the share capital	Share capital (€)	Number of shares	Number of voting rights
22/12/2022	32,701,611.96	545,026,866	545,026,866

Indicate whether there are different classes of shares with different associated rights:

Yes

No

A.2 List the company's significant direct and indirect shareholders at year end, including directors with a significant shareholding:

Name or company name of shareholder	% voting rights attributed to shares (including loyalty votes)		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
Ms. Helena Irene Revoredo Delvecchio	0.00	73.13	0.00	0.00	73.13
Ms. Mirta María Giesso Cazenave	0.37	6.24	0.00	0.00	6.61

Remarks
Ms. Helena Revoredo Delvecchio, through Gubel, S.L. and Yirayira International, S.L., holds 398,597,015 shares in the Company, representing 73.133% of its share capital.
Ms. Mirta María Giesso Cazenave holds 1,997,620 shares in the Company, and, through AS Inversiones, S.L, holds another 33,999,867 shares. In total, she owns, directly or indirectly, 35.997.487 representing 6.61% of its share capital.

Breakdown of the indirect holding:

Name or company name of the indirect owner	Name or company name of the direct owner	% voting rights attributed to shares (including loyalty votes)	% of voting rights through financial instruments	% of total voting rights
Ms. Helena Revoredo Delvecchio	GUBEL, S.L.	65.09	0.00	65.09
Ms. Helena Revoredo Delvecchio	YIRAYIRA INTERNATIONAL, S.L.	8.04	0.00	8.04
Ms. Mirta María Giesso Cazenave	AS INVERSIONES, S.L.	6.24	0.00	6.24

Remarks

Indicate the most significant changes in the shareholder structure during the year:

Most significant movements

A3 Give details of the participation at the close of the fiscal year of the members of the board of directors who are holders of voting rights attributed to shares of the company or through financial instruments, whatever the percentage, excluding the directors who have been identified in section A2 above:

Name or company name of director	% voting rights attributed to shares (including loyalty votes)		% of voting rights through financial instruments		% of total voting rights	From the total % of voting rights attributed to the shares, indicate, where appropriate, the % of the additional votes attributed corresponding to the shares with a loyalty vote			
	Direct	Indirect	Direct	Indirect		Direct	Indirect		
Mr. Christian Gut Revoredo	0.61				0.61				
Mr. Pedro Guerrero Guerrero		0.09			0.09				
Mr. Rodrigo Ignacio Zulueta Galilea		0.00			0.00				
<b>Total</b>	0.61	0.09			0.7				

<b>Total percentage of voting rights held by the Board of Directors</b>	<b>73.83%</b>
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<b>Remarks</b>
Mr. Rodrigo Ignacio Zulueta Galilea owns 0.004% of the indirect voting rights, corresponding to 20,000 shares.

Breakdown of the indirect holding:

<b>Name or company name of director</b>	<b>Name or company name of the direct owner</b>	<b>% voting rights attributed to shares (including loyalty votes)</b>	<b>% of voting rights through financial instruments</b>	<b>% of total voting rights</b>	<b>From the total % of voting rights attributed to the shares, indicate, where appropriate, the % of the additional votes attributed corresponding to the shares with a loyalty vote</b>	
Mr. Pedro Guerrero Guerrero	Valores del Darro, S.A.	0.09		0.09		
Mr. Rodrigo Ignacio Zulueta Galilea	Inversiones Z&E Ltda	0.00		0.00		

<b>Remarks</b>

List the total percentage of voting rights represented on the board:

<b>Total percentage of voting rights held by the Board of Directors</b>	<b>73.83%</b>
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<b>Remarks</b>

- A.4 Indicate, where applicable, any family, commercial, contractual or corporate relationships between owners of significant holdings, insofar as these are known by the company, unless they are insignificant or arise from ordinary trading or exchange activities, except for those reported in section A.6:

<b>Name or company name of related-party</b>	<b>Type of relationship</b>	<b>Brief description</b>

A.5 Indicate, where applicable, any commercial, contractual or corporate relationships between owners of significant holdings and the company and/or group, unless they are insignificant or arise in the ordinary course of business:

Name or company name of related party	Type of relationship	Brief description
PROACTINMO, S.L.U. and PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.	Commercial	<p>Lease executed with Proactinmo, S.L.U (controlled by Gubel, S.L.) for the building located at calle Santa Sabina, 8, in Madrid.</p> <p>Lease executed with Proactinmo, S.L.U. for the building located at calle Pajaritos, 24, in Madrid (now called calle Herberto Gut, 12, 28007, Madrid).</p> <p>Lease executed with Proactinmo, S.L.U. for the building located at calle San Máximo, 3 and 9, in Madrid.</p> <p>Lease executed with Proactinmo, S.L.U. for the building located at calle Juan Ignacio Luca de Tena, 6, in Madrid.</p>
PROACTINMO, S.L.U. and PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.	Commercial	Agreement to provide security services to Proactinmo, S.L.U. (controlled by Gubel, S.L.).
EUROFORUM ESCORIAL S.A. and PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.	Commercial	Hotel services agreement with Grupo Euroforum (controlled by Gubel, S.L.).
EUROFORUM ESCORIAL S.A. and PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.	Commercial	Service level agreement with Grupo Euroforum (controlled by Gubel, S.L.).
GUBEL, S.L. and PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.	Commercial	Agreement to provide security services to Gubel, S.L.
AGROCINEGÉTICA SAN HUBERTO, S.L. and PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.	Commercial	Agreement to provide services.

A.6 Describe the relationships, unless insignificant for the two parties, that exist between significant shareholders or shareholders represented on the board and directors, or their representatives in the case of legal-entity directors.

Explain, as the case may be, how the significant shareholders are represented. Specifically, indicate those directors appointed to represent the significant shareholders, those whose appointment was proposed by the significant shareholders, or those related to significant shareholders and/or entities in its group, specifying the nature of such relationships. In particular, indicate, where applicable, the existence, identity and position of the board members, or the directors' representatives, of the listed company who are also members of the managing body, or their representatives, of

companies with significant shareholdings in the listed company or in the companies in the group of those significant shareholders.

Name or company name of related director or representative	Name or company name of related significant shareholder	Name of the company in the group of the significant shareholder	Description of relationship / position
Mr. Christian Gut Revoredo	Ms. Helena Irene Revoredo Delvecchio	Gubel, S.L. and Yirayira International, S.L.	Direct family member
Ms. Chantal Gut Revoredo	Ms. Helena Irene Revoredo Delvecchio	Gubel, S.L. and Yirayira International, S.L.	Direct family member

Remarks
<p><b>Name or company name of director</b> Mr. Christian Gut Revoredo</p> <p><b>Name or company name of related significant shareholder</b> Ms. Helena Revoredo Delvecchio</p> <p><b>Description of relationship:</b> Ms. Helena Revoredo Delvecchio is Mr. Christian Gut Revoredo's mother. Ms. Helena Revoredo Delvecchio is a controlling shareholder of GUBEL, S.L. and Yirayira International, S.L., and Mr. Christian Gut Revoredo, a shareholder of GUBEL, S.L. and Yirayira International, S.L., which companies control, directly and indirectly, 73.13% of the Company.</p> <p><b>Name or company name of director</b> Ms. Chantal Gut Revoredo</p> <p><b>Name or company name of related significant shareholder</b> Ms. Helena Revoredo Delvecchio</p> <p><b>Description of relationship:</b> Ms. Helena Revoredo Delvecchio is Ms. Chantal Gut Revoredo's mother. Ms. Helena Revoredo Delvecchio is a controlling shareholder of GUBEL, S.L. and Yirayira International, S.L., and Ms. Chantal Gut Revoredo, a shareholder of GUBEL, S.L. and Yirayira International, S.L., which companies control, directly and indirectly, 73.13% of the Company.</p>

A.7 Indicate whether the company has been notified of any side agreements affecting it pursuant to articles 530 and 531 of the Spanish Companies Act. If so, describe them briefly and list the shareholders bound by the agreement:

Yes  No

Parties to the side agreement	% of share capital affected	Brief description of agreement	Expiration date of the agreement, if any
- Ms. Helena Revoredo Delvecchio	65.09%	Syndication agreement of GUBEL, S.L. under	30 years

<ul style="list-style-type: none"> <li>- Mr. Christian Gut Revoredo</li> <li>- Ms. Chantal Gut Revoredo</li> <li>- Ms. Bárbara Gut Revoredo</li> <li>- Mr. Germán Gut Revoredo</li> </ul>		<p>which (despite certain transfers of shares between shareholders, as a result of which Ms. Helena Revoredo now owns less than 50% of GUBEL, S.L.) she will continue to control said company, without interruption, within the meaning of article 42 of the Commercial Code, because she is able to exercise, by virtue of the syndication agreement, the majority of the voting rights of said company.</p> <p>This agreement was reported to the CNMV as other relevant information on 20 December 2024, with registration number 31889.</p>	
<ul style="list-style-type: none"> <li>- Ms. Helena Revoredo Delvecchio</li> <li>- Mr. Christian Gut Revoredo</li> <li>- Ms. Chantal Gut Revoredo</li> <li>- Ms. Bárbara Gut Revoredo</li> <li>- Mr. Germán Gut Revoredo</li> </ul>	8.04%	<p>Syndication agreement of YIRAYIRA INTERNATIONAL, S.L. under which (despite certain transfers of shares between shareholders, as a result of which Ms. Helena Revoredo now owns less than 50% of GUBEL, S.L.) she will continue to control said company, without interruption, within the meaning of article 42 of the Commercial Code, because she is able to exercise, by virtue of the syndication agreement, the majority of the voting rights of said company.</p>	1 year

		This agreement was reported to the CNMV as other relevant information on 30 April 2024, with registration number 28410.	
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Remarks
The syndication agreement of Yirayira International, S.L., whose initial duration was one year, was extended in April 2025 for an additional year.

Indicate whether the company is aware of any concerted actions among its shareholders. Give a brief description as applicable:

Yes  No

If any of the aforementioned agreements or concerted actions have been amended or terminated during the year, indicate this expressly:

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A.8 Indicate whether there are any individuals or legal entities that exercise or may exercise control over the company in accordance with article 5 of the Securities Market Law: If so, identify:

Yes  No

Name or company name
Ms. Helena Irene Revoredo Delvecchio

Remarks
Ms. Helena Irene Revoredo Delvecchio is in control, within the meaning of article 42 of the Commercial Code, of Gubel, S.L., by virtue of the syndication agreement referred to in section A.7 above. Gubel, S.L. owns 65.09% of the Company's share capital.
Ms. Helena Irene Revoredo Delvecchio is in control, within the meaning of article 42 of the Commercial Code, of Yirayira International, S.L., by virtue of the syndication agreement referred to in section A.7 above. Yirayira International, S.L. owns 8.04% of the Company's share capital.

A.9 Complete the following table with details of the company's treasury shares:

**At the close of the year:**

<b>Number of direct shares</b>	<b>Number of indirect shares (*)</b>	<b>% of total share capital</b>
12,295,374		2.26%

(\*) Through:

<b>Name or company name of direct holder</b>	<b>Number of direct shares</b>

Explain any significant changes during the year:

<b>Explanation of significant changes</b>

A.10 Give details of the conditions and term of the current authority conferred by the shareholders' meeting on the board of directors to issue, buy back or transfer treasury stock.

The General Shareholders' Meeting of Prosegur Compañía de Seguridad, S.A. (the "**Company**"), held on 30 April 2025, resolved to authorize the derivative acquisition of treasury shares directly or via subsidiaries, in the terms literally transcribed below:

1.- To authorize the derivative acquisition of shares in Prosegur Compañía de Seguridad, S.A. by the Company and its subsidiaries pursuant to the provisions of the Spanish Companies Act, in compliance with the requirements stipulated in applicable legislation at all times and under the following conditions:

a) The shares may be acquired directly by the Company or indirectly via its subsidiaries, in the form of sale and purchase, exchange or any other legally-valid transaction.

b) The par value of the shares acquired, plus, where applicable, that of those already held, directly or indirectly, must not exceed the maximum legally allowed at any given time.

c) The purchase price per share shall be, at least, the par value and, at most, the market value on the day of purchase.

d) This authorization is granted for a period of five years.

It is expressly stated that this authorization may be used in full or in part for the acquisition of treasury shares to be delivered or transferred to directors or employees of the Company or companies belonging to its group, either directly or as a result of their exercising option rights, all within the framework of remuneration systems linked to the market value of shares in Prosegur Compañía de Seguridad, S.A.

2.- By virtue of that which is contemplated in the final paragraph of Subarticle 146.1.a) of the Spanish Companies Act, it is permitted that shares acquired by the Company or its subsidiaries by way of this authorization may be, in full or in part, transferred to employees or directors of the Company or its subsidiaries, either directly or as a result of exercising option rights held by them.

3.-To empower the Board of Directors, with express powers to sub-delegate and in the broadest possible terms, to exercise this authorization and to perform the rest of the provisions contained herein.

4.- To terminate, in the part unused, the authorization granted in point seven of the agenda for the Ordinary General Shareholders' Meeting held on 29 October 2020.

A.11 Estimated float:

	%
<b>Estimated float</b>	<b>17.30</b>

Remarks

A.12 Indicate whether there are any restrictions (bylaw, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, indicate the existence of any type of restriction that may inhibit a takeover attempt of the company through acquisition of its shares on the market, and those regimes for the prior authorization or notification that may be applicable, under industry-specific regulations, to acquisitions or transfers of the company's financial instruments.

Yes  No

- A.13 Indicate whether the shareholders' meeting has agreed to take breakthrough measures to prevent a takeover bid by virtue of the provisions of Law 6/2007.

Yes  No

If so, explain the measures approved and the terms under which such limitations would cease to apply:

- A.14 Indicate whether the company has issued shares that are not traded on a regulated EU market.

Yes  No

If so, indicate each share class and the rights and obligations conferred.

## **B SHAREHOLDERS' MEETING**

- B.1 Indicate and describe any differences with respect to the minimum rules established in the Spanish Companies Act (LSC) regarding the quorum required for the constitution of the shareholders' meeting.

Yes  No

- B.2 Indicate and, as applicable, describe any differences with respect to the rules established in the Spanish Companies Act (LSC) for the adoption of corporate resolutions:

Yes  No

- B.3 Indicate the rules governing amendments to the company's bylaws. In particular, indicate the majorities required to amend the bylaws and any rules to protect shareholders' rights when amending the bylaws.

The Board of Directors submits the proposals for changing or adding to the company Bylaws to the general shareholders' meeting with the corresponding directors' report on those changes to the Bylaws.

All the documentation relating to the changes to the Bylaws is made available to shareholders when the general shareholders' meeting is announced where the changes are approved.

The announcement of the general shareholders' meeting gives details of the shareholders' right to examine and obtain all the documentation in this regard at the company's registered address, and also to request it to be sent to them immediately and free of charge.

With regard to majorities, subarticle 17.2 of the General Shareholders' Meeting Regulations stipulates that, for the General Shareholders' Meeting to validly approve a change to the Bylaws, shareholders holding at least fifty per cent (50%) of the subscribed capital with a right to vote must be present or represented at the first meeting announced. The attendance of shareholders holding twenty-five per cent (25%) of this capital will be sufficient at the second meeting.

When shareholders representing less than (50%) of subscribed capital with a right to vote attend, the agreements mentioned in the above paragraph may only be adopted validly with the vote in favor of two thirds (2/3) of the capital present or represented at the General Shareholders' Meeting.

B.4 Give details of attendance at General Shareholders' Meetings held during the reporting year and the two previous years:

Date of shareholders' meeting	Attendance data				Total
	% attending in person	% by proxy	% distance voting		
			Electronic vote	Other	
30/04/2025	0.76%	85.25%	0.02%	0.17%	86.20%
<b>Of which free float</b>	0.10%	13.56%	0.02%	0.17%	13.85%
25/04/2024	0.69%	86.82%	0%	0.23%	87.74%
<b>Of which free float</b>	0.03%	7.08%	0%	0.23%	7.34%
07/06/2023	0.60%	82.84%	0%	0.18%	83.62%
<b>Of which free float</b>	0.04%	16.48%	0%	0.18%	16.70%

B.5 Indicate whether there has been any item on the agenda at the shareholders' meetings held during the year that has not been approved by the shareholders.

Yes  No

B.6 Indicate whether the bylaws impose any minimum requirement on the number of shares required to attend the shareholders' meetings or to vote by remote means:

Yes  No

<b>Number of shares required to attend the shareholders' meeting</b>	<b>1,000</b>
<b>Number of shares required to vote remotely</b>	<b>1,000</b>

Remarks
<p>Shareholders holding at least 1,000 shares are entitled to attend General Shareholders' Meetings, provided their shares are registered in their name in the relevant record of book entries at least five days before the date on which the Meeting is to be held.</p> <p>Shareholders holding a smaller number of shares may grant a proxy to a shareholder that has the right to attend, and they may group together with other shareholders that are in the same situation until the necessary number of shares is reached, in which case the shareholders that have grouped together must grant a proxy to one of their number. The grouping together of shares must be specific to each Shareholders' Meeting and must be formalized in writing.</p> <p>Shareholders entitled to attend may, prior to the holding of the General Shareholders' Meeting, cast their vote on the proposals relating to the items on the agenda in the call notice for any General Shareholders' Meeting by delivering them or sending them by post or electronically.</p> <p>Shareholders with rights of attendance may attend the General Shareholders' Meeting using remote electronic or telematic channels, provided that said methods have been agreed to by the Board of Directors, which shall state in the call notice for the General Shareholders' Meeting the channels that may be used for said purposes, by reason that they satisfy the required security conditions in order to guarantee the identity of the shareholders, the exercise of their rights and the correct management of the meeting.</p>

B.7 State whether it has been established that certain decisions other than those established by law exist that entail an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions that must be subject to the approval of the General Shareholders' Meeting.

Yes  No

<b>Explanation of the decisions that must be submitted to the approval of the General Shareholders' Meeting, other than those established by law</b>
Pursuant to subarticle 2.10 of the Company's General Shareholders' Meeting Regulations, any transactions with an effect equivalent to the Company's liquidation must be submitted to the approval of the General Shareholders' Meeting. In any case, these are matters implicitly attributed to the General Shareholders' Meeting by the applicable statutory provisions.

B.8 State the address of and way to access, on the company website, information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the company website.

The address to be used to access information on corporate governance is: <a href="https://www.prosegur.com/en/shareholders-investors/corporate-governance">https://www.prosegur.com/en/shareholders-investors/corporate-governance</a> . It may be accessed via the Company's website ( <a href="https://www.prosegur.com/">https://www.prosegur.com/</a> ), under "Shareholders and Investors", in the Corporate Governance section.
The address to be used to access information on general shareholders' meetings is: <a href="https://www.prosegur.com/en/investors-shareholders/corporate-governance/shareholders-general-meeting">https://www.prosegur.com/en/investors-shareholders/corporate-governance/shareholders-general-meeting</a> . It may be accessed via the Company's website ( <a href="https://www.prosegur.com/">https://www.prosegur.com/</a> ), under "Shareholders and Investors", in the Corporate Governance section, "General Shareholders' Meeting".

## C COMPANY ADMINISTRATIVE STRUCTURE

### C.1 Board of Directors

C.1.1 Maximum and minimum number of directors provided for in the bylaws:

<b>Maximum number of directors</b>	15
<b>Minimum number of directors</b>	5
<b>Number of directors set by the General Meeting</b>	9

C.1.2 Complete the following table with the members of the board:

Name or company name of director	Representative	Category of director	Position on the board	Date of first appointment	Date of last appointment	Election procedure	Date of birth
Ms. Helena Revoredo Delvecchio		Proprietary	Chairwoman	30/06/1997	30/04/2025	General Shareholders' Meeting Resolution	10/02/1947
Mr. Christian Gut Revoredo		Executive	Managing Director and Vice Charman	30/06/1997	30/04/2025	General Shareholders' Meeting Resolution	20/04/1972
Ms. Chantal Gut Revoredo		Proprietary	Director	30/06/1997	30/04/2025	General Shareholders' Meeting Resolution	21/01/1974
Mr. Fernando D'Ornellas Silva		Independent	Director	27/04/2016	30/04/2025	General Shareholders' Meeting Resolution	29/10/1957
Mr. Fernando Vives Ruiz		Other external	Director	29/05/2012	25/04/2024	General Shareholders' Meeting Resolution	08/10/1962
Mr. Rodrigo Zulueta Galilea		Independent	Director	03/06/2021	25/04/2024	General Shareholders' Meeting Resolution	02/05/1951
Ms. Isela Costantini		Independent	Director	02/06/2022	30/04/2025	General Shareholders' Meeting Resolution	12/09/1971
Ms. Natalia Gamero del Castillo Calleja		Independent	Director	07/06/2023	07/06/2023	General Shareholders' Meeting Resolution	17/10/1971
Mr. Pedro Guerrero Guerrero		Other external	Director	25/04/2024	25/04/2024	General Shareholders' Meeting Resolution	04/05/1953

<b>Total number of directors</b>	9
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State whether any directors, either through resignation or by decision of the Shareholders' Meeting, have left the Board during the period subject to this report:

Name or company name of director	Category of director at the time of leaving	Date of last appointment	Leaving date	Specialized committees of which he/she was a member	Indicate whether the director left before the end of the term

<b>Reason for the removal, where it has taken place before the end of the term and other remarks; information on whether the director has sent a letter to the other board members</b>
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and, in the case of removals of non-executive directors, explanation or opinion of the director who has been removed by the shareholders' meeting

C.1.3 Complete the following tables on board members and their respective categories:

**EXECUTIVE DIRECTORS**

Name or company name of director	Position per the company's organizational chart	Profile
Mr. Christian Gut Revoredo	Managing Director	<p>Economics and Business graduate from CUNEF (<i>Centro Universitario de Estudios Financieros</i>).</p> <p>MBA from the INSEAD Business School.</p> <p>Worked in the Mergers &amp; Acquisitions Department of Rothschild Bank from 1998 to 2001.</p> <p>Director of GUBEL, S.L. since 2002.</p> <p>Became a full member of Prosegur's Executive Management in 2004, with the position of General Manager Spain.</p> <p>Director of Euroforum Escorial, S.A., since 2006.</p> <p>Member of the Board of Trustees of Fundación Prosegur since 2009.</p> <p>Director of Prosegur Cash, S.A. since 2016 and Chairman of the Board since 2017.</p> <p>Director of GTV CAPITAL, S.C.R since 2024.</p>

<b>Total number of executive directors</b>	<b>1</b>
<b>% of the Board</b>	<b>11.11%</b>

### **EXTERNAL PROPRIETARY DIRECTORS**

Name or company name of director	Name or company name of significant shareholder represented or that proposed appointment	Profile
Ms. Helena Irene Revoredo Delvecchio	Gubel, S.L.	<p>Business Administration and Management graduate from Universidad Católica de Buenos Aires, and PADE (Senior Management Program) at IESE Business School.</p> <p>Chair of Fundación Prosegur since 1997.</p> <p>Director of GUBEL, S.L., since 2002.</p> <p>Chair of Euroforum Escorial, S.A. since 2004.</p> <p>She is also a member of the Board of Trustees of the Escuela Superior de Música Reina Sofía (Queen Sophia Higher School of Music), the Fundación Amigos Museo del Prado and the Teatro Real (Royal Theatre) in Madrid, where she was appointed Chair of the International Board in 2015, and Deputy Chair of the Board of Trustees in 2020.</p> <p>Member of the Board of Trustees of the Fundación Princesa de Asturias as representative of Fundación Prosegur.</p> <p>Member of the Board of Trustees of the Real Instituto Elcano.</p> <p>She has been awarded the Juan Lladó award, the most prestigious award granted in Spain for cultural patronage and research, as well as the Gold Medal from the Senior Management Forum, the Ramón Borredá Trophy, and the Montblanc Arts Patronage Award.</p>
Ms. Chantal Gut Revoredo	Gubel, S.L.	<p>Economics and Business graduate from Universidad Complutense (Colegio Universitario de Estudios Financieros CUNEF) and has an MBA from IESE Business School.</p> <p>Member of the Board of Directors of Euroforum since 2001, currently holding office as Deputy Chair in representation of GUBEL, S.L.</p> <p>Director of Prosegur Cash, S.A. since 2017.</p> <p>Member of the Board of Trustees of the Prosegur Foundation.</p> <p>Director and Head of Business Development at Gubel, S.L.</p> <p>Member of the International Advisory Council of the Hispanic Society of America (New York).</p>

<b>Total number of proprietary directors</b>	<b>2</b>
<b>% of the Board</b>	<b>22.22%</b>

## **NON-EXECUTIVE INDEPENDENT DIRECTORS**

<b>Name or company name of director</b>	<b>Profile</b>
Mr. Fernando D'Ornellas Silva	Law and Economics graduate from ICADE E3, with an MBA from IESE Business School. Director of Endesa, S.A. between 2007 and 2009. Chief Executive Officer of Grupo Bergé between 2007 and 2012. Director of Meliá Hotels International, S.A. since 2012.
Ms. Isela Costantini	Social Communications Graduate, majoring in advertising, from the Pontifical Catholic University of Paraná (Brazil). MBA in Marketing and International Business from Loyola University Chicago (USA). Chairwoman of General Motors Argentina from 2012 to December 2015. Chairwoman of Aerolíneas Argentinas in 2016. Chairwoman of Grupo ST S.A., since 2017. Director of Bladex (Foreign Trade Bank of Latin America) since 2019. Director of Barrick Gold S.A. since November 2022. Director of San Miguel S.A. from April 2020 to December 2023. Director of IRSA S.A. from April 2017 to November 2022.
Ms. Natalia Gamero del Castillo Calleja	Degree in Law from Universidad Autónoma de Madrid, specializing in intellectual property; she has also completed the General Management Program at IESE Business School. She served as Senior Vicepresident of Condé Nast from 2012 to 2019 and Managing Director of Condé Nast Spain in 2019. She also served as Managing Director of Condé Nast EMEA & Mexico and Latin America from 2020 to 2025. She was a board member of PPA Publishers Association UK until 2025. Currently, she is a Board Member of Bimba y Lola, S.L. and Propelland, S.L.
Mr. Rodrigo Zulueta Galilea	Bachelor's Degree in Business Administration and Management Business and MBA from the University of Santa Clara.  Executive director of Prosegur Chile from 1979 to 1997 and Chairman from 1997 to 2001.  Chairman of Prosegur Latin America from 2011 to 2020.  Founder and Chairman of ASEVA (association of private security and securities transport companies in Chile).  Member of the Spanish Chamber of Commerce in Chile.
<b>Total number of independent directors</b>	<b>4</b>
<b>% of the Board</b>	<b>44.44%</b>

<b>Remarks</b>

Indicate whether any independent director receives from the company, or its group, any amount or payment other than standard director remuneration, or holds or has held, in the last year, a business relationship with the company or any group company, whether in their own name or as

a significant shareholder, director or senior executive of an entity which holds or held said relationship.

In this case, include a statement by the board explaining why it believes that the director in question can perform his or her duties as an independent director.

Name or company name of director	Description of the relationship	Reasoned statement

### **OTHER EXTERNAL DIRECTORS**

Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:

Name or company name of director	Reasons	Company, director or shareholder to whom the director is related	Profile
Mr. Fernando Vives Ruiz	Independent director of the Company for over 12 years	N/A	<p>Degree in Law, Universidad Pontificia Comillas (ICADE).</p> <p>Degree in Economics and Business Studies, Universidad Pontificia Comillas (ICADE).</p> <p>Executive Chairman and lawyer of the law firm J&amp;A Garrigues, S.L.P.</p> <p>Full member of the Spanish Royal Academy of Jurisprudence and Legislation (Real Academia de Jurisprudencia y Legislación de España).</p> <p>Lecturer in Corporate and Commercial Law, Universidad Pontificia Comillas (ICADE), from 1988 to 2024.</p> <p>Member of the Advisory Committee of the Spanish National Securities Market Commission, chosen by its Board as a renowned professional, from 2012 to 2024.</p>
Mr. Pedro Guerrero Guerrero	Director of the Company for more than 12 years (between 2005 and 2017)	N/A	<p>Degree in Law from Universidad Complutense de Madrid, government lawyer, stock broker and a notary of Madrid (on leave of absence).</p> <p>He was Chairman of the Governing Board of the Madrid Stock Exchange and of the Madrid Stock Exchange Association</p> <p>Chairman of Bankinter from 2007 to 2024.</p> <p>Trustee of Fundación de la Innovación Bankinter, Fundación LDA and Fundación Lealtad.</p>

<b>Total number of other external</b>	<b>2</b>
<b>% of the Board</b>	<b>22.22%</b>

<b>Remarks</b>

Indicate any changes in the period as regards the category of each director:

<b>Name or company name of director</b>	<b>Date of change</b>	<b>Previous category</b>	<b>Current category</b>
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<b>Remarks</b>

C.1.4 Complete the following table indicating the number of female directors at the end of the last 4 years and their category:

	<b>Number of female directors</b>				<b>% of total directors for each category</b>			
	<b>2025</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2025</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
<b>Executive</b>								
<b>Proprietary</b>	2	2	2	2	100	100	100	100
<b>Independent</b>	2	2	2	1	50	50	40	25
<b>Other external</b>								
<b>Total:</b>	4	4	4	3	44.44	44.44	44.44	33.33

<b>Remarks</b>

C.1.5 Indicate whether the company has diversity policies in relation to its Board of Directors on such questions as age, gender, disability, education and professional experience. Pursuant to the definition stated in the Audit Law, small and medium-sized enterprises must at least indicate the policy established in relation to gender diversity.

Yes  No  Partial policies

Should this be the case, describe these diversity policies, their objectives, the measures and way in which they have been applied and their results over the year. Also state the specific measures adopted by the Board of Directors and the appointments and remuneration committee to achieve a balanced and diverse presence of directors.

In the event that the company does not apply a diversity policy, explain the reasons why.

**Description of the policies, their objectives, the measures and the way in which they were applied and their results**

The Company's System of Corporate Governance and, in particular, its Policy on the Selection of Candidates for Directorships (the "**Policy**"), approved by the Company's Board of Directors on 24 February 2016 and subsequently updated on 27 April 2023, stipulate that candidates for directorships shall be selected based on an analysis of the needs of the Company and its group (the "**Group**") carried out by the Sustainability, Corporate Governance, Appointments and Remuneration Committee.

It also stipulates that the aim should be to appoint reputable, suitable individuals of acknowledged solvency, skill, experience, qualification, training, availability and commitment to the function; they should be well-rounded professionals, whose professional experience is aligned with the principles set out in the Code of Ethics and Conduct and other corporate policies, such as the Group's mission, vision and values.

Their appointment should favor diversity of knowledge, skills, experience, origins, nationalities and gender, favoring an appropriate balance on the Board of Directors as a whole that enriches decision-making and contributes plural points of view to the debate on the matters within its competence, taking into account the nature, complexity and social and geographical context of the businesses carried out by the Group. Other criteria may also be taken into account.

In any case, the process of selecting candidates must avoid any kind of implicit bias that might imply any discrimination and, in particular, that might hinder the selection of members of the gender less represented on the Board of Directors, and that might prevent the number of such members from representing at least the percentage required by law at any given time, ensuring that such percentage is in line with the recommendations and best practices in corporate governance.

In fiscal year 2025, the General Shareholders' Meeting held on 30 April 2025 approved the re-election of Ms. Helena Revoredo Delvecchio, Mr. Christian Gut Revoredo, Ms. Chantal Gut Revoredo, Mr. Fernando D'Ornellas Silva and Ms. Isela Costantini. In this regard, the Company's Board of Directors and the Sustainability, Corporate Governance, Appointments and Remuneration Committee concluded that nine members was still a suitable size for the Company's Board of Directors, to enable it to function efficiently in a participative manner, and that the structure of the Board of Directors was suitable and well-balanced, bearing in mind the diversity of know-how, capacities, experience, age, nationality and gender on the Board, and that its structure enriched the debates and decision-making process, as well as providing plural points of view in debates, the professional profiles of the Directors proposed for re-election being suitable to the Company's business and its needs, in order to be able to fulfill effectively the functions of supervision and control.

As a result, the Board of Directors has a diverse structure based on multiple factors, featuring, (i) the different capacities, know-how and professional careers that are provided by the existence of a broad majority of External Directors (88.88%, as opposed to 11.11 % of Executive Directors), whose profiles are included in section C.1.3 of this Report; and (ii) a well-balanced presence of women and men, of 44.44% and 55.56% respectively.

In addition, following a favorable report by the Sustainability, Corporate Governance, Appointments and Remuneration Committee, the Board of Directors approved on 28 July 2021, and updated on 30 October 2024, a Policy of Diversity and Inclusive Growth for global application in all countries, lines of business and companies belonging to the Prosegur Group, including the Board of Directors, aimed at promoting, protecting and developing inclusion, equality and the absence of discrimination within the Company and its relations with its stakeholders, and at participating in the progress of all the companies in which the Company operates to support them in the eradication of inequalities and exclusion.

The Policy of Diversity and Inclusive Growth establishes specific goals (i.e., the acceptance of all people, irrespective of their gender, sexual identity, marital status, political ideology, financial position or social condition, protection of the family, effective working inclusion of people with a disability, inter-generational harmony, international and multi-cultural nature, furthering the progress of diversity and granting special protection to vulnerable groups) and establishes actions focused on issues such as

selection and promotion practices, the application of fair consideration based on the principles of equity and merit and the establishing of specific training and diversity development plans.

The Policy of Diversity and Inclusive Growth contemplates the Company's commitment to maintaining a working environment that is free of harassment, abuse, intimidation or violence and the implementation of the necessary communication resources to effectively apply it.

Furthermore, a series of cross-cutting steps have been taken at the Company, which are available on the corporate website (<https://www.prosegur.com/en/media/press>), and which demonstrate awareness at all levels in terms of equality, and the broad commitment of the Company and of its group to diversity and, in particular, to equality, such as:

- (i) Attracting and retaining talent: Prosegur has been recognized by Merco as the industry leader in Spain in terms of attracting and retaining talent, thanks to its comprehensive initiatives to build work environments that foster motivation and diversity in the long term.
- (ii) Diversity and inclusion: Prosegur is ranked 6th out of the top 41 European companies listed in the Business Services and Supplies sector of the Financial Times Diversity Leaders ranking.
- (iii) ADiReLab–Vivofácil 2025 Award, in the Outstanding Labor Relations and Social Responsibility Initiative category: This initiative reflects Prosegur's commitment to strengthening the area of Labor Relations, as well as to promoting work-life balance and corporate social responsibility.
- (iv) Educational initiative: The Prosegur Foundation and the BBVA Peru Foundation have signed a collaboration agreement aimed at raising levels of reading comprehension among primary school pupils in the country. The project is being rolled out at four of the schools participating in the Prosegur Foundation's *Picitos Colorados* Development Cooperation Program. The partnership has been created with a long-term goal and is to be implemented over the next four years with a view to generating a sustainable impact over time.
- (v) Challenge for Education Initiative: The Prosegur Foundation and the Botín Foundation are concluding their project to promote education in Paraguay, with the aim of strengthening social projects aimed at curbing school dropout rates in the country and promoting inclusive and quality education.
- (vi) Recognition at the International Organization of Human Capital Managers (DCH) Awards: for outstanding implementation of policies that promote the well-being, motivation and emotional commitment of its teams.

C.1.6 Explain the measures that may have been agreed by the nomination committee so that the selection procedures do not include any implicit bias that prevent the selection of female directors, and so that the company deliberately searches for and includes women with the appropriate profile among the potential candidates, enabling it to reach a balanced presence of women and men. Indicate as well whether these measures include encouraging the company to have a significant number of female senior executives:

**Explanation of the measures**

The policy on the Selection of Candidates for Directorship, approved by the Board of Directors on 24 February 2016 and later updated on 27 April 2023, states that the selection process will start with an analysis of the needs of the Company and the group of companies of which it is the parent, which shall be carried out by the Board of Directors with advice and a report provided by the Sustainability, Corporate Governance, Appointments and Remuneration Committee. Among other conditions, people will be sought whose appointment favors diversity of knowledge, experiences, nationalities and gender within the Board of Directors.

The current Director Candidate Selection Policy states that the number of female directors must represent at least forty percent of the total number of members of the Board of Directors, a figure that has been complied with since the 2023 fiscal year.

Similarly, the Policy on Diversity and Inclusive Growth approved on 28 July 2021 and updated on 30 October 2024, stipulates that one of the Company's main aims is to foster equality and non-discrimination within the Company and its Governing Bodies.

In the event that there are few or no female directors or senior managers in spite of any measures adopted, please explain the reasons that justify such a situation:

Explanation of the reasons

C.1.7 Explain the conclusions of the nomination committee regarding verification of compliance with the policy aimed at promoting an appropriate composition of the Board of Directors.

The Policy on the Selection of Candidates for Directorship complies with the highest standards imposed on matters of corporate governance. It also shows the Company's commitment to (i) ensuring a suitable composition of the Board of Directors, advocating a diversity of knowledge, experience, origin, nationality and gender; and (ii) eliminating any implicit bias that could obstruct the selection of female directors.

Four women currently sit on the Company's Board of Directors, representing 44.44% of the total board members, in accordance with the objective of fostering the required gender diversity on the Board of Directors and complying with the recommendation set out in the Code of Good Governance of Listed Companies, thereby meeting the objective of having 40% female membership of the Board of Directors.

C.1.8 Explain, if applicable, the reasons why proprietary directors have been appointed at the request of shareholders holding less than 3% of the share capital:

Name or company name of shareholder	Reason

State whether the board has failed to meet any formal requests for membership from shareholders whose equity interest is equal to or higher than that of others at whose request proprietary directors have been appointed. If this is the case, please explain why the aforementioned requests were not met:

Yes  No

Name or company name of shareholder	Explanation

C1.9 Indicate the powers, if any, delegated by the Board of Directors, including those relating to the option of issuing or re-purchasing shares, to directors or board committees:

Name or company name of director or committee	Brief description
Christian Gut Revoredo	The Managing Director has been delegated all the powers of the Board of Directors, except for those that may not be delegated by Law, by the Bylaws, or the Board Regulations.

C.1.10 Identify any board members who are also directors, representatives of legal-entity directors or managers in other companies in the group of which the listed company is a member:

Name or company name of director	company name of group entity	Office	Does the director have executive powers?
Mr. Christian Gut Revoredo	PROSEGUR S.A. CASH,	Chair	YES
Ms. Chantal Gut Revoredo	PROSEGUR S.A. CASH,	Director	NO

Remarks

C.1.11 List the offices of director (consejero, administrador or director) or representative of legal-entity director, held by company directors or by representatives of legal-entity directors of the company, at other entities, whether or not listed companies:

Identity of the director or representative	Company name of the listed or non-listed entity	Office
Ms. Helena Revoredo Delvecchio	Fundación Prosegur	Trustee
	Euroforum Escorial, S.A.	Chair
	Gubel, S.L.	Director
	Agrocinegética San Huberto, S.L.	Sole director

	Fundación Princesa de Asturias	Trustee
	Real Instituto Elcano	Director
	Board of Trustees of the Escuela Superior de Música Reina Sofía	Trustee
	Fundación Amigos del Museo del Prado	Trustee
	Teatro Real de Madrid	Chair
Mr. Christian Gut Revoredo	Gubel, S.L.	Director
	Euroforum Escorial, S.A.	Director
	Fundación Prosegur	Trustee
	GTV CAPITAL, S.A., S.C.R	Director
Ms. Chantal Gut Revoredo	Euroforum Escorial, S.A.	Deputy Chair
	Gubel, S.L.	Director
	Fundación Prosegur	Trustee
	Hispanic Society of America (New York)	Director
	Consejo Internacional del Teatro Real (Madrid)	Director
	Consejo de Patronos del Museo Chillida Leku (Guipúzcoa)	Director
	Freecap Investment SIL, S.A.	Deputy Chair
	Real Club Valderrama	Deputy Chair
	Yirayira International, S.L.	Director
	Oana Sarl	Director
Mr. Fernando D'Ornellas Silva	Meliá Hotels International, S.A.	Director
	Fertiberia Corporates, S.L.U.	Director
	Tuman Asesores, S.L.	Director
Mr. Fernando Vives Ruiz	J&A Garrigues, S.L.P.	Chairman
	Garrigues Portugal, S.L.P.	Sole director
	Garrigues Letrados de Soporte, S.L.P.	Representative of director
	G-Advisory Consultoría Técnica económica y estratégica, S.L.P.	Representative of director

	Compañía Digital NewLaw, S.L.	Representative of director
	Fundación de Estudios Financieros	Trustee
	Fundación Princesa de Girona	Trustee
	Fundación Pro Real Academia de Jurisprudencia y Legislación	Trustee
	Fundación Garrigues	Trustee
	Fundación Universitaria Comillas ICAI	Trustee
	Fundación Princesa de Asturias	Trustee
Mr. Pedro Guerrero Guerrero	Fundación Bankinter	Trustee
	Fundación LDA	Trustee
	Fundación Lealtad	Trustee
	Corporación Villanueva, S.A.	Joint and several director
Mr. Rodrigo Zulueta Galilea	E-Sign, S.A.	Chair
Ms. Isela Costantini	Grupo ST, S.A.	CEO
	Life Seguros SA	CEO
	MegaQM SA	Director
	Directo, S.A.	Director
	Barrick Gold Corporation S.A.	Director
	CIPPEC – think tank	Director
	IAE	Director
	Barrick Gold Corporation, S.A.	Director
	CIPPEC – Think tank	Director
Ms. Natalia Gamero del Castillo Calleja	Bimba y Lola, S.L.	Director
	Propelland Innovation, S.L.	Director

<b>Remarks</b>
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Ms. Helena Revoredo Delvecchio is Chair of the Prosegur Foundation and a trustee representative of the Fundación Princesa de Asturias.

Mr. Fernando Vives Ruiz is the representative of the sole director at Compañía Digital NewLaw, S.L., Garrigues Letrados de Soporte, S.L.P., and G-Advisory Consultoría Técnica Económica y Estratégica, S.L.P., and Executive Chairman of J&A Garrigues, S.L.P. He is also a trustee representative at the Fundación Princesa de Asturias, the Fundación Princesa de Girona, the Fundación de Estudios Financieros, and the Fundación Pro Real Academia de Jurisprudencia y Legislación.

The following indicates which of the positions listed in the table above are remunerated:

- The position of Director held by Ms. Helena Revoredo Delvecchio, Chantal Gut Revoredo, and Christian Gut Revoredo at Gubel, S.L. is remunerated.
- The position of Director held by Mr. Fernando D'Ornellas Silva at Meliá Hotels International, S.A. is remunerated.
- The position of Director held by Ms. Isela Costantini at Barrick Gold Corporation is remunerated. Additionally, Ms. Isela Costantini receives remuneration as a director of Grupo ST, S.A., Life Seguros S.A., Directo, S.A., and MegaQM, S.A.
- The position of Director held by Ms. Natalia Gamero del Castillo Calleja at Bimba y Lola, S.L. is remunerated.

State any other remunerated activities of the directors or the representatives of legal-entity directors, regardless of their nature, other than those listed in the preceding table.

Identity of the director or representative	Other remunerated activities
Mr. Fernando D'Ornellas Silva	Senior Advisor of Lazard Asesores Financieros, Advisory Board member of Fertiberia and Advisor of Triton Partners
Ms. Isela Costantini	Lecturer, Universidad de San Andrés
Mr. Fernando Vives	Partner, J&A Garrigues, S.L.P

Remarks
The remuneration of Mr. Fernando Vives corresponds to his professional activity at the firm and not to his position as executive chairman.

C.1.12 Indicate whether the company has established rules on the maximum number of company boards on which its directors may sit, explaining if necessary and identifying where this is regulated, if applicable:

Yes  No

Explanation of the rules and identification of the document where they are regulated
On 28 October 2021, the Board of Directors resolved to amend its Regulations to include article 9 bis, with a view to guaranteeing that Board members have the time and dedication required for holding office.

Accordingly, the rules on the number of boards on which directors may hold seats are as follows:

Persons who belong to more than five boards of directors of commercial companies other than Prosegur Compañía de Seguridad, S.A. and the companies in its Group cannot be appointed Company director.

In this connection, a) all boards of companies that form part of the same group shall count as one board; and b) boards of holding companies or companies that serve as vehicles or supplements to the professional practice of the director, or of his spouse or spousal equivalent, or of their closest family members, shall not be counted.

Exceptionally, and for duly justified reasons, the Board may release the Director from this prohibition.

**C.1.13 State total remuneration received by the Board of Directors, itemized as follows:**

Remuneration accruing in favor of the Board of Directors in the financial year (thousands of euros)	3,976
Amount of funds accumulated by current directors under long-term savings plans with vested economic rights (thousand euros)	
Amount of funds accumulated by current directors under long-term saving plans with non-vested economic rights (thousand euros)	
Amount of funds accumulated by former directors under long-term savings plans (thousand euros)	

Remarks

**C.1.14 Identify senior management staff who are not executive directors and their total remuneration accrued during the year:**

Name or company name	Position(s)
Mr. Fernando Abos Pueyo	Global Director of Security
Ms. Gloria Macías-Lizaso Miranda	Global Director of AVOS
Ms. Rosa Remuiñan Villanueva	Director of Internal Audit
Mr. Jaime Ron Alpañes	Global Director Alarms
Ms. Maite Rodríguez Sedano	Chief Financial Officer

Don Francisco Javier López-Huerta Martín	Global Director of Strategy and Expansion
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<b>Number of women in senior management</b>	<b>3</b>
<b>Percentage of total membership of senior management</b>	<b>50%</b>

<b>Total senior management remuneration (thousands of euros)</b>	<b>2,627</b>
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C.1.15 Indicate whether the Board regulations were amended during the year:

Yes  No

Description of amendments

C.1.16 Specify the procedures for selection, appointment, re-election and removal of directors. List the competent bodies, steps to follow and criteria applied in each procedure.

<p>(i) Selection.</p> <p>In the policy selecting candidates for director of the Company, it is established that the selection shall be carried out by the Board of Directors with the advice and report provided by the Sustainability, Corporate Governance, Appointments and Remuneration Committee. In this regard, the aforementioned Committee is in charge of formally submitting or informing the Board of Directors of the proposed appointments and re-elections in the terms set forth in the Regulations themselves or the Law. In addition, any Board Member may suggest a candidate as a Director, provided the person meets the requirements established in said Policy. The Company may also use external advisers to confirm the prior analysis of the Group's needs and to provide assistance during the process of selection of Directors.</p> <p>Candidates must be honorable, suitable individuals of acknowledged solvency, skill, experience, qualification, training, availability and commitment to their duties. Specifically, the candidates must be upstanding professionals whose conduct and professional career is in line with the principles in the Group's Code of Ethics and Conduct as well as with the Group's mission, vision and values.</p> <p>Candidates will also be sought whose appointment favors diversity of knowledge, experiences, origin, age, nationalities and gender within the Board of Directors in order to favor an appropriate balance on the Board of Directors as a whole that enriches decision-making and contributes plural points of view to the debate on the matters within its competence.</p> <p>(ii) Appointment.</p> <p>The Company's Bylaws provide that the Board of Directors shall comprise,</p>
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at least, five and, at most, fifteen members to be appointed at the General Shareholders' Meeting.

The appointment of Directors at the company is subject to the decision of the General Shareholders' Meeting. Only on certain occasions, in accordance with the provisions of the Spanish Companies Act, may directors be appointed through co-option, and this decision is then ratified at the next General Shareholders' Meeting. The Board shall ensure that the composition of the body, External Directors constitute a majority over Executive Directors, and reduce their number to a minimum.

In accordance with the provisions of article 20 of the Regulation of the Board of Directors, proposals for the appointment of Directors which the Board of Directors decides to submit to the General Shareholders' Meeting and the decisions regarding appointments by co-option must be subject to the corresponding proposal (in the case of independent Directors) or report (in the case of other Directors) issued by the Sustainability, Corporate Governance, Appointments and Remuneration Committee.

The proposals must always be submitted with a justification report by the Board of Directors which assesses the skill, experience and merit of the candidate. Any proposal for appointing or re-electing a non-independent director must also be preceded by a report from the Sustainability, Corporate Governance, Appointments and Remuneration Committee. The foregoing also applies to natural persons that have been appointed representatives of directors that are legal entities.

Pursuant to article 9 of the Sustainability, Corporate Governance, Appointments and Remuneration Committee, said Committee is in charge of assessing the necessary profile, skills, knowledge and experience of the persons most suitable to form part of the various Board committees; reporting to the Board on matters related to gender diversity and establishing a representation target for the sex least represented on the Board; submitting proposals to the Board for the appointment of independent directors, for their designation by cooptation or for their submission to the decision of the General Shareholders' Meeting, and to report on proposals for appointment to and removal from office on the Board of Directors, including the proposal of members of its standing committees.

(iii) Re-election.

Directors are appointed for a term of three years, and may be re-elected once or more times for equal periods.

Notwithstanding the above, independent Directors may not remain in the post for a term of more than twelve consecutive years, unless they become proprietary, executive or other external directors.

Proposals for the re-election of directors which the Board of Directors decides to submit to the General Shareholders' Meeting for approval must entail a formal preparation process, necessarily involving a report by the Sustainability, Corporate Governance, Appointments and Remuneration Committee, evaluating the quality of the work and professional dedication of the directors proposed during the previous term.

(iv) Assessment.

In accordance with the provisions of article 17 of the Board Regulations, the Sustainability, Corporate Governance, Appointments and Remuneration Committee will organize and coordinate the periodic assessment of the Chair of the Board of Directors and, with this, the periodic assessment of the Board of Directors, of its members and of the top executive of the Company.

(v) Termination.

In accordance with Article 24 of Board Regulations, Directors will cease to hold office when their appointment's term elapses and when it is so decided by the Shareholders' Meeting or the Board of Directors pursuant to their legal or bylaw-based powers.

The Board may only propose that the appointment of an Independent Director be terminated before the end of his or her term when there is just cause as determined by the Board with the aid of a report from the Sustainability, Corporate Governance, Appointments and Remuneration Committee.

Directors must make their office available to the Board of Directors and, if deemed necessary by the latter, tender their resignation formally in the situations described in C.1.19 of this report.

Directors leaving office before the end of their term, either through resignation or by decision of the Shareholders' Meeting, must give sufficient explanation of the reasons for their resignation or, in the case of non-executive Directors, their opinion on the reasons for the decision of the Shareholders' Meeting, in a letter addressed to all members of the Board of Directors. Irrespective of the disclosure of all of the foregoing in the Annual Corporate Governance Report, insofar as it is important to investors, the Company should make public, with the least possible delay, the resignation or removal of the director, including sufficient reference to the reasons or circumstances given by the Director.

C.1.17 Explain how the annual assessment of the board has given rise to significant changes in its internal organization and to procedures applicable to its activities:

<b>Description of amendments</b>
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In accordance with Recommendation 36 of the Good Governance Code for Listed Companies approved by the Spanish National Securities Market Commission on February 18, 2015, and last revised on June 26, 2020 ("**GGC**"), the Sustainability, Corporate Governance, Appointments and Remuneration Committee has carried out a detailed evaluation of the performance of the Board of Directors, its Committees, and its members during the 2025 financial year, through the completion of individual questionnaires by the directors and the aggregate analysis of their results.

This evaluation concludes that (i) the Board of Directors has fulfilled its duties and responsibilities with sufficient diligence and dedication, with very positive assessment of the quality and efficiency of its operation, the adequate preparation and conduct of its meetings, the sufficiency and quality of the information provided, and the effective exercise of strategic, financial, and risk supervision, including non-financial and regulatory compliance risks; (ii) the Committees have an adequate composition, a level of specialization in line with their responsibilities, and perform their functions with professionalism and technical rigor, contributing effectively to the Group's internal control and supervision system; and (iii) the structure and size of the Board allow for adequate diversity of knowledge, experience, and perspectives, fostering critical analysis, constructive debate, and an appropriate system of checks and balances in the supervision of executive management.

On the other hand, the evaluation for the 2024 financial year identified, among other matters, the following: (i) preparation of a glossary of terms to facilitate understanding of documentation and standardization of presentation terminology; (ii) updating of the structure and configuration of the repository to improve user experience and access to information; (iii) increasing the number of in-person Board and Committee meetings; (iv) assessing the possibility of organizing informal lunches to serve as a preliminary discussion thread prior to the Board of Directors meeting; (v) structuring and promoting a training program on cross-cutting topics, such as cybersecurity, artificial intelligence, sustainability, or geopolitics, to complement access to Prosegur University content and innovation sessions; (vi) reducing the size and duration of executive presentations to concentrate messages and allow greater space for debate; (vii) deepening the Board's involvement in the strategic plan development process, engaging directors in the guiding principles on which the management team's strategy definition work will be based; and (viii) working on a skills matrix.

Describe the assessment process and the areas assessed by the Board of Directors with the help, if any, of external advisors, regarding the function and composition of the board and its committees and any other area or aspect that has been evaluated.

<b>Description of the assessment process and assessed areas</b>
<p>In accordance with Article 5 of the Board Regulations, one of the main missions of the Board of Directors is the general supervisory function highlighting among others overseeing its own organization and operation.</p> <p>Article 17 of the Board Regulations highlights that the Sustainability, Corporate Governance, Appointments and Remuneration Committee will organize and coordinate the periodic assessment of the Chair of the Board of Directors and, with this, the periodic assessment of the Board of Directors, of its members and of the top executive of the Company.</p> <p>Furthermore, the Lead Independent Director is in charge of managing the periodic assessment of the Chairperson of the Board of Directors.</p> <p>For the evaluation corresponding to 2023, the external adviser in the process was Deloitte Legal. The following areas subject to assessment can be highlighted: (i) the quality and efficiency of functioning of the Board of Directors and the Committees; (ii) the diversity of the structure and the powers of the Board of Directors and the Committees; and (iii) the performance and contribution of the members, placing special emphasis on the Chairpersons of the different Board Committees. Interviews were also held with the members of the Board of Directors and the Committees.</p> <p>In relation to the above, the external adviser concluded with a positive assessment of the quality and efficiency of the functioning of the Board of Directors and its Committees, as well as the performance of the Chairman, the Chief Executive Officer and the other Directors. To carry out the evaluation process for the 2025 financial year (as was also done for the 2024 financial year), a questionnaire has been sent to each director, in relation to the Board of Directors and the Committees of which, in each case, each director is a member, including numerous questions on (i) the quality and efficiency of the functioning of the Board of Directors and the Committees; (ii) the size, composition and powers of the Board of Directors and the Committees; and (iii) the performance and contribution of the directors, paying special attention to the Chairmen of the different Committees of the Board. Subsequently, interviews were held with the members of the Board of Directors and the Committees.</p>

C.1.18 Describe, in those years in which the external advisor has participated, the business relationships that the external advisor or any group company maintains with the company or any company in its group.

N/A

C.1.19 Indicate the cases in which directors must resign.

In accordance with subarticle 24.3 of the Company's Board of Directors' Regulations, Directors must make their office available to the Board of Directors and, if deemed necessary by the latter, tender their resignation formally in the following cases:

- (i) When the directors no longer hold the executive positions which their appointment as Directors were linked to or when the reasons for their appointment no longer exist. Specifically, in the case of Proprietary Directors, when the shareholder(s) that proposed, required or determined their appointment sell(s) or transfer(s) their participation partially or in full and, as a consequence, the shareholder(s) no longer hold a significant or sufficient equity participation to justify the appointment.
- (ii) When they meet any of the legally defined criteria for incompatibility or prohibition.
- (iii) When they are taken to court for a suspected crime or are the object of disciplinary proceedings initiated by the supervisory authorities due to a serious or very serious incident.
- (iv) When they receive a serious warning from the Audit Committee because they breached their obligations as directors.

(v) When their presence on the Board of Directors can affect the Company's credit or reputation or in any way jeopardize its interests, when situations arise that affect them, whether or not related to their actions at the Company itself.

C.1.20 Are qualified majorities other than those established by law required for any specific decision?:

Yes  No

If so, describe the differences.

Description of differences

C.1.21 Indicate whether there are any specific requirements, apart from those relating to directors, to be appointed chairman of the board.

Yes  No

Description of requirements

C.1.22 Indicate whether the bylaws or board regulations set an age limit for directors:

Yes  No

	Age limit
Chair	
Managing Director	
Director	

Remarks

C.1.23 State whether the Bylaws or the Board Regulations establish any term limits for independent directors other than those required by law:

Yes  No

Additional requirements and/or maximum number of term limits

C.1.24 State whether the Bylaws or the Board Regulations establish specific proxy rules for votes at Board meetings, how they are to be delegated and, in particular, the maximum number of delegations that a director may have, as well as if any limit regarding the

category of director to whom votes may be delegated and whether a director is required to delegate to a director of the same category. If so, provide a brief description.

Article 23.5 of the Company's Bylaws and article 19.1 of the Board Regulations stipulate that, when absent, directors may arrange to be represented at meetings of the Board of Directors by other directors via written proxy, which, to the extent possible, should contain voting instructions. In any case, non-executive Directors may only grant their representation to another non-executive Director.

C.1.25 State the number of meetings held by the Board of Directors during the year. And, if applicable, state the number of times the Board met without the Chair in attendance. Meetings where the Chair sent specific proxy instructions are to be counted as attended.

<b>Number of board meetings</b>	8
<b>Number of board meetings without the chair in attendance</b>	0

<b>Remarks</b>

State the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:

<b>Number of meetings</b>	0
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<b>Remarks</b>

State the number of meetings held in the year by the various Board committees:

<b>Number of meetings held by the Audit Committee</b>	<b>4</b>
<b>Number of meetings held by the Sustainability, Corporate Governance, Appointments and Remuneration Committee</b>	<b>4</b>

<b>Remarks</b>

C.1.26 State the number of meetings held by the Board of Directors during the year and the data on attendance by its members.

<b>Number of meetings in situ when at least 80% of directors attended</b>	<b>8</b>
<b>% of attendance over total votes during the year</b>	<b>100%</b>
<b>Number of in situ meetings or with representations made with specific instructions of all directors</b>	<b>8</b>
<b>% of votes issued at in situ meetings or with representations made with specific instructions out of all votes cast during the year</b>	<b>100%</b>

C.1.27 State whether the individual and consolidated financial statements submitted to the Board for preparation were previously certified:

Yes  No

Identify, if applicable, the person/s who certified the individual and consolidated financial statements of the company for preparation by the Board:

<b>Name</b>	<b>Position</b>
Maite Rodríguez Sedano	Chief Financial Officer

<b>Remarks</b>

C.1.28 Explain any measures established by the Board of Directors to ensure that the financial statements submitted by the Board to the General Shareholders' Meeting are prepared in compliance with accounting regulations.

The Company's Finance Department operates stringent controls over the individual and consolidated accounts to ensure that they are in line with generally accepted accounting principles in Spain and IFRS, and all Prosegur companies are audited by the same auditor: Ernst & Young, S.L.

Article 8 of the Audit Committee Regulations states that, inter alia, the Audit Committee's duties including ensuring that the Board of Directors seeks to present a financial statement to the General Shareholders' Meeting based on an audit report with no limitations or reservations. In the exceptional event of reservations, the Chair of the Audit Committee must explain the situation and ensure that the auditors clearly explain the content and scope of these limitations and reservations to the shareholders, providing shareholders with a summary of their opinion when the call to the General Shareholders' Meeting is published. To this end, the Audit Committee maintains ongoing discussions with the external auditor throughout the year and when preparing the annual accounts. The external auditor is also invited to the annual plenary session of the Board of Directors to inform the Board of the work it has carried out and the conclusions reached, and to report on the Company's accounting position and the risks to which the Company and its Group are exposed in relation to the relevant annual accounts. It also attends several of the Audit Committee meetings to periodically update the members of this committee on its external audit work.

In addition, article 44 of the Board Regulations stipulates that the Board of Directors shall seek to provide a final version of the accounts with no scope for qualification in the auditor's opinion. However, when the Board of Directors considers that its own criterion should prevail, it shall publicly explain the content and scope of the discrepancy.

Pursuant to the provisions of the Company's internal regulations, throughout fiscal year 2025, the Audit Committee reported on the financial information relating to the Company (individual and consolidated), prior to its approval by the Board of Directors and presentation to the National Securities Market Commission. In this regard, the Audit Committee presented the following reports to the Board of Directors in relation to the annual, quarterly and half-yearly financial information of the Company corresponding, as appropriate, to fiscal year 2025:

- Report dated 26 February 2025 on the 2024 annual financial statements of the Company and its consolidated group.
- Report dated 30 April 2025 on the results for the first quarter of 2025.
- Report dated 24 July 2025 on the financial data corresponding to the first six months of 2025.
- Report dated 29 October 2025 on the results for the third quarter of 2025.

The procedures followed to prepare and present the financial information and ensure the integrity thereof are described in detail in section F below, describing the mechanisms composing the internal risk management and control systems relating to the process of issuing that information.

The audit reports on the individual and consolidated financial statements prepared by the Board of Directors have historically been issued without qualifications, as stated in the information on the Company contained on the website of the National Securities Market Commission (<https://www.cnmv.es/portal/consultas/ifa/listadoifa?id=0&nif=A-28430882&lang=en>).

C.1.29 Is the secretary of the Board also a director?

Yes  No

If the secretary is not a director, please complete the following table:

Name or company name of the secretary	Representative
Antonio Rubio Merino	

Remarks
Following a favorable report by the Sustainability, Corporate Governance, Appointments and Remuneration Committee, Mr. Antonio Rubio Merino was appointed by the Company's Board of Directors, on 24 February 2021, as non-member Secretary, effective as from 26 February 2021.

C.1.30 State, if any, the concrete measures established by the entity to ensure the independence of its external auditors, financial analysts, investment banks, and rating agencies, including how legal provisions have been implemented in practice.

Article 9 of the Audit Committee Regulations states that the Audit Committee has the following powers of information, advice and proposal in relation to the statutory auditor:

- To submit proposals for selecting, appointing, re-electing and replacing external auditors to the Board of Directors; to assume responsibility for applying the selection process in accordance with the legal requirements, and to assume responsibility for the contractual terms and conditions and for regularly collecting information from the auditor about the audit plan and its execution; and ensure the independent performance of its duties.
- To examine, in the event of the external auditor's resignation, the circumstances which gave rise to such resignation;
- To ensure that the remuneration of the external auditor for its work does not compromise its quality or independence.
- To ensure that the external auditor holds an annual meeting with the Board of Directors in plenary session, to inform it of the work undertaken and of developments in the Company's risk and accounting positions.
- To ensure that the Company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and, in general, other requirements concerning auditor independence;
- To establish and maintain the pertinent relations with the external auditor in order to receive information on any matters that could pose a threat to its independence, for the examination thereof by the Committee, and any other information related to the audit process and, where appropriate, the authorization of services other than prohibited services, on the terms set forth in the law, as well as any other communications provided for in audit legislation and in audit standards. In all cases, the Audit Committee must receive from the auditor an annual statement of its independence in relation to the entity or entities directly or indirectly related to the auditor, as well detailed and itemized information on any additional services provided, of any kind, and on the corresponding fees received from these entities by the auditor or by persons or entities related to the auditor pursuant to the provisions of the applicable legislation.
- To issue an annual report, before the account audit report, in which it declares whether or not the auditor's independence is compromised. In all events, this report must contain an opinion about the substantiated assessment of the provision of each and every additional service mentioned above (individually and as a group), which is different from legal auditing and in connection with the independence system or the regulations on account auditing.

Article 22.2 of the Audit Committee Regulations, "Relations with shareholders and other stakeholders" states that the report on the Audit Committee's operate shall include, among other aspects, its opinion on the auditor's independence.

Article 24 of the Audit Committee Regulations, "Relations with the statutory auditor" states that:

- Relations between the Audit Committee and the Company auditor will respect its independence pursuant to the Audit Committee Regulations and applicable regulation.
- The Audit Committee will receive information from the auditor on a regular basis, regarding the audit plan and the outcome of its execution; will monitor the recommendations proposed by the auditor; and may require its cooperation where deemed necessary.
- The Committee will ask the auditor for an annual certification of the independence of the firm as a whole and of the team members participating in the audit process of the Group's annual accounts, as well as information on additional services of any kind provided by the auditors or by the persons associated with them in accordance with the provisions of the accounting legislation. The auditor shall also include a statement in the annual certification that it sends to the Audit Committee in which it reports on compliance with the application of the internal quality assurance procedures and independence safeguards that have been implemented.
- The Audit Committee must authorize, where appropriate in accordance with and on the terms of the legislation in force, the contracting of the auditor for services other than audit services.
- The Audit Committee must be informed when professionals from any of the Group's auditing firms join any Group company.

In this regard, Article 44 of the Board Regulations stipulates that the Board of Directors shall refrain from hiring the services of audit firms whose fees, for all items, are higher than five percent of its total revenues during the last financial year, and it must publicly disclose the global fees which Prosegur has paid to the audit firm for any services other than auditing.

Regarding financial analysts and investment banks as well as with regard to the rating agencies, at present no procedure is established in order to ensure the independence of the same, although Prosegur has always acted transparently with them and their criteria have always been based on the principles of professionalism, solvency and independence in their views.

C.1.31 State whether the company changed its external auditor during the year. If so, please identify the incoming and outgoing auditor:

Yes  No

Outgoing auditor	Incoming auditor

If there were any disagreements with the outgoing auditor, please provide an explanation:

Yes  No

Explanation of disagreements

C.1.32 State whether the audit firm provides any non-audit services to the company and/or its Group and, if so, the fees paid and the percentage of such amount over the fees billed for audit services to the company and/or Group:

Yes  No

	Company	Group Companies	Total
Amount billed for non-audit services (thousand euros)	86	353	439
Amount billed for non-audit services/Amount for audit work (in %)	18,89%	10,96%	11,94%

Remarks

C.1.33 State whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, please explain the reasons given to shareholders at the General Shareholders' Meeting by the Chair of the Audit Committee to explain the content and extent of the aforementioned qualified opinion or reservations.

Yes  No

<b>Explanation of reasons and direct link to the related document made available to the shareholders with the call notice in this regard</b>

C.1.34 State the number of consecutive years the current audit firm has been auditing the financial statements of the company and/or group. Furthermore, state the number of years audited by the current audit firm as a percentage of the total number of years that the financial statements have been audited:

	<b>Individual</b>	<b>Consolidated</b>
<b>Number of consecutive years</b>	6	6

	<b>Individual</b>	<b>Consolidated</b>
<b>Number of years audited by the current audit firm / Number of years the company</b>	15.79%	15.79%

C.1.35 State whether there is a procedure whereby directors have the information necessary to prepare the meetings of the governing bodies with sufficient time and provide details if applicable:

Yes  No

<b>Provide details of the procedures</b>
<p>In accordance with article 18 of the Board Regulations, the call shall be sent at least three days in advance and shall in all cases, unless there is a justified reason for its not doing so, include the meeting's agenda and any relevant information and documentation deemed necessary.</p> <p>In practice, the materials to be presented at the meeting are made available to the Directors together with the call notice for each meeting.</p> <p>In addition, article 10 of the Board of Directors' Regulations grants the Chairperson of the Board the power to ensure that all members of the Board receive accurate, timely and clear information, especially on the Company's performance, strategy and opportunities, in order for the Board to make suitable decisions. Furthermore, as the person responsible for the efficient functioning of the Board of Directors, he/she must</p>

ensure that the Directors receive the necessary and sufficient information in advance to perform their functions and stimulate the debate and active participation of the Directors at Board meetings.

Pursuant to article 26 of the Board of Directors' Regulations, the Directors' right to information extends to all the subsidiaries in the Group and is channeled through the Chairperson of the Board of Directors, the Secretary or the Chief Financial Officer of the Company, who shall handle requests from Directors, providing the information directly to them, offering the appropriate contact persons at the relevant level within the organization, or making arrangements to allow Directors to conduct the desired examination and inspection *in situ*.

In addition, pursuant to Article 30 of the Board of Directors' Regulations, the Directors have a duty to request the appropriate and necessary information in order to fulfill their obligations and to suitably prepare the meetings of the Board of Directors and Executive Committee or the committees to which they belong, by informing themselves diligently on the progress of the Company and the matters to be discussed at such meetings.

C.1.36 State whether the company has established rules whereby directors must report and, if applicable, resign, where situations involving them arise, whether or not related to their actions at the company itself, which may damage the company's standing and reputation.

Yes  No

**Explain the rules**

Pursuant to subarticles 24.3 and 24.4, of the Board Regulations, Directors must make their office available to the Board of Directors and, if deemed advisable, tender their resignation formally in the situations described in section C.1.19.

Pursuant to subarticle 24.4 of the Board Regulations, Directors must inform the Board of Directors of any criminal proceedings in which they are defendants and any disciplinary proceedings brought against them by the supervisory authorities due to a serious or very serious breach. In both cases, directors must report on any subsequent actions. After the Board has been informed or has become aware of any of the aforesaid situations, or where a director's continued membership on the Board affects the Company's credit or reputation or in any way jeopardizes its interests, when situations arise that affect the director, whether or not related to the director's actions at the Company itself, the Board of Directors must analyze the case as soon as possible and, having regard to the specific circumstances, decide, following a report from the Sustainability, Corporate Governance, Appointments and Remuneration Committee, whether or not any measure should be taken, such as opening an internal investigation, asking the Director to resign or proposing the Director's removal. The Annual Corporate Governance Report should also contain a report in this connection, unless there are special circumstances that justify the situation, which must be placed on record in the minutes. All of the foregoing is notwithstanding the information to be disclosed by the Company, if appropriate, when the related measures are adopted. All details shall be carefully described, where appropriate, in this Annual Corporate Governance Report.

C.1.37 State, unless special circumstances have arisen and have been placed on record in the minutes, whether the Board has been informed, or has otherwise become aware, of any situation involving a director, whether or not related to his/her action at the company itself, which may damage the company's standing or reputation:

Yes  No

Name of director	Nature of the situation	Remarks

In the preceding case, state whether the Board of Directors has examined the case. If so, explain (giving reasons) whether, having regard to the specific circumstances, any measure has been taken to open an internal investigation, to ask the director to resign or to propose his/her removal.

Also state whether the decision of the Board was based on a report by the appointments committee.

Yes  No

Decision/Action taken	Explanation

C.1.38 Detail any material agreements executed by the company that come into force, are modified or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.

--

C.1.39 Identify individually for director, and generally in other cases, and provide detail of any agreements made between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal or termination of employment without cause following a takeover bid or any other type of transaction.

Number of beneficiaries	1
<p style="text-align: center;"><b>Type of beneficiary</b> Director</p>	<p style="text-align: center;"><b>Description of agreement</b></p> <p>One director has a golden parachute clause in their contract including severance in the event of involuntary dismissal by the Company.</p>

State whether, outside the cases envisaged by law, these contracts have been communicated to and/or approved by management bodies of the company or of the Group. If they have, specify the procedures, events and nature of the bodies responsible for their approval or for communicating this.

	<b>Board of Directors</b>	<b>General Shareholders' Meeting</b>
<b>Body authorizing the clauses</b>	X	

	<b>Yes</b>	<b>No</b>
<b>Is the General Shareholders' Meeting notified of these clauses?</b>		X

<b>Remarks</b>

## C.2 Committees of the Board of Directors

C.2.1 Provide details of all committees of the Board of Directors, their membership, and the proportion of executive, proprietary, independent and other external directors that comprise them:

### AUDIT COMMITTEE

<b>Name</b>	<b>Position</b>	<b>Category</b>
MR. FERNANDO D'ORNELLAS SILVA	CHAIR	INDEPENDENT
MS. ISELA COSTANTINI	MEMBER	INDEPENDENT
MR. PEDRO GUERRERO GUERRERO	MEMBER	OTHER EXTERNAL

<b>% of proprietary directors</b>	<b>0%</b>
<b>% of independent directors</b>	<b>66.67%</b>
<b>% of other external directors</b>	<b>33.33%</b>

<b>Remarks</b>

Explain the functions attributed to this committee and any additional responsibilities provided for by law, and describe the rules and procedures it follows for its organization and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercised, in practice, each of the functions attributed to it by law, in the Bylaws or in other corporate resolutions.

In accordance with Article 16 of the Board Regulations:

1. The Audit Committee consists of between three and five non-executive directors appointed by the Board of Directors, who have the dedication, capacity and experience necessary to discharge their functions. The members of the Audit and Compliance Committee, and especially its Chair, shall be appointed based on their knowledge and experience in accounting, auditing and financial and non-financial risk management. The majority of the members of the Audit Committee must be Independent Directors.

2. The Board of Directors shall appoint the Chair of the Audit Committee from among the Independent Directors who form part of it. The Audit Committee shall appoint its own Secretary, who does not have to be a director or a Committee member.

The office of Chair of the Audit Committee shall be held for a term of up to four years, at the end of which the Chair may not be re-elected until at least one year has elapsed since the end of his/her term without prejudice to the possibility of holding his/her position as a Committee member or being re-elected as one.

3. Notwithstanding other tasks assigned to it in the bylaws or by the Board of Directors, the Audit Committee shall perform the following basic duties:

a) To inform the General Shareholders' Meeting about matters that relate to the Committee's scope of action particularly the findings of audits, explaining how the audit contributed to the integrity of financial information and the Committee's role in the process.

b) To ensure that the financial statements which the Board of Directors presents to the General Shareholders' Meeting are prepared in accordance with accounting legislation and, where the auditor has included any qualifications, explain clearly at the Shareholders' Meeting, through the Chair of the Audit Committee, the Committee's opinion on their contents and scope, a summary of said opinion being made available to the shareholders, together with all other proposals and reports by the Board, upon publication of the call to the meeting.

c) To submit proposals for selecting, appointing, re-electing and replacing external auditors to the Board of Directors; assume responsibility for applying the selection process in accordance with the legal requirements, and to assume responsibility for the contractual terms and conditions and for regularly collecting information from the auditor about the audit plan and its execution; and ensure the independent performance of its duties.

d) With regard to the external auditor: (i) if the external auditor resigns, analyze the circumstances behind this decision; (ii) ensure that the external auditor's remuneration does not compromise the quality or independence of his/her work; (iii) oversee that the Company communicates, through the Spanish National Securities Market Commission of the change of auditor and adds a statement about any potential disagreements with the auditor and, if applicable, explains the nature of these disagreements; (iv) ensure that the external auditor meets with the full session of the Board of Directors on an yearly basis to report about his/her work and the progress of the Company's accounting situation and risks; (v) oversee compliance with the auditing contract and ensure that the opinion about the financial statement and the main content of the audit report is written clearly and accurately; and (vi) ensure that the Company and the external auditor comply with applicable rules on audit service provision, limits on concentration of auditing business and, in general, all other rules about the independence of auditors.

e) To establish and maintain adequate relationships with the external auditor so as to receive information about any issues that may pose a threat to the auditor's independence, which will then be assessed by the Committee; and any other information in relation to account auditing; when appropriate, to authorize services that are not prohibited pursuant to the law; and any other communications stipulated in the account auditing legislation and auditing rules. In all cases, the Audit Committee must receive from the auditor an annual statement of its independence in relation to the entity or entities directly or indirectly related to the auditor, as well detailed and itemized information on any additional services provided, of any kind, and on the corresponding fees received from these entities by the auditor or by persons or entities related to the auditor pursuant to the provisions of the applicable legislation.

f) To issue an annual report, before the account audit report, in which it gives an opinion on whether or not the auditor's independence has been compromised. In all events, this report must contain an opinion about the substantiated assessment of the provision of each and every additional service mentioned above (individually and as a group), which is different from legal auditing and in connection with the independence system or the regulations on account auditing.

g) To supervise internal auditing and in particular (i) to guarantee that internal auditing is independent and efficient; (ii) to propose the selection, appointment and removal of the manager of the internal audit service; (iii) to propose the budget for the service; (iv) to approve, or propose that the Board of Directors approves, the guidelines and annual work schedule for internal auditing and the annual activity report, ensuring that such activity is focused primarily on relevant risks (including reputational risks); (v) to receive periodic information about its activities; and (vi) to verify that senior management takes the conclusions and recommendations in its reports into account.

h) To supervise the preparation and presentation of mandatory financial information and submit recommendations or proposals to the managing body aimed at safeguarding their integrity. In this

connection, to supervise the preparation process and integrity of financial and non-financial information, as well as the financial and non-financial risk control and management systems relative to the company and to the group, including operating, technological, legal, social, environmental, political and reputational risks, or risks related to corruption, monitoring compliance with regulatory requirements, the suitable definition of the consolidation perimeter, and the correct application of accounting standards, reporting of all of the foregoing to the Board of Directors.

i) To oversee the efficacy of the Company's internal control and the risk management systems (including tax risks); to discuss with the auditor any significant weaknesses in the internal control system which were detected during the audit, all of the foregoing without ever compromising its independence. Following from this, and when appropriate, the Committee may submit recommendations or proposals to the Board of Directors and indicate the follow-up time frame. In this context, it must propose the risk control and management policy to the Board of Directors. This policy must at least identify or determine: (i) the type of financial or non-financial risks (operational, technological, financial, legal, social, environmental, political and reputational risks or those related to corruption) to which the Company is exposed, including among the financial or economic risks contingent liabilities and other off-balance-sheet risks; (ii) a risk control and management model based on different levels which includes a specialized risk committee where the industry standards so establish or the Company deems appropriate; (iii) the risk level which the Company deems to be acceptable; (iv) the measures for mitigating the impact of identified risks were they to materialize; and (v) the control and information systems used to control and manage said risks.

j) To monitor the operation of the risk management and control unit of the Company responsible for: (i) ensuring that risk management and control systems are functioning correctly and, in particular, that all major risks to which the Company is exposed are adequately identified, managed and quantified; (ii) participating actively in the preparation of the risk strategy and in key decisions about risk management; and (iii) ensuring that risk management and control systems are mitigating risks adequately in accordance with the policy drawn up by the Board of Directors.

k) To analyze and report on the economic conditions, accounting impact and, when appropriate, proposed exchange ratio for operations that involve structural and corporate changes and have been planned by the company, before they are submitted to the Board of Directors.

l) To inform the Board of Directors, beforehand, regarding all of the matters provided for at law and under the Articles of Association, and, in particular, regarding: (i) the financial reporting that the Company must periodically make public; and (ii) the creation or acquisition of shareholdings in special purpose entities or companies with their registered office situated in countries or territories considered to be tax havens.

m) To review offering prospectuses and any other relevant information that the Board of Directors must supply to the markets and its supervisory bodies.

n) To establish and supervise a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any irregularities of potential significance, including those of a financial or accounting nature, or of any other nature, related to the company, which they observe in the company or its group. This mechanism must ensure confidentiality and, in all cases, provide for the possibility of making communications anonymously, with respect for the rights of the accuser and the accused.

o) To receive information and, where appropriate, issue a report on all actions taken and decisions made by the Regulatory Compliance Department when performing its duties, and in particular, in relation to the Company's Internal Code of Conduct for matters relating to the Securities Market.

p) To oversee the application of the general policy related to the communication of financial, non-financial and corporate information, as well as communications with shareholders and investors, voting advisors and other interest groups; It shall also monitor how the Company communicates and interacts with small and medium-sized shareholders.

q) To report on related-party transactions or on transactions that entail or may entail a conflict of interest, on the terms established by law or in the Board Regulations;

r) To ensure, in general, that the internal control policies and systems are applied effectively in practice.

s) To report on the Annual Corporate Governance Report, with regard to related-party transactions and risk control and management systems, prior to its approval by the Board of Directors.

The provisions of letters c), e) and f) of this section are notwithstanding the legislation regulating account auditing.

4. The Audit Committee shall meet periodically having regard to the needs, and at least four times a year.

5. Any member of the Company's or Group's management team or staff required to do so must attend the Audit Committee meetings and collaborate and provide access to the information available to them. The Audit Committee may also require the auditors to attend its meetings.

6. To better perform its duties, the Audit Committee may request advice from external professionals. In this event, Article 27 of the Board of Directors' Regulations shall apply. Moreover and during the performance of its duties, the Audit Committee may call any Company employee or executive to attend its meetings and may even require them to appear without the presence of any other executive.

7. The Chair of the Audit Committee must inform the Board of Directors of the topics discussed and the decisions made by the Committee during the first Board meeting after the Committee's session. Additionally, the Audit Committee's minutes must be available to the directors.

The Audit Committee's main actions in the year were:

- Review of the financial statements and communications regarding the Group's financial performance and governance.
- Evaluation of the terms and conditions of related-party transactions.
- Follow-up of internal audit activities, review of the effectiveness of internal control processes and review of the main risks to which the Company is exposed.
- Recommendation to re-appoint the external auditor and recommendation regarding its fees, terms of engagement and independence. Evaluation of the actions of the external auditor.
- Approval of non-audit services for the year ended 31 December 2025.

The Audit Committee discharges the duties attributed to it by holding regular meetings with the Committee members and the heads of internal and external audit. Moreover, the Committee makes presentations to the Board of Directors to inform the rest of the Company's Directors of the main issues under the Committee's remit and to comply with the rest of its basic duties relative to the Board.

Identify the directors who are members of the Audit Committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date that the Chair of this committee was appointed.

<b>Names of directors with experience</b>	MR. FERNANDO D'ORNELLAS SILVA MS. ISELA COSTANTINI MR. PEDRO GUERRERO GUERRERO
<b>Date of appointment of the chairperson</b>	29 May 2024

<b>Remarks</b>

## SUSTAINABILITY, CORPORATE GOVERNANCE, APPOINTMENTS AND REMUNERATION COMMITTEE

Name	Position	Category
MR. RODRIGO ZULUETA GALILEA	CHAIR	INDEPENDENT
MR. FERNANDO VIVES RUIZ	MEMBER	OTHER EXTERNAL
MS. NATALIA GAMERO DEL CASTILLO	MEMBER	INDEPENDENT
MS. CHANTAL GUT REVOREDO	MEMBER	PROPRIETARY

<b>% of proprietary directors</b>	<b>25%</b>
<b>% of independent directors</b>	<b>50%</b>
<b>% of other external directors</b>	<b>25%</b>

Remarks

Explain the functions attributed to this committee and any additional responsibilities provided for by law, and describe the rules and procedures it follows for its organization and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercised, in practice, each of the functions attributed to it by law, in the Bylaws or in other corporate resolutions.

In accordance with Article 17 of the Board Regulations:

1. The Sustainability, Corporate Governance, Appointments and Remuneration Committee consists of between three and five non-executive Directors appointed by the Board of Directors. They must have the knowledge, skills and experience necessary for performing their duties in the Committee. Half or more of the members of the Sustainability, Corporate Governance, Appointments and Remuneration Committee and, in any event, two of them must be Independent Directors.
2. The Board of Directors shall appoint the Chair of the Sustainability, Corporate Governance, Appointments and Remuneration Committee from among the Independent Directors that are part of the Committee. The Sustainability, Corporate Governance, Appointments and Remuneration Committee shall appoint a secretary, who shall not have to be either a Director or a Committee member.
3. Without prejudice to the duties assigned to it in the bylaws and by the Board of Directors, the Sustainability, Corporate Governance, Appointments and Remuneration Committee shall perform the following basic duties:
  - a) To assess the skills, knowledge and experience necessary on the Board of Directors. In this connection it shall define the functions and aptitudes needed by the candidates to fill each vacancy and evaluate the time and dedication required for them to perform their duties efficiently, checking that non-executive Directors have sufficient time available for the correct performance of their functions.
  - b) To inform the Board of Directors about matters connected with gender diversity, to set a representation objective for the least represented gender in the Board of Directors, and to prepare guidelines on how to meet that objective.
  - c) To submit proposals to the Board of Directors for appointing Independent Directors by co-option or submission to the General Shareholders' Meeting, as well as proposals for re-electing or terminating the appointment of these Directors to be decided by the General Shareholders' Meeting.
  - d) To report on proposed appointments of the remaining Directors of the Company for their designation by co-option or for their submission to a decision of the General Shareholders' Meeting, as well as proposals for their re-election and removal by the General Shareholders' Meeting.
  - e) On an annual basis, to verify compliance with the policy on the selection of Directors and to report thereon in the annual corporate governance report.
  - f) To submit proposals for appointments and removal of positions on the Board of Directors, including the secretary and deputy secretaries, and to submit proposals for the members of each of the Board's committees to the Board of Directors.

- g) To examine and organize the succession of the Board's Chair and the Company's top executive and, as the case may be, to submit proposals to the Board of Directors to ensure that this succession takes place in an orderly and planned way.
- h) To organize and coordinate the periodic assessment of the Board's Chair and, in conjunction, the periodic assessment of the Board of Directors, its members and the Company's top executive.
- i) To report on proposals for the appointments and removal of senior executives to propose to the Board of Directors the basic terms and conditions of their contracts.
- j) To submit a proposal to the Board of Directors for the remuneration policy for Directors and general managers or senior managers that are directly subordinate to the Board, to executive committees or Managing Directors; and to submit a proposal for individual remuneration and other contractual terms and conditions for Executive Directors and ensure compliance therewith.
- k) To check that the Company's remuneration policy is complied with.
- l) To periodically review the remuneration policy for Directors and senior executives, including remuneration schemes with or referenced to Company shares and the application thereof; to analyze their suitability and pay and to ensure that their individual remuneration is proportional to the remuneration of other Company directors and senior executives.
- m) To check the information about remuneration for Directors and senior executives in corporate documents, including the annual report on remuneration for Directors.
- n) To report on situations of conflict of interest involving Directors and, in general, on the matters contemplated in Chapter IX of the Board Regulations, attributed to the Sustainability, Corporate Governance, Appointments and Remuneration Committee.
- o) To ensure that possible conflicts of interest do not compromise the independence of external advisory services provided, when appropriate, to the Committee.
- p) To periodically evaluate and review the Company's environmental and social policy, with a view to ensuring that it fulfills its mission to promote social interest and to consider, as appropriate, the lawful interests of other interest groups.
- q) To supervise the Company's environmental and social practices to ensure that they comply with the established strategy and policies; supervise and evaluate processes relating to the different interest groups.
- r) To periodically evaluate the suitability of the Company's corporate governance system, with a view to ensuring that it fulfills its mission to promote social interest and to consider, as appropriate, the lawful interests of other interest groups, making the necessary proposals for its improvement and supervising compliance with the Company's corporate governance rules and internal codes of conduct, also ensuring that the corporate culture is aligned with its purpose and values. The Sustainability, Corporate Governance, Appointments and Remuneration Committee shall also receive information and, if appropriate, issue reports on disciplinary measures to be applied, as the case may be, to members of the Company's senior management.
- s) To report, prior to its approval by the Board of Directors, on the annual corporate governance report (save in connection with related-party transactions and risk management and control systems, which will be reported on by the Audit Committee), and to submit to the Board of Directors the annual proposal to approve the annual report on Directors' remuneration.
4. The Sustainability, Corporate Governance, Appointments and Remuneration Committee must consider the suggestions from the Chair, the members of the Board of Directors, executives or shareholders. In particular, any Director may ask the Sustainability, Corporate Governance, Appointments and Remuneration Committee to consider potential candidates to see whether they are suitable to fill vacancies on the Board,.
5. The Sustainability, Corporate Governance, Appointments and Remuneration Committee shall consult with the Chair of the Board of Directors and the Company's top executive, especially in matters relating to the Executive Directors and senior executives.
6. The Sustainability, Corporate Governance, Appointments and Remuneration Committee shall meet every time the Board of Directors or its Chair requests a report or that proposals be adopted and, in any event, whenever it is advisable for correct performance of its duties. In any case it shall meet once a year to prepare the information on Directors' remuneration that the Board of Directors is to approve and include in its annual public documentation.
7. The Chair of the Sustainability, Corporate Governance, Appointments and Remuneration Committee shall inform the Board of Directors about any issues discussed and decisions made by the Committee. Additionally, the Committee's minutes must be available to the directors.

The Committee's main actions in the year were:

- **Board of Directors and composition:** Evaluation of the performance of the Board of Directors, review of the composition of the Board of Directors and of the Audit Committee and preparation of proposals for appointment and re-election of Directors, proposal or report on the appointment or re-election of Directors, and approval of the Report on the Committee's activities.

**-Remuneration:** Favorable reports on the 2024 Annual Report on Director Remuneration and 2024 Annual Corporate Governance Report, proposals regarding fixed and variable remuneration and setting of targets, and validation of the incentive plan and variable remuneration of the Directors.

**- Sustainability and ESG:** regulatory analysis (CSRD, CSDDD, Omnibus), ratings from ESG agencies and approval of decarbonization targets, monitoring and oversight of the Company's sustainability strategy.

**- Corporate policies and internal regulations:** update of the Responsible Artificial Intelligence Policy and of the Business Continuity Policy, ratification of the Code of Ethics and Conduct, and report on the internal regulations prior to their submission to the Board of Directors.

**- Appointments and organization:** changes to senior management, expansion of functions, and succession plans. Review of the 2025 Training Plan and of the new internal recognition platform. Approval of a new Welcome Plan for new Directors.

The Committee discharges the duties attributed to it by holding regular meetings with the Committee members, allowing attendance by management personnel from the various areas under its remit to better fulfil its duties. Moreover, the Committee makes presentations to the Board of Directors to inform the rest of the Company's Directors of the main issues under the Committee's remit and to comply with the rest of its basic duties relative to the Board.

C.2.2 Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:

	Number of female directors			
	Year 2025 Number %	Year 2024 Number %	Year 2023 Number %	Year 2022 Number %
<b>Audit Committee</b>	1 33.33%	1 33.33%	0 0.00%	0 0.00%
<b>Sustainability, Corporate Governance, Appointments And Remuneration Committee</b>	2 50.00%	2 50.00%	1 25.00%	1 20.00%

Remarks

C.2.3 State, where applicable, the existence of any regulations governing Board committees, where these regulations may be found, and any amendments made to them during the year. Also state whether any annual reports on the activities of each committee have been voluntarily prepared.

**SUSTAINABILITY, CORPORATE GOVERNANCE, APPOINTMENTS AND REMUNERATION COMMITTEE**

The organization and operation of the Board of Directors' committees are regulated in the Bylaws, in the Board Regulations (article 17) and specifically in the Sustainability, Corporate Governance, Appointments and Remuneration Committee Regulations. These documents are available for consultation on the Company's website (<https://www.prosegur.com/en/shareholders-investors/corporate-governance>).

The Sustainability, Corporate Governance, Appointments and Remuneration Committee prepares an annual report on its activity and submits such report to the Board of Directors.

## AUDIT COMMITTEE

The organization and operation of the Board of Directors' committees are regulated in the Bylaws, in the Board Regulations (article 16) and specifically the Audit Committee Regulations (adapted and brought into line with the wording of the Code of Good Governance of Listed Companies published in June 2020). These documents are available for consultation on the Company's website (<https://www.prosegur.com/accionistas-inversores/gobierno-corporativo>).

The Audit Committee prepares an annual report on its activity and submits such report to the Board of Directors.

## D.1 RELATED-PARTY AND INTRAGROUP TRANSACTIONS

- D.1 Describe, if applicable, the procedure and competent bodies for approval of related-party and intragroup transactions, stating the entity's methods and general internal rules that regulate the abstention obligations of affected directors or shareholders and detailing the internal reporting and periodic control procedures established by the company in connection with related-party transactions whose approval has been delegated by the board of directors.

Subarticle 5.3.p) of the Board Regulations establishes, as a power of the Board of Directors that cannot be delegated, the approval, after a report by the Audit Committee, of transactions completed between the Company or the Group's companies and its Directors (in compliance with articles 229 and 230 of the Spanish Companies Act), or shareholders that hold a significant equity interest (either individually or as a group), including shareholders that are represented in the Company's Board of Directors or the Board of Directors of other companies in the same group, or transactions with people related to them ( "**related-party transactions**"), in accordance with the terms and conditions of the Regulations. In accordance with the provisions of subarticle 3 of article 529 duovicies of the Act, the approval of a related-party transaction by the Shareholders' Meeting or by the Board of Directors must be the subject of a prior report by the Audit Committee.

Pursuant to subarticle 16.3.q) of the Board Regulations, notwithstanding other tasks assigned to it in the Bylaws or by the Board of Directors, the basic responsibilities of Audit Committee will include that of reporting on related-party transactions or transactions that entail or could entail conflicts of interest, as stipulated by law and in the Audit Committee Regulations; pursuant to subarticle 16.3.s), the Committee will have the power to report on the Annual Corporate Governance Report, with regard to related-party transactions and risk control and management systems, prior to its approval by the Board of Directors.

In accordance with the provisions of subarticle 1 of article 529 duovicies of the Spanish Companies Act, the power to approve related-party transactions the amount or value of which is equal to or greater than 10% of the total assets according to the last annual balance sheet approved by the Company corresponds to the Shareholders' Meeting. Article 39 of the Board Regulations states that the Board of Directors formally reserves the right to approve all other related-party transactions, subject to a report by the Audit Committee, which must evaluate whether the transaction is fair and reasonable from the standpoint of the Company and, as applicable, of the shareholders other than the related party, and report on the assumptions on which the evaluation is based and on the methods used. The affected Directors may not participate in the preparation of the report. The Board of Directors may only delegate the approval of related-party transactions in the following cases: (a) transactions between companies forming part of the same group performed within the ordinary course of business and at arm's length; or (b) transactions that are entered into by virtue of contracts whose terms and conditions are standardized and applied en masse to a large number of customers and whose amount does not exceed 0.5% of the Company's net revenues.

D.2 Describe individually any transactions which are significant, because of either their amount or subject matter, entered into by the company or its dependent entities and shareholders who own 10% or more of the voting rights or are represented on the board of directors of the company, stating which body had the authority to approve them and whether any affected shareholder or director abstained. Should the shareholders' meeting have had such authority, state whether the proposed resolution was approved by the board without the dissenting vote of the majority of the independent directors:

Name or company name of the shareholder or any of its subsidiaries	% owned	Name or company name of the company or entity within its group	Nature of the relationship	Type of operation and other information required for its evaluation	Amount (thousands of euros)	Approving body	Identity of the significant shareholder or director who has abstained	The proposal to the shareholders' meeting, if applicable, has been approved by the board without a vote against the majority of independents
Gubel, S.L.	65.09%	Proactinmo, S.L.	Commercial	Operating lease agreement	5,218	Board of Directors	N/A	N/A
Gubel, S.L.	65.09%	Euroforum Escorial, S.A.	Commercial	Provision of services	115	Board of Directors	N/A	N/A
Gubel, S.L.	65.09%	Agrocinegética San Huberto, S.L.	Commercial	Provision of services	600	Board of Directors	N/A	N/A

Remarks
All of the foregoing transactions were approved by the Company's Board of Directors in accordance with the procedure for approval of related-party and intragroup transactions in force at the time each one was approved.

D.3 Describe individually any transactions that are significant, because of either their amount or subject matter, entered into by the company or its dependent entities and directors or managers of the company, including transactions carried out with entities that the director or manager controls or controls jointly, stating which body had the authority to approve them and whether any affected shareholder or director abstained. Should the shareholders' meeting have had such authority, state whether the proposed resolution was approved by the board without the dissenting vote of the majority of the independent directors:

Name or company name of director or manager	Name or company name of the company or entity within its group	Relationship	Type of transaction and other information necessary for its evaluation	Amount (thousands of euros)	Approving body	Identity of the shareholder or director who has abstained	The proposal to the shareholders' meeting, if applicable, has been approved by the board without a vote against the majority of independents
Ms. Helena Irene Revredo Delvecchio	Proactinmo, S.L.	Controls Proactinmo, S.L.	Lease agreements	5,218	Board of Directors	N/A	N/A
Mr. Christian Gut Revredo	Proactinmo, S.L.	His mother controls Proactinmo, S.L.	Lease agreements	5,218	Board of Directors	N/A	N/A
Ms. Chantal Gut Revredo	Proactinmo, S.L.	Her mother controls Proactinmo, S.L.	Lease agreements	5,218	Board of Directors	N/A	N/A
Ms. Helena Irene Revredo Delvecchio	Euroforum Escorial, S.A.	Controls Euroforum Escorial, S.A.	Provision of services	115	Board of Directors	N/A	N/A
Mr. Christian Gut Revredo	Euroforum Escorial, S.A.	His mother controls Euroforum Escorial, S.A.	Provision of services	115	Board of Directors	N/A	N/A
Ms. Chantal Gut Revredo	Euroforum Escorial, S.A.	His mother controls Euroforum Escorial, S.A.	Provision of services	115	Board of Directors	N/A	N/A
Ms. Helena Irene Revredo Delvecchio	Agrocinegética San Huberto, S.L.	Controls Agrocinegética San Huberto, S.L.	Provision of services	600	Board of Directors	N/A	N/A
Mr. Christian Gut Revredo	Agrocinegética San Huberto, S.L.	His mother controls Agrocinegética San Huberto, S.L.	Provision of services	600	Board of Directors	N/A	N/A
Ms. Chantal Gut Revredo	Agrocinegética San Huberto, S.L.	Her mother controls Agrocinegética San Huberto, S.L.	Provision of services	600	Board of Directors	N/A	N/A

Remarks

D.4 Report individually any intragroup transactions which are significant, because of either their amount or subject matter, carried out by the company with its parent company or with other entities belonging to the parent company's group, including the listed company's own dependent companies, unless any other party related to the listed company has

interests in said dependent companies, or said dependent companies are wholly owned, directly or indirectly, by the listed company.

In any event, note any intragroup transaction conducted with entities established in countries or territories which are considered tax havens:

Company name of the entity within the group	Brief description of the operation and other information necessary for its evaluation	Amount (thousands of euros)
SIS Cash Services Private Ltd.	Loan to Indian subsidiary (consolidated using the equity method)	0
Harapay Holding S.A	Loan to Brazilian subsidiary (consolidated using the equity method)	0

Remarks

- D.5 Describe individually any transactions that are significant, because of either their amount or subject-matter, carried out by the company or its dependent entities with other related parties, who are treated as such pursuant to the International Accounting Standards adopted by the EU, which were not reported in the previous sections:

Company name of the related party	Brief description of the operation	Amount (thousands of euros)
Gubel, S.L.	Provision of security services	52
Proactinmo, S.L.U. (controlled by Gubel, S.L.)	Provision of security services	95
Euroforum (controlled by Gubel, S.L.)	Provision of services	222
Proactinmo Viviendas, S.L.	Provision of services	23

Remarks

- D.6 Describe the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management, significant shareholders or other related parties.

Remarks

## 1.- CONFLICTS OF INTEREST BETWEEN THE COMPANY AND ITS DIRECTORS

According to article 33 of the Board of Directors' Regulations, a conflict of interest shall be deemed to exist with a Director in situations where there is a direct or indirect conflict between the interests of the Company or the companies belonging to its Group and the personal interests of the Director. A Director's personal interest shall be deemed to exist when the matter affects the Director or a party related to the Director or, in the case of a proprietary Director, the shareholder(s) who proposed or made the appointment of the Director or persons related to them. The aforementioned provision makes reference to Article 231 of the Spanish Companies Act for the definition of a person related to a Director for the purposes of the Regulations, also including in such category any company in which the Director holds an administrative or management position or in which he/she has a significant share.

Situations of conflict of interest are regulated by the following rules:

### - Reporting obligations:

Directors shall inform the Board of Directors, through the Chair or the Secretary, of any direct or indirect conflict of interests in which they are involved.

Directors must also inform the Company of any offices they hold and any activities they perform at other companies or entities and, in general, of any fact or situation that may be relevant to their position as a director of the Company.

### - Obligations to refrain:

Unless they have obtained the relevant dispensation pursuant to the provisions of article 230 of the Spanish Companies Act, Directors must refrain from:

- a) Performing transactions with the Company, except ordinary transactions performed under standard conditions for clients and of minor significance, understood to be transactions on which information is not necessary to give a true and fair view of the net worth, financial situation or results of the Company;
- b) Obtaining an advantage or remuneration from third parties other than the Company or its Group associated with the holding of the office, unless they are mere courtesies.
- c) In general, from attending and acting in deliberations and voting that affect matters in which they have a conflict of interests.

## 2.- CONFLICTS OF INTEREST BETWEEN THE COMPANY AND ITS SIGNIFICANT SHAREHOLDERS

With regard to significant shareholders, articles 5 and 39 of the Board of Directors' Regulations establish that the Board is responsible for approving all Company transactions with a significant shareholder and/or with any other related party and that no transaction can be authorized without a prior report by the Audit Committee evaluating the transaction from the perspective of the equal treatment of shareholders and market conditions.

- D.7 State whether the company is controlled by another entity, within the meaning of article 42 of the Commercial Code, listed or not, and has, directly or through its subsidiaries, business relationships with said entity or any of its subsidiaries (other than those of the listed company) or pursues activities related to those of any of them.

Yes  No

State whether it has reported publicly and precisely on the respective areas of activity and possible business relationships between, on one hand, the listed company or its subsidiaries and, on the other, the parent company or its subsidiaries.

**State the respective areas of activity and possible business relationships between, on one hand, the listed company or its subsidiaries and, on the other, the parent company or its subsidiaries, and identify where these aspects have been publicly reported**

The Company is controlled by Gubel, S.L. The business relationships with said entity are those detailed in section A.5 above.

The relationships between the Prosegur Group and Gubel, S.L. are those detailed in section A.5 above.

Identify measures taken to resolve potential conflicts of interest between the other controlling company of the listed subsidiary and other group companies:

**Measures taken to resolve potential conflicts of interest**

All transactions between companies in the Prosegur Group and Gubel, S.L. are subject to analysis and a prior report by the Company's Audit Commission, which is made up of a majority of independent directors.

## **E RISK CONTROL AND MANAGEMENT SYSTEMS**

### **E.1 Explain the scope of the company's financial and non-financial Risk Control and Management System, including tax compliance risk.**

Prosegur considers that the efficient management of risks is key to ensure the creation of value and guarantee the Company's success.

For this purpose, it has a robust risk management and control system implemented in its various areas of activity. The Company analyses, controls and assesses the relevant factors that might affect its daily management to meet its business objectives. Accordingly, it safeguards the assets and interests of customers, employees and shareholders.

Prosegur's Risk Management System works comprehensively and continuously, consolidating management by area, business unit, activity, subsidiaries, geographical areas and areas of support at corporate level.

Prosegur engages in control activities through suitable policies and procedures that help to prevent and detect the materialization of risks and, should they occur, to mitigate, compensate or correct their impact. Thus, Prosegur aims to ensure that the risks it assumes are compatible with its short-term and long-term goals.

Prosegur maintains suitable risk control and management and assumes a controlled level of risk that enables it to:

- attain approved strategic objectives;
- contribute the maximum level of security to its shareholders;
- defend the interests of shareholders, employees, customers and other groups interested in the development of Prosegur;
- protect its results and its reputation; and
- guarantee, on an ongoing basis, financial stability and strength.

The risk control and management system is based on procedures and methodologies that make it possible to identify and assess risks, with a view to attaining these objectives.

Actions aimed at controlling and mitigating risks are summarized below:

- continued identification, assessment, prioritization and quantification of key risks based on their possible impact on Prosegur's relevant goals;
- risk assessment in accordance with procedures based on key indicators which make it possible to control them, develop their management and monitor their progress over time;
- periodic monitoring of the effectiveness of the measures and mitigation plans applied by risk managers in order to prevent and mitigate the impact of the materialization of some of the risks;
- review and analysis of results by the Risk Committee; and
- system supervision by the Audit Committee.

## E.2 Identify the bodies within the company responsible for creating and executing the financial and non-financial Risk Control and Management System, including tax compliance risk.

Within its general supervisory function, the Board of Directors is the most senior body in charge of determining Prosegur's general policies and strategies with regard to risk control and management. To this end, in 2024 the Board of Directors approved the update of the Risk Control and Management Policy, which defines the Company's risk management strategy.

The Board of Directors delegates to the Audit Committee the power of information, advice and proposal in relation to risks, the supervision of the effectiveness of the risk control and management systems and the supervision of the operation of the Risk Committee, through the Internal Audit and Risk Department.

Within Prosegur's risk management system, the heads of Prosegur's Businesses and Support Units function as the first line of defense, reporting information to the Risk Committee, which coordinates the system as the second line of defense. Lastly, the Internal Audit and Risk Department, as the third line of defense, independently and objectively supervises the risk management system, reporting to the Audit Committee.

The Risk Committee, as the risk control and management unit of Prosegur, guarantees that the risk control and management systems work properly, specifically guaranteeing that all major risks affecting Prosegur are identified, managed and quantified; it actively participates in drawing up the risk strategy and making important decisions about risk management; and it ensures that the risk control and management systems mitigate risks appropriately.

The Risk Committee, of which the Head of Internal Audit and Risk is a member, holds periodic meetings with a view to explaining the findings and conclusions of the assessment of critical risks, including non-financial risks, which it performs as part of its functions.

The Internal Audit and Risk team updates, on a quarterly basis, the Key Risks Report, which sets out in detail all significant aspects of each key risk. This report is presented for follow-up at each Risk Committee meeting.

The main conclusions of this report are presented by the Head of Internal Audit and Risk to the Audit Committee, which analyzes the conclusions in detail and, where appropriate, agrees to adopt the appropriate measures for this purpose.

## E.3 State the primary financial and non-financial risks, including tax compliance risks, and those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these are significant, which may affect the achievement of business objectives.

1. Use of cash and digital means of payment.
2. Cybersecurity, cyberattacks, loss or theft of company or customer confidential information.
3. Damage to company assets and to assets held under its care.
4. Business continuity
5. Labor risks related to health and safety at work and labor disputes.

6. Critical service providers
7. Debt and interest rate.
8. Human capital management and talent retention
9. Devaluation of currency and restriction of the movement of capital.
10. Risks affecting ESG standards and criteria: environmental, social and good corporate governance. Also includes risk of corruption and fraud.

#### E.4 State whether the entity has a risk tolerance level, including tolerance for tax compliance risk.

Prosegur has defined a new model for identifying key risks and a procedure for assessing and supervising the different components of the management of each key risk. Identification of key risks and their prioritization is updated annually through the Company's risk map.

Prosegur's risk model is based on the documentation of all the components of each key risk. Among the components analyzed are the risk description, triggers, indicators (KRIs), action plans, mitigating controls and contingency plans.

Indicators are, therefore, an essential component for risk management and assessment. They must be:

- Values that may be easily obtained from accountancy or other similarly reliable records.
- Budgeted figures, which allows limits to be defined for the indicator.
- Values used in recurrent risk management.

As a general rule, tolerance levels (acceptable level of risk) are defined on the basis of the objectives of each area and the historical occurrence of the last few years. During 2025, a risk tolerance statement was approved by the Board of Directors on 30 April 2025, with the following result:

The establishment of a risk appetite profile classed as "Cautious", which implies that the Company may accept certain risks with a medium level of uncertainty in order to harness strategic opportunities, in the knowledge that they could affect its objectives. This Risk Appetite Framework (RAF) has been approved pursuant to the requirements of article 6 of the Digital Operational Resilience Regulation (DORA) and Article 21 of the NIS 2 Directive, providing a structured approach to identifying, assessing, and managing risks within predetermined limits that are aligned with the company's strategy, objectives, and values. A survey was conducted among senior management for its preparation. Risk appetite is not a static concept, and must be reviewed periodically to ensure its alignment with strategic changes at Prosegur and the regulatory environment.

In the case of risks that do not allow the identification of indicators with the general criteria that has been defined, the party responsible for their management proposes alternative methods for the assessment and supervision of their management that are validated by the Risk Committee.

#### E.5 State what financial and non-financial risks, including tax risk, have materialized during the year.

Prosegur is subject to various risks inherent in the different countries and markets in which it operates and the activities it carries out, which may prevent or hinder the achievement of its objectives and the successful execution of its strategies.

Risks that have materialized during the year are inherent in the business model, Prosegur's activity and the markets in which it operates, mainly due to incidents involving assets held. The risk control and mitigation systems planned for these risks have worked adequately, and consequently none of them has had a significant impact either on Prosegur's activity or on its results.

Prosegur is aware that it operates in a complex environment, marked by systemic and emerging risks that have a cross-cutting impact on several areas and that fuel each other.

The main factor generating instability seen in 2025 has been the ongoing war in Eastern Europe between Ukraine and Russia and the war in the Middle East between Israel and various armed groups. Both conflicts have both political and economic as well as humanitarian repercussions. Moreover, certain geopolitical dynamics and decisions adopted by some international powers have contributed to a global backdrop of increasing uncertainty, reflected in measures affecting international trade, in increased diplomatic tension with various global players and in controversial interventions and positions in different scenarios.

Prosegur has also identified other causes of major instability, such as the rise of extremism and the authoritarian drift that is occurring in a large number of countries; the return of geopolitics as a dominant element that must be taken into account; the general, and in some cases radical, revindication of rights and physical well-being by disgruntled groups; the unlawful use of technology; actions against key technology infrastructure, and environmental factors such as disputes over water. In addition, Prosegur analyzes and evaluates potential climate-related, physical and transition risks that could have a significant impact on the Company's operations.

To combat these threats, Prosegur proposes enhancing the resilience of institutions and businesses, thereby helping to build more collaborative, flexible and adaptive security networks.

In this connection, in 2025 the Company has continuously monitored the course of critical events and their impact on operations, as well as on employees, customers, suppliers and other stakeholders, adapting its operations at all times to the unfolding of events throughout 2025.

#### **E.6 Explain the response and monitoring plans for all major risks, including tax compliance risks, of the company, as well as the procedures followed by the company in order to ensure that the board of directors responds to any new challenges that arise**

Prosegur periodically and repeatedly identifies, assesses and prioritizes the risks it considers to be key, considering their impact on relevant objectives, in particular. In order to do this, it has a management and reporting system through which it controls and manages risks, which provides a graphic representation of the diagnostic of the risk assessment process, determined through the interaction of probability and the impact of risks on the different processes, on the activities and on the functions of a business or support areas.

Prosegur engages in control activities through suitable policies and procedures that help to detect and prevent the materialization of risks and, should they occur, to mitigate or correct their impact. Prosegur aims to ensure that the risks it assumes are compatible with its short- and medium-term goals.

Prosegur uses management and information tools through which the Group's main risks are monitored and managed, and the diagnosis of the risk assessment process is shown graphically. This is determined by the interaction of the probability and impact of the risks on the different processes, activities and functions of the business or support areas. Key risks are assessed qualitatively, in order to establish their probability of occurrence, and are also assigned a quantitative indicator, in terms of level of impact. In addition, Prosegur carries out a review of the internal control in place to mitigate the impact of the main risks.

Each risk manager continuously evaluates the risks identified, establishes effective control measures and proposes the implementation of corrective or mitigating measures.

The findings of the risk control and management are periodically reviewed and analyzed by the Risk Committee. The entire risk management system and its results are supervised by the Audit Committee, which submits to the Board of Directors any issues that should, given their relevance or material nature, be discussed by the Board.

### **F INTERNAL RISK CONTROL AND MANAGEMENT SYSTEMS RELATED TO THE FINANCIAL REPORTING PROCESS (ICFR)**

**Describe the mechanisms comprising the System of Internal Control over Financial**

## Reporting (ICFR) of your company.

### F.1 Control environment

Report on at least the following, describing their principal features:

#### F.1.1 Which bodies and/or functions are responsible for: (i) the existence and maintenance of a suitable and effective ICFR; (ii) its implementation; and (iii) its supervision.

The two main bodies responsible for the existence of an adequate and effective ICFR, as well as its implementation and supervision, are the Board of Directors and the Audit Committee.

First of all, article 5 of the Board Regulations of Prosegur provides that the Board has a general supervisory function. More specifically, it states that *“save in the matters reserved to the authority of the General Shareholders’ Meeting, the Board of Directors is the Company’s top decision-making body”*.

In this connection, pursuant to article 5 of the Board Regulations, the Board has the specific obligation to exercise the following powers directly: *“to determine the Company’s general policies and strategies and, specifically: (i) the strategic or business plan, as well as the annual management goals and budget; (ii) the investment and funding policy; (iii) the structural definition of the group of companies; (iv) the corporate governance policy for the Company and the group of which the Company is the parent; (v) the corporate social responsibility policy; (vi) the remuneration and performance assessment policy for senior executives; (vii) the policy on treasury shares and, particularly, its limits; (viii) the dividend policy; (ix) the risk control and management policy (including tax risks) and the supervision of internal reporting and control systems”*.

Additionally, pursuant to Article 16 of the Board Regulations and to articles 8 and 11 of the Audit Committee Regulations, the latter body will have, inter alia, the responsibility

- *“to ensure that the financial statements submitted by the Board of Directors to the General Shareholders’ Meeting are prepared in accordance with accounting legislation (...)”*;
- *“to supervise the preparation and presentation of mandatory financial information and submit recommendations or proposals to the managing body aimed at safeguarding their integrity. In relation thereto, it is responsible for monitoring and assessing the preparation process and the integrity of financial and non-financial information, as well as the management and control systems for financial and non-financial risks related to the Company and to the Group, including operating, technology, statutory, social, environmental, political and reputational risks, or risks related to corruption, reviewing compliance with regulatory requirements, the suitable definition of the consolidated tax group and the correct application of accounting standards, reporting on all of the foregoing to the Board of Directors.”*
- *“to oversee the efficacy of the Company’s internal control and the risk management*

*systems (including tax risks); to discuss with the auditor any significant weaknesses in the internal control system which were detected during the audit, all of the foregoing without ever compromising its independence. For such purpose, and if appropriate, the Committee may present recommendations or proposals to the Board of Directors and indicate the follow-up time frame.”*

*“In this context, it must propose the risk control and management policy to the Board of Directors. This policy must at least identify or determine: (i) the type of financial or non-financial risks (operational, technological, financial, legal, social, environmental, political and reputational risks or those related to corruption) to which the Company is exposed, including among the financial or economic risks contingent liabilities and other off-balance-sheet risks; (ii) a risk control and management model based on different levels which includes a specialized risk committee where the industry standards so establish or the Company deems appropriate; (iii) the risk level which the Company deems to be acceptable; (iv) the measures for mitigating the impact of identified risks were they to materialize; and (v) the control and information systems used to control and manage said risks.”*

- *“To monitor the operation of the risk management and control unit of the Company responsible for: (i) ensuring that risk management and control systems are functioning correctly and, in particular, that all major risks to which the Company is exposed are adequately identified, managed and quantified; (ii) participating actively in the preparation of the risk strategy and in key decisions about risk management; and (iii) ensuring that risk management and control systems are mitigating risks adequately in accordance with the policy drawn up by the Board of Directors.”*

Additionally, pursuant to article 1 of the Audit Committee Regulations, *“the Committee, as a collective body, is specifically responsible for advising the Board of Directors and supervising and controlling the processes used to prepare and file the financial information, for the independence of the auditor and for the efficiency of the internal risk control and management systems, notwithstanding the responsibility of the Board of Directors.”*

**F.1.2 State whether the following are present, especially if they relate to the creation of financial information:**

- **Departments and/or mechanisms in charge of: (i) design and review of corporate structure; (ii) clear definition of lines of responsibility and authority with an adequate distribution of tasks and functions; and (iii) assurance that adequate procedures exist for proper communication throughout the entity.**

The Board of Directors of Prosegur has the power to directly appoint and remove the Company's Managing Director, as well as to establish the conditions of their contracts, and to appoint and remove the directors answering directly to the Board of Directors or any of its members, as well as to establish their basic contractual conditions, which includes their remuneration.

The design and review of the organizational structure and definition of the lines of responsibility and authority are proposed by the Managing Director. The Human Resources Department is in

charge of updating the information on the organizational chart after the amendment has been validated, and posting on the intranet.

The responsibilities, duties, profile of the post and skills necessary for each post, are defined by each direct superior and validated by the heads of the related departments, based on the post evaluation policy for the Prosegur Group. with the help of experts from the Human Resources Department.

This organizational structure is set out in an organizational chart showing the relationships between the different business and support departments making up Prosegur. The Company's organizational chart is located on the corporate intranet and can be accessed by its personnel.

- **Code of conduct, the body approving this, degree of dissemination and instruction, including principles and values, (state whether there is specific mention of transaction recording and creation of financial information), a body charged with analyzing breaches and proposing corrective actions and sanctions.**

The Company has a Code of Ethics and Conduct, approved by the Board of Directors on 8 October 2013 and updated on 29 October 2025, which applies to all companies belonging to the Prosegur group and to all businesses and activities performed by Prosegur in all the countries where it operates. It is binding on members of the Board of Directors, on senior management personnel and, in general, without exception and independently of their office, responsibilities, occupation or geographical location, on all employees of Prosegur (the "**Obligated Persons**"). The Code of Ethics and Conduct establishes the principles and values that must guide the conduct of all Prosegur professionals and reflects their daily commitment to act in accordance with such principles and values in their dealings with all stakeholders affected by Prosegur's activity: employees; shareholders and investors; customers and users; suppliers and associates; authorities, public authorities and regulatory bodies; competitors and society at large.

All Obligated Persons are under the obligation to know and comply with the Code of Ethics and Conduct and to collaborate in facilitating its implementation in line with the principle of "zero tolerance" towards any kind of unlawful or unethical conduct, which specifically includes the duty to report any breaches of which they become aware.

The Code establishes that if any conduct is detected that may be considered irregular or inappropriate, the necessary precautions must be taken to ensure the facts are investigated by a team of impartial experts coordinated and supervised by the Compliance area. The team will present its findings and propose any corrective measures to be implemented, notifying the persons who identified or reported the breach. Any breach of the Code, or of any other internal policy or regulation and/or legal or collective labor agreement provision may be deemed a punishable labor infringement, using the applicable legislation in force for such purpose.

The Code of Ethics and Conduct is aligned with the core identity of the Prosegur brand: we make the world a safer place by taking care of people and businesses and staying at the forefront of innovation.

- New values of the Company: we care about people, we think positive and we are unstoppable.
- A leadership model based on 5 principles: Passion for customer service; Focus on results; Transformation and innovation; Team spirit; Responsibility and commitment.

The content of the Code of Ethics and Conduct has also been reinforced to bring it into line with the new management principles governing the Company and to reflect regulatory changes and global best practices and market standards, introducing the following aspects, among others:

- Data protection and privacy
- Anti-money laundering and counter-terrorism financing
- Sustainability
- Appropriate use of data and technology: artificial intelligence
- Use of social media
- Intellectual and industrial property rights

Within section seven of the Code of Ethics and Conduct referring to guidelines for conduct in the pursuit of our activities, express mention is made to the preparation of financial information in a comprehensive, clear and accurate manner, using the appropriate accounting records, and its reporting through transparent communication channels that enable the market and, in particular, Prosegur's shareholders and investors to have permanent access to it.

Likewise, the section concerning the use and protection of resources refers to the need to ensure that all economically significant transactions performed on Prosegur's behalf are listed clearly and accurately in the appropriate accounting records, which represent a true and fair view of the transactions performed, and that they are available to the internal and external auditors.

The Code of Ethics and Conduct is available on the Prosegur corporate website.

Likewise, the Ethical and Conduct Code states in its third section that all subject persons accept the rules contained therein and are bound to comply with them. New employees receive, together with their welcome documentation, a physical copy of the Ethical and Conduct Code.

Prosegur employees have access to training courses related to the Ethical and Conduct Code on the Prosegur Corporate University platform.

- **Whistleblower channel, that makes it possible to inform the audit committee of irregularities of a financial and accounting nature, in addition to potential breaches of the code of conduct and unlawful activities undertaken in the organization, stating, as the case may be, whether the channel is confidential and whether anonymous reporting is possible so as to respect the rights of the accuser and the accused.**

Prosegur has a Complaints Channel in place to enable any interested party to report any incident or irregularity that might contravene Prosegur's Code of Ethics and Conduct, and to guarantee that it is handled objectively, independently, anonymously and confidentially, taking the appropriate measures to ensure effective compliance with the Code of Ethics. Financial and accounting irregularities are included among the issues able to be reported through the Complaints Channel.

The Complaints Channel is a communication tool that is available on the website (<https://www.prosegur.es/canal-etico>) as well as on the Company's intranet, which is always available and provides the necessary anonymity to protect persons using it.

The Internal Audit Department confidentially manages communications received and conveys its findings to the Audit Committee.

The Complaints Channel policy was approved by the Audit Committee on 28 July 2021, was

revised on 24 July 2024 and can be consulted on the corporate website.

- **Training and periodic refresher programs for staff involved in the preparation and revision of financial information, as well as assessment of the ICFR (Internal Control System for Financial Information), that covers at least accounting rules, audits, internal control and risk management.**

Prosegur pays particular attention to the continuous training and development of its professionals for the proper performance of their functions. In particular, for the management of training processes, Prosegur has an online platform (Prosegur Corporate University) from which Company personnel can obtain the training that they need and that is made available to them.

The personnel forming the Corporate Finance Department (mainly the Tax and Financial Information Department) and the Internal Audit Department, continually attend training sessions to keep abreast of regulatory and legal changes.

The Company receives periodic training from organizations that allow it to constantly refresh the knowledge of employees involved in preparing the Group's financial statements and reviewing financial information.

## **F.2 Assessment of financial information risks**

**Report on at least the following:**

### **F.2.1 The main characteristics of the risk identification process, including error and fraud risk, as regards:**

- **Whether the process exists and is documented.**

Every year, the Corporate Finance Department identifies, using the ICFR scope matrix, the risks affecting financial reporting from the standpoint of accounting records and potential non-compliance with accounting standards. After analyzing the risks, it documents the design of the controls that mitigate them.

- **Whether the process covers all of the objectives of financial information, (existence and occurrence; completeness; valuation; delivery; breakdown and comparability; and rights and obligations), whether it is updated and with what frequency.**

The ICFR scope matrix is aimed at identifying the accounts and entries that have significant risk associated with them, whose potential impact on financial reporting is material and, which therefore require special attention. In this regard, in the process of identifying the significant accounts and breakdowns a series of quantitative variables (balance of the account in relation to the materiality set for such purpose) and qualitative variables (composition of the account, automation of processes/integration of systems, standardization of operations, susceptibility to fraud or error, complexity of transactions, degree of estimation/opinion and valuations, changes with respect to the previous year; changes and complexity of regulations; application of judgement and qualitative importance of the information, among others) are considered.

This ICFR scope matrix is based on the balance sheet and consolidated global income statement included in the latest audited Consolidated Financial Statements that are available. Said matrix is updated every year, both for the group and for the various lines of business, after the Consolidated Financial Statements are prepared. In 2025, the scope matrix was updated based on the figures contained in the Financial Statements as of 31 December 2024.

For each of these significant accounts and breakdowns included in the scope matrix, the associated critical processes and sub-processes have been defined, and the risks that might generate errors and/or fraud in financial reporting have been identified, covering all the financial reporting objectives (existence and occurrence; completeness; valuation; presentation, breakdown and comparability; and rights and obligations).

- **The existence of a process for identifying the scope of consolidation, taking into account, among other factors, the possible existence of complex company structures, shell companies, or special purpose entities.**

The identification of the consolidation perimeter is carried out each month. The changes in the consolidation perimeter are recorded in the Group consolidation software system, where the map of the structure of ownership of the companies within the perimeter is permanently updated.

The Business Development Department and the Legal Department are in charge of informing the Corporate Finance Department of the transactions they intend to carry out in their areas, where those transactions could affect the structure of the group and the consolidation perimeter.

The Corporate Finance Department, through the Tax Department, keeps a record of all the entities included in the consolidation perimeter, the means of control or influence, the legal format and the type of direct or indirect participation of all the companies. It is continuously updated and allows historical changes in the perimeter to be tracked.

Lastly, please note that in accordance with the provisions of the Board of Directors Regulations (subarticle 16.3.k), the Audit Committee is responsible for *“analyzing and reporting the economic conditions, accounting impact and, where appropriate, the exchange ratio proposed for the structural and corporate changes that have been planned by the Company before submission to the Board of Directors.”*

- **Whether the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements.**

Prosegur has a Risk Committee that informs the Audit Committee of the findings of the ongoing assessment of key risk management. Each year the Internal Audit Department identifies all manner of key risks (operating and business, technological, financial, interest rates, exchange rates, legal, tax, social, regulatory, reputational, environmental, sustainability, climate-related, political, corruption and those related to fraud) which, were they to materialize, could have an adverse effect on the Company's attainment of relevant goals.

- **The governing body within the company that supervises the process**

The Audit Committee is responsible for supervising the efficiency of the internal control over financial reporting (ICFR) system. The Internal Audit Department uses specific programs to verify the internal control of financial information under the supervision of the Audit Committee.

### **F.3 Control activities**

**State whether the company has at least the following, describing their main characteristics:**

**F.3.1 Review and authorization procedures for financial information published by the stock markets and a description of the ICFR, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions which may materially affect the financial statements, including financial closing procedures and the specific review of judgements, estimates, valuations and relevant forecasts.**

The parent company's annual financial statements, the annual consolidated Prosegur accounts and quarterly and half-yearly consolidated financial statements are all reviewed by the Audit Committee prior to being prepared by the Board of Directors, in accordance with Article 16 of its Regulations. Additionally, the Audit Committee reviews any other relevant information prior to publication through the regulatory bodies.

The Board of Directors approves and, where applicable, formulates the financial information presented, which is later published via the Spanish Securities Markets Commission and presented to third parties.

Prosegur conducts periodic reviews of the financial information it prepares, as well as of the description of the ICFR, in order to ensure information quality. The Corporate Finance Department is in charge of preparing the description of ICFR in coordination with the departments involved. This process culminates in the review by the Audit Committee and it is, therefore, also approved in the Annual Corporate Governance Report, validated by the full Board of Directors.

The Corporate Finance Department has described the flow of activities and controls on significant transactions which affect the financial statements. The documentation of these flows defines the applicable rules of action and the information systems used for the process of closing accounts. Personnel involved in the process of preparing financial information are continuously trained and informed with regard to the procedures for the accounting closure of Individual and Consolidated Financial Statements and Accounts. The documents detail the basic areas for preparing, reviewing and approving consolidated accounting closures and accounting closures for companies belonging to the Group.

Prosegur discloses financial information to the securities markets on a quarterly basis. The

Corporate Finance Department is ultimately responsible for financial reporting. In the description of the flow of activities in the accounting closure process, the control activities that ensure the reliability of the information are identified. The corporate areas within the Corporate Finance Department analyze and supervise the information prepared.

The Corporate Finance Department has documented the risk of error or fraud in financial reporting and the controls that affect all critical processes/sub-processes. These processes cover the various kinds of transaction that may have a material impact on the financial statements (acquisitions, sales, personnel expenses, etc.), and the specific consolidation and reporting process.

In this regard, Prosegur has identified all the processes necessary to prepare the financial information, in which it has used relevant judgements, estimates, valuations and projections, considering all of them to be critical.

The documentation of each of the critical processes is based fundamentally on the respective risk matrices and controls, which include:

- Details of the internal procedures and rules approved by the Department, and regulating said sub-processes.
- Description of the key and non-key controls mitigating each of the risks identified.

For each control, the following have been identified:

- Organizational structures and/or functions of persons in charge of each of the key and non-key controls identified.
- Frequency of the controls.
- Level of automation of the controls.
- Type of control: preventive or detective.
- Existence of fraud risk.
- Business to which it applies.
- Details of the information systems affecting the controls.

The specific review of the relevant judgements, estimates and valuations for quantifying goods, rights and obligations, revenues and expenses and any other commitments listed in the Individual and Consolidated Financial Statements is performed by the Corporate Finance Department with the collaboration of the rest of Prosegur's Support Departments Assumptions based on business performance are analyzed jointly with the Business Departments.

The Global Chief Financial Officer and the Managing Director analyze the reports issued and approve financial information before it is presented to the Audit Committee and the Board of Directors.

**F.3.2 Internal IT control policies and procedures (access security, change controls, their operation, operational continuity, and segregation of duties, among others) which support relevant processes within the**

**company and relate to the creation and publication of financial information.**

The Information Security Department of Prosegur Compañía de Seguridad, headed by the CISO of Prosegur, reports to the Global IT & Transformation Department of the Prosegur Group and provides support to all countries in which Prosegur has a presence.

The Information Security Department has the following responsibilities:

- To align the information security objectives with the main strategic business lines.
- To undertake Prosegur's information security as a global activity integrated within the business to ensure information security and availability.
- To coordinate and approve the proposals received for projects linked to information security.
- To coordinate the necessary resources for developing information security initiatives.
- To monitor and respond to all and any security alerts and incidents.
- To coordinate the drafting of Business Continuity Plans, monitoring compliance with such plans and their improvement.
- To identify and assess security risks in respect of business needs.
- To raise the awareness of and train Company employees with regard to information security.

Currently the Information Security Department is executing the 2026-2027 Strategic Plan, which includes the necessary improvements in such matters and serves as a guide for the ongoing cultural process related to information security.

The Group has an Information Security Policy Framework, up to date and in force, which, inter alia, establishes the guidelines applicable to the following matters:

- Use of IT resources and systems.
- Password management and use.
- Identity management and access control.
- Classification of information.
- Protection of storage mediums.
- Security incident management.
- Vulnerability management.
- Information security risk management.
- Asset management.
- Information security training and awareness.
- Cryptographic key management.
- Encryption of equipment and access to removable devices.
- Security requirements in the systems.
- Management of configuration, maintenance and changes.

- Network controls.
- Systems and network oversight.
- Supplier management.
- Information security organization.
- Cloud security.
- Project security.
- Systems auditability.

The Policy Framework has a global scope, is constantly being developed and consists of the Information Security Cybersecurity Policy, available on the corporate website, the Regulations issued thereunder and all technical procedures and instructions that enable the Group to comply with regulations in its processes and assets (tangible and/or digital) including systems with a financial impact.

With this strategy and guidelines, the department seeks to ensure the following aspects:

- Confidentiality, guaranteeing that information is not made available or disclosed to unauthorized individuals, entities or processes.
- Integrity, protecting the accuracy of all information and processing methods.
- Availability, ensuring that information is accessible and usable when required by an authorized individual, entity or process.
- Authenticity, ensuring that an entity is what it says it is, "entity" meaning data, user or asset.
- Non-repudiation, guaranteeing the capacity to prove that an event or transaction occurred and that it involved certain entities ("entities" meaning data, users or assets).
- Traceability, guaranteeing that all actions taken in connection with information or an asset can be traced and associated unequivocally with an individual or entity.

**F.3.3 Internal control policies and procedures intended to guide the management of subcontracted activities and those of third parties, as well as those aspects of assessment, calculation or evaluation entrusted to independent experts, which may materially affect financial statements.**

The recurring activities in the process of preparing financial information are not outsourced by Prosegur. Occasionally Prosegur requests advice from independent experts in situations of the following kind:

- a) assessment of the tax impact of corporate restructuring transactions;
- b) tax advice at subsidiaries for preparing tax returns subject to specific regulations;
- c) fair value measurements of certain assets, branches of activity or businesses;
- d) checks of the effectiveness of the money laundering prevention system;
- e) valuation of the assignment of the purchase price of new companies;
- f) accounting advice on annual financial reporting using the ESEF;

- g) accounting advice on the accounting treatment of certain specific transactions.

When hiring external advisers, depending on the amounts involved, decision-making processes involve the consideration of at least three proposals from the cost and professional qualification standpoints. Prosegur contracts the services of experts for work that underpins valuations, judgements or accounting calculations only when those experts are registered with the relevant collegiate or similar bodies and are provided by firms of recognized prestige in the market. The Corporate Finance and Legal Departments supervise the results of assessments, calculations or valuations performed by third parties in the accounting, legal and tax areas. In addition, the relevant departments of Prosegur have appropriate personnel to validate the conclusions of the reports issued.

#### **F.4 Information and communication**

**State whether the company has at least the following, describing their main characteristics:**

- F.4.1 A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organization, as well as an up-to-date accounting policy manual distributed to the business units through which the company operates.**

The Corporate Financial Reporting Department, which is an integral part of the Corporate Finance Department, is responsible for preparing, issuing, publishing and subsequently implementing the Accounting Standards applicable to Prosegur under the internal certification of the 3P process management system (Prosegur Policies, Processes). It also analyses and resolves the queries, doubts or conflicts regarding the interpretation and appropriate application of each of the policies.

Among the functions of the Corporate Financial Reporting Department is the analysis of International Financial Reporting Standards, in order to comply with:

- The establishment of Support Standards or procedures to help personnel in relation to the process of preparing financial information.
- The analysis of transactions requiring specific accounting treatment.
- The resolution of queries regarding the application of specific accounting standards.
- The evaluation of possible future impacts on the financial statements, as a result of new developments or changes to international accounting standards.
- The list of external auditors in relation to the criteria applied, and the accounting estimates and judgements.
- The resolution of any doubt arising from the various interpretations of the standards.

Prosegur's accounting procedures (3P accounting rules) are updated annually. There is good communication with all of the managers involved in preparing financial information and updates made after the latest changes to regulations are also distributed and made available to employees with accounting duties.

**F.4.2 Measures for capturing and preparing financial information with consistent formats for application and use by all of the units of the entity or the group, and which contain the main financial statements and notes, as well as detailed information regarding ICFR.**

The process of compiling and preparing consolidated financial information is centralized. The first phase of this process begins at the subsidiaries of the Prosegur Group, based on enterprise resource planning (ERP) platforms under the supervision of the Corporate Finance Department, which ensures that the financial information of the companies is reliable, complete and consistent. Based on the subsidiaries' financial statements, and through IT systems programmed to extract and aggregate data, the individual and consolidated financial statements are compiled and analyzed.

There is a half-yearly reporting process for obtaining the necessary information for the line items of the consolidated annual accounts and interim consolidated financial statements. Prosegur's Accounting Plan is applied at all Prosegur's subsidiaries for the purposes of compiling information for the consolidation of financial statements.

**F.5 Supervision of system performance**

**Describe at least the following:**

**F.5.1 The activities of the Audit Committee in overseeing ICFR as well as whether there is an internal audit function that has among its mandates support of the committee and the task of supervising the internal control system, including ICFR. Additionally, describe the scope of ICFR assessment made during the year and the procedure through which the person responsible prepares the assessment reports on its results, whether the company has an action plan describing possible corrective measures, and whether its impact on financial reporting is considered.**

In accordance with the provisions of subarticle 16.3 of the Board Regulations, among the basic responsibilities of the Audit Committee are the following:

- Inform the General Shareholders' Meeting about matters that relate to the Committee's scope of action particularly the outcome of audits. The Committee shall explain how the audit contributed to the integrity of financial information and the Committee's role in the process.
- Ensure that the financial statements which the Board of Directors presents to the General Shareholders' Meeting are prepared in accordance with accounting legislation, and in cases where the auditor has included any qualifications in his audit report, to clearly explain to the Shareholders' Meeting, through the Chairman of the Audit Committee the Committee's opinion on their contents and scope, making available to the shareholders, at the time of publication of the call of the Shareholders' Meeting, a summary of that opinion along with the rest of the proposals and reports.

- Submit proposals for selecting, appointing, re-electing and replacing external auditors to the Board of Directors; assume responsibility for applying the selection process in accordance with the legal requirements, and assume responsibility for the contractual terms and conditions and for regularly collecting information from the auditor about the audit plan and its execution; and ensure the independent performance of its duties.
- With regard to the external auditor: (i) in the event that the external auditor resigns, to examine the circumstances which caused said resignation; (ii) to ensure that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence; (iii) to insist that the company files a relevant fact with the Spanish Securities Markets Commission (CNMV) when there is a change of auditor, along with a statement of any differences that arose with the outgoing auditor and, if applicable, of the contents thereof; (iv) to ensure that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks accomplished and regarding the development of its accounting and the risks to which the company is exposed; (v) to oversee compliance with the auditing contract and ensure that the opinion about the financial statement and the main content of the audit report is written clearly and accurately; and (vi) to ensure that the Company and the external auditor comply with applicable rules regarding the rendering of services other than auditing, proportional limits on the auditor's billing, and all other rules regarding the auditor's independence.
- To establish and maintain the pertinent relations with the external auditor in order to receive information on any matters that could pose a threat to its independence, for the examination thereof by the Committee, and any other information related to the audit process and, where appropriate, the authorization of services other than prohibited services, on the terms set forth in the law, as well as any other communications provided for in audit legislation and in audit standards. In all cases, the Audit Committee must receive from the auditor an annual statement of its independence in relation to the entity or entities directly or indirectly related to the auditor, as well detailed and itemized information on any additional services provided, of any kind, and on the corresponding fees received from these entities by the auditor or by persons or entities related to the auditor pursuant to the provisions of the applicable legislation.
- To issue an annual report, before the account audit report, in which it declares whether or not the auditor's independence is compromised. In all events, this report must contain an opinion about the substantiated assessment of the provision of each and every additional service mentioned above (individually and as a group), which is different from legal auditing and in connection with the independence system or the regulations on account auditing.
- Supervise internal auditing particularly (i) guarantee that internal auditing is independent and efficient; (ii) propose the selection, appointment and termination of appointment of the manager of the internal audit service; (iii) propose the budget for the service; (iv) approve or propose the approval to the Board of Directors of the guidance and of the annual work plan for the internal audit and the annual activities report, ensuring that its activity is focused mainly on relevant risks (including reputational); (v) receive periodic

information about its activities; and (vi) verify that senior management takes the conclusions and recommendations in its reports into account.

- To oversee the preparation and presentation of mandatory financial information and submit recommendations or proposals to the managing body aimed at safeguarding integrity. In this connection, to supervise the preparation process and integrity of financial and non-financial information, as well as the financial and non-financial risk control and management systems relative to the company and to the group, including operating, technological, legal, social, environmental, political and reputational risks, or risks related to corruption, monitoring compliance with regulatory requirements, the suitable definition of the consolidation perimeter, and the correct application of accounting standards, reporting of all of the foregoing to the Board of Directors.
- To oversee the efficacy of the Company's internal control and the risk management systems (including tax risks) and discuss any significant weaknesses of the internal control system with the account auditor which have been detected during auditing. Independence must never be compromised. Following from this, and when appropriate, the Committee may submit recommendations or proposals to the Board of Directors and indicate the follow-up time frame. In this context, it must propose the risk control and management policy to the Board of Directors. This policy must at least identify: (i) the type of financial or non-financial risks (operational, technological, financial, legal, social, environmental, political and reputational risks or those related to corruption) to which the Company is exposed, including among the financial or economic risks contingent liabilities and other off-balance-sheet risks; (ii) a risk control and management model based on different levels which includes a specialized risk committee where the industry standards so establish or the Company deems appropriate; (iii) the risk level which the Company deems to be acceptable; (iv) the measures for mitigating the impact of identified risks were they to materialize; and (v) the control and information systems used to control and manage said risks.
- To supervise the risk function of the Company carried out by the Internal Audit unit, responsible for: (i) ensuring that risk management and control systems are functioning correctly and, in particular, that all major risks to which the Company is exposed are adequately identified, managed and quantified; (ii) participating actively in the preparation of the risk strategy and in key decisions about risk management; and (iii) ensuring that risk management and control systems are mitigating risks adequately in accordance with the policy drawn up by the Board of Directors.
- To analyze and inform about the economic conditions, the accounting impacts and, as the case may be, the proposed exchange ratio for the structural and corporate modification operations that are to be carried out by the Company, prior to being presented to the Board of Directors.
- To inform the Board of Directors, beforehand, regarding all of the matters provided for at law and under the Articles of Association, and, in particular, regarding: (i) the financial reporting that the Company must periodically make public; and (ii) the creation or

acquisition of shareholdings in special purpose entities or companies with their registered office situated in countries or territories considered to be tax havens.

- To review the share issue prospectuses and any other relevant information that must be provided by the Board of Directors to the markets and the regulatory bodies thereof.
- To establish and supervise a system that enables employees and other third parties related to the Company such as directors, shareholders, suppliers, contractors or subcontractors, to communicate irregularities of potential importance, including financial and accounting irregularities, or of any other kind, related to the Company that are detected within the Company or its Group. That mechanism must guarantee confidentiality and in any case establish cases in which communications may be made anonymously, respecting the rights of the accuser and the accused.
- To receive information and, where appropriate, issue a report on all actions taken and decisions made by the Regulatory Compliance Department when performing its duties, and in particular, in relation to the Company's Internal Code of Conduct for matters relating to the Securities Market;
- To monitor the application of the general policy on the reporting of economic- financial, non-financial and corporate information, as well as on communication with shareholders and investors, voting advisors and other stakeholders. Moreover, monitor the Company's form of communication and relationship with small and medium-size shareholders.
- To report on related-party transactions or transactions that involve or may involve conflicts of interest under the terms set forth by law and by this Regulation.
- To ensure, in general, that the internal control policies and systems are applied effectively in practice.
- To inform, prior to its approval by the Board of Directors, on the annual corporate governance report with regard to related-party transactions and risk control and management systems.

Prosegur has an Internal Audit Department that is functionally dependent upon the Audit Committee. Its objectives and functions include (i) assisting the Audit Committee in the objective compliance with its responsibilities, (ii) verifying the adequate management of risks, and (iii) ensuring the completeness and reliability of accounting information.

The Internal Audit Department has prepared a schedule for reviewing the ICFR which is executed regularly in two-year periods and integrated in the annual work schedules submitted for approval to the Audit Committee.

The Internal Audit Department also updates its verification schedules continuously so as to adapt them to any changes made by the Financial Reporting Department to the ICFR.

In 2025, significant processes were reviewed in relation to financial reporting in Spain and other European and American subsidiaries.

The Internal Audit Department verifies the implementation status of the recommendations included in its audit reports, including those concerning ICFR verification. In 2025, two half-yearly reports were issued on the implementation status of the recommendations issued to the members of the Audit Committee.

The Risk Committee, as the risk control and management unit of Prosegur, guarantees that the

risk control and management systems work properly, specifically guaranteeing that all major risks affecting Prosegur are identified, managed and quantified; it actively participates in drawing up the risk strategy and making important decisions about risk management; and it ensures that the risk control and management systems mitigate risks appropriately.

Additionally, the Internal Audit Department conducts quarterly assessments of critical risk management, which may include financial reporting risk, based on key risk indicators, their comparison with the established limits and their performance over time. The findings are presented to the Corporate Risk Committee for analysis and to the Audit Committee for supervision of their management.

**F.5.2 Whether there is a procedure by which the account auditor (in accordance with the contents of the Auditing Standards (Normas Técnicas de Auditoría or NTA), internal auditor and other experts may communicate with senior management and the Audit Committee or senior managers of the company regarding significant weakness in internal control identified during the review of the annual accounts or any others they have been assigned. Additionally, state whether an action plan is available for correcting or mitigating any weaknesses found.**

In 2025 the external auditors attended two Audit Committee meetings to review the conclusions on the auditing of annual accounts and of the procedures carried out in the context of the annual audit on the planning and progress of audit work on the half-yearly figures. At the same time, external auditors report on possible weaknesses in internal control and opportunities for improvement identified during the course of their work.

In addition, the Chief Financial Officer, responsible for preparing the annual accounts and the intermediate financial information that Prosegur provides to the markets and its supervisory bodies, attends the meetings of the Audit Committee, in order to review and discuss any relevant issue that might arise during the process of preparation and presentation of the regulated financial information.

At each Audit Committee meeting, the Head of Internal Audit regularly presents the conclusions of their work verifying the operation and efficacy of the procedures in ICFR, the control weaknesses identified, the recommendations made and the implementation status of the action plans agreed for mitigation thereof. They also present conclusions on the evaluation of the Company's risk management system and the monitoring of action plans for improvement to each Audit Committee meeting.

**F.6 Other relevant information**

No additional aspects have been identified.
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**F.7 External auditor's report**

**State:**

**F.7.1 Whether the ICFR information submitted to the markets has been subject to review by the external auditor, in which case the entity shall include its report as an attachment. If not, reasons why should be given.**

Prosegur has submitted the ICFR information forwarded to the markets for 2025 to the external auditor for review, and the auditor's report is attached to this document as Appendix 1. The scope of the auditor's review procedures is in accordance with the Guidance and model audit report referring to information on the internal control over financial reporting system of listed companies of July 2013 (updated in 2015) issued by the Spanish Institute of Certified Public Accountants.

## **G EXTENT OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS**

Specify the company's level of compliance with recommendations from the Unified Code of Good Governance.

In the event that a recommendation is not followed or only partially followed, a detailed explanation should be included explaining the reasons in such a manner that shareholders, investors and the market in general have enough information to judge the company's actions. General explanations are not acceptable.

1. That the bylaws of listed companies not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of its shares on the market.

Complies  Explain

2. That, when the listed company is controlled, within the meaning of article 42 of the Commercial Code, by another entity, listed or not, and has, directly or through its subsidiaries, business relationships with said entity or any of its subsidiaries (other than those of the listed company) or pursues activities related to those of any of them, the following be stated publicly and precisely:
  - a) The respective areas of activity and possible business relationships between, on one hand, the listed company or its subsidiaries and, on the other, the parent company or its subsidiaries.
  - b) The mechanisms in place to resolve any conflicts of interest that may arise.

Complies  Partially complies  Explain  Not applicable

3. That, during the course of the ordinary General Shareholders' Meeting, complementary to the distribution of a written Annual Corporate Governance Report, the Chair of the Board of Directors make a detailed oral report to the shareholders regarding the most material aspects of corporate governance of the company, and in particular:
  - a) Changes that have occurred since the last General Shareholders' Meeting.

- b) Specific reasons why the company did not follow one or more of the recommendations of the Code of Corporate Governance and, if so, the alternative rules that were followed instead.

Complies  Partially complies  Explain

4. That the company have defined and promoted a policy related to communication and contact with shareholders and institutional investors in the context of their involvement in the company, as well as with proxy advisors that complies in all aspects with rules preventing market abuse and gives equal treatment to similarly situated shareholders. And that the company have made such a policy public through its web page, including information related to the manner in which said policy has been implemented and the identity of contact persons or those responsible for implementing it.

And that, notwithstanding the statutory obligations to disclose insider information and other types of regulated information, the company also have a general policy on the communication of financial, non-financial and corporate information through whatever channels it deems suitable (the media, social networks or other channels), which helps to maximize the disclosure and the quality of the information available to the market, to investors and to other interest groups.

Complies  Partially complies  Explain

5. That the Board of Directors not propose to the General Shareholders' Meeting any proposal for delegation of powers allowing the issuance of shares or convertible securities without pre-emptive rights in an amount exceeding 20% of equity at the time of delegation.

And that, whenever the Board of Directors approves any issuance of shares or convertible securities without pre-emptive rights, the company immediately publish reports on its web page regarding said exclusions as referenced in applicable company law.

Complies  Partially complies  Explain

6. That listed companies which draft reports listed below, whether under a legal obligation or voluntarily, publish them on their web page with sufficient time before the General Shareholders' Meeting, even when their publication is not mandatory:

- a) Report regarding the auditor's independence.
- b) Reports regarding the workings of the Audit Committee and the appointments and remuneration committee.
- c) Report by the Audit Committee regarding related-party transactions.

Complies  Partially complies  Explain

7. That the company report in real time, on its web page, the proceedings of the General Shareholders' Meetings.

And that the company have mechanisms that permit the delegation and casting of the vote using telematic means and even, in the case of highly capitalized companies and insofar as it is proportional, attendance of and active participation in the General Shareholders' Meeting.

Complies  Partially complies  Explain

8. That the Audit Committee ensure that the financial statements submitted by the Board of Directors to the General Shareholders' Meetings are prepared in compliance with the accounting regulations. And that, where the auditor has included any qualification in its audit report, the Chair of the Audit Committee explain clearly, at the Shareholders' Meeting, the opinion of the Audit Committee regarding its content and scope, a summary of said opinion being made available to the shareholders, together with all other proposals and reports by the Board, upon publication of the call to the meeting.

Complies  Partially complies  Explain

9. That the company permanently maintain on its web page the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies  Partially complies  Explain

10. That, when a verified shareholder has exercised his right to make additions to the agenda or to make new proposals to it with sufficient time in advance of the General Shareholders' Meeting, the company:

- a) immediately distributed the additions and new proposals;
- b) publish the attendance card credential or proxy form or form for remote voting with the changes such that the new agenda items and alternative proposals may be voted upon under the same terms and conditions as those proposals made by the Board of Directors;
- c) submit all of these items on the agenda or alternative proposals to a vote and applies the same voting rules to them as are applied to those drafted by the Board of Directors including, particularly, assumptions or default positions regarding affirmative or dissenting votes; and

d) that after the General Shareholders' Meeting, a breakdown of the results of said additions or alternative proposals be communicated.

Complies  Partially complies  Explain  Not applicable

11. That, in the event the company intends to pay for attendance at the General Shareholders' Meeting, it establish in advance a general policy of long-term effect regarding such payments.

Complies  Partially complies  Explain  Not applicable

12. That the Board of Directors complete its duties with a unity of purpose and independence, treating all similarly situated shareholders equally and that it be guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, and the promotion of continuity and maximization of the economic value of the business.

And that, in pursuit of the company's interest, in addition to complying with applicable law and rules and in engaging in conduct based on good faith, ethics and a respect for commonly accepted best practices, it seek to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, customers and other stakeholders, as well as the impact of its corporate activities on the communities in which it operates and the environment.

Complies  Partially complies  Explain

13. That the Board of Directors be of an adequate size to perform its duties effectively and collegially, and that its optimum size be between five and fifteen members.

Complies  Explain

14. That the Board of Directors approve a policy aimed at favoring an appropriate composition of the board of directors and which:

- a) is concrete and verifiable;
- b) ensures that proposals for appointment or re-election are based upon a prior analysis of the skills required by the Board of Directors; and
- c) favors diversity in knowledge, experience, age and gender. For such purpose, diversity in gender is deemed favored by measures which encourage the company to have a significant number of female senior managers.

That the resulting prior analysis of the skills required by the Board of Directors be contained in the supporting report from the appointments

committee published upon a call from the General Shareholders' Meeting submitted for ratification, appointment or re-election of each director.

The appointments committee will annually verify compliance with this policy and explain its findings in the Annual Corporate Governance Report.

Complies  Partially complies  Explain

15. That proprietary and independent directors constitute a substantial majority of the Board of Directors and that the number of executive directors be kept at a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors.

And that the number of female directors entail at least 40% of the board members before the end of 2022 and thereafter, not being less than 30% prior thereto.

Complies  Partially complies  Explain

16. That the percentage of proprietary directors divided by the number of non-executive directors be no greater than the proportion of the equity interest in the company represented by said proprietary directors and the remaining share capital.

This criterion may be relaxed:

- a) In companies with a high market capitalization in which interests that are legally considered significant are minimal.
- b) In companies where a diversity of shareholders is represented on the Board of Directors without ties among them.

Complies  Explain

17. That the number of independent directors represent at least half of the total number of directors.

Nonetheless, when the company does not have a high level of market capitalization or in the event that it is a high cap company with one shareholder or a group acting in a coordinated fashion who together control more than 30% of the company's equity, the number of independent directors represents at least one third of the total number of directors.

Complies  Explain

18. That companies publish and update the following information regarding directors on the company website:

- a) Professional profile and biography.

- b) Any other Boards to which the director belongs, regardless of whether the companies are listed, as well as any other remunerated activities engaged in, regardless of type.
- c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.
- d) The date of their first appointment as a director of the company's Board of Directors, and any subsequent re-election.
- e) The shares and options they own.

Complies  Partially complies  Explain

19. That the Annual Corporate Governance Report, after verification by the appointments committee, explain the reasons for the appointment of proprietary directors at the proposal of the shareholders whose equity interest is less than 3%. It should also explain, where applicable, why formal requests from shareholders for membership on the Board meeting were not honored, when their equity interest is equal to or exceeds that of other shareholders whose proposal for proprietary directors was honored.

Complies  Partially complies  Explain  Not applicable

20. That proprietary directors representing significant shareholders resign from the Board if the shareholder they represent disposes of its entire equity interest. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors representing this shareholder.

Complies  Partially complies  Explain  Not applicable

21. That the Board of Directors not propose the dismissal of any independent director before the completion of the director's term provided for in the bylaws unless the Board of Directors finds just cause and a prior report has been prepared by the appointments committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties attendant to his post as a director, fails to complete the tasks inherent to his or her post, or enters into any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public share offer, joint venture or similar transaction entailing a change in the shareholder structure of the company, provided that such changes in the

structure of the Board are the result of the proportionate representation criteria provided for in Recommendation 16.

Complies  Explain

22. That companies establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when situations arise in which they are involved, whether or not related to their action at the company itself, which may damage the company's standing and reputation. Specifically, directors must be required to report any criminal act in connection with which they are investigated, as well as the related legal proceedings.

And that, if the Board is informed or otherwise becomes aware of the situations mentioned in the preceding paragraph, it investigate the case as soon as possible and, having regard to the particular situation, decide, following a report by the appointments and remuneration committee, whether or not any measures should be taken, such as opening an internal investigation, asking the director to resign or proposing the director's removal. The Annual Corporate Governance Report should also contain a report in this connection, unless there are special circumstances that justify the situation, which must be placed on record in the minutes. All of the foregoing is notwithstanding the information to be disclosed by the company, if appropriate, when the related measures are adopted.

Complies  Partially complies  Explain

23. That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies in the case of the secretary of the Board of Directors, despite not being a director.

Complies  Partially complies  Explain  Not applicable

24. That whenever, due to resignation or by decision of the Shareholders' Meeting, a director leaves before the completion of his or her term, sufficient explanation be given of the reasons for the director's resignation or, in the case of non-executive directors, of the director's opinion on the reasons for

the decision of the Shareholders' Meeting, in a letter addressed to all members of the Board of Directors.

Irrespective of the disclosure of all of the foregoing in the Annual Corporate Governance Report, insofar as it is important to investors, the company should make public, with the least possible delay, the resignation or removal of the director, including sufficient reference to the reasons or circumstances given by the director.

Complies  Partially complies  Explain  Not applicable

25. That the appointments committee ensure that non-executive directors have sufficient time in order to properly perform their duties.

And that the Board Regulations establish the maximum number of company Boards on which directors may sit.

Complies  Partially complies  Explain

26. That the Board of Directors meet frequently enough so that it may effectively perform its duties, at least eight times per year, following a schedule of dates and agenda established at the beginning of the year and allowing each director individually to propose items do not originally appear on the agenda.

Complies  Partially complies  Explain

27. That director absences only occur when absolutely necessary and are quantified in the Annual Corporate Governance Report. And when absences occur, that the director appoints a proxy with instructions.

Complies  Partially complies  Explain

28. That, when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns be included in the minutes, upon a request from the protesting party.

Complies  Partially complies  Explain  Not applicable

29. That the company establish adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.

Complies  Partially complies  Explain

30. That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances require.

Complies  Explain  Not applicable

31. That the agenda for meetings clearly state those matters about which the Board of Directors are to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

When, under exceptional circumstances, the Chair wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors shall be necessary, and said consent shall be duly recorded in the minutes.

Complies  Partially complies  Explain

32. That directors be periodically informed of changes in equity ownership and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies  Partially complies  Explain

33. That the Chair, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out his duties required by law and the bylaws, prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organize and coordinate the periodic evaluation of the Board, and that, if applicable, the top executive of the company, be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances so dictate.

Complies  Partially complies  Explain

34. That, when there is a coordinating director, the bylaws or the Board Regulations confer upon him the following competencies in addition to those conferred by law: Chair of the Board of Directors in the absence of the Chair and Deputy Chair, should there be any; reflect the concerns of non-executive directors; liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and coordinate a succession plan for the Chair.

Complies  Partially complies  Explain  Not applicable

35. That the secretary of the Board of Directors pay special attention to ensure that the activities and decisions of the Board of Directors take into account the recommendations regarding good governance contained in this Code of Good Governance and which are applicable to the company.

Complies  Explain

36. That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:
- a) The quality and efficiency of the Board of Directors' work.
  - b) The workings and composition of its committees.
  - c) Diversity of membership and competence of the Board of Directors.
  - d) Performance of the Chair of the Board of Directors and the top executive of the company.
  - e) Performance and input of each director, paying special attention to those in charge of the various Board committees.

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the appointments committee.

Every three years, the Board of Directors will rely upon the assistance of an external advisor for its evaluation, whose independence shall be verified by the appointments committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group shall be specified in the Annual Corporate Governance Report.

The process and the areas evaluated shall be described in the Annual Corporate Governance Report.

Complies  Partially complies  Explain

37. That, if there is an executive committee, at least two non-executive directors be present on the committee, at least one of which must be independent; and that its secretary be the secretary of the Board of Directors.

Complies  Partially complies  Explain  Not applicable

38. That the Board of Directors always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.

Complies  Partially complies  Explain  Not applicable

39. That the members of the Audit Committee as a whole, in particular its Chair, be appointed in consideration of their knowledge and experience in

accountancy, audit and risk management issues, both financial and non-financial.

Complies  Partially complies  Explain

40. That, under the supervision of the Audit Committee, there be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive Chair of the Board or of the Audit Committee.

Complies  Partially complies  Explain

41. That the person in charge of the group performing the internal audit function present an annual work plan to the Audit Committee, for approval by the Committee or by the Board, reporting to it directly on its execution, including any issues and limitations on scope that may arise during its implementation, on the findings and on compliance with its recommendations, and present the committee with an activity report at the end of each year.

Complies  Partially complies  Explain  Not applicable

42. That, in addition to the provisions of applicable law, the Audit Committee be responsible for the following:

1. With regard to information systems and internal control:

- a) Supervising and evaluating the preparation and integrity of financial and non-financial information, as well as the financial and non-financial risk control and management systems relative to the company and, if applicable, to the group (including operational, technological, legal, social, environmental, political and reputational risks, or risks related to corruption), monitoring compliance with governing rules and the appropriate application of consolidation and accounting criteria.
- b) Ensuring the independence and effectiveness of the group charged with the internal audit function; proposing the selection, appointment and removal of the head of internal audit; drafting a budget for this department; approving or proposing to the Board the approval of the annual internal audit goals and work plan, making sure that its activity is focused primarily on material risks (including reputational risk); receiving periodic information on its activities; and verifying that senior management takes into account the conclusions and recommendations of its reports.
- c) Establishing and supervising a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any potentially significant irregularities, including those of a financial or

accounting nature, or of any other nature, related to the company, which they observe in the company or its group. This mechanism must ensure confidentiality and, in all cases, provide for the possibility of making communications anonymously, with respect for the rights of the accuser and the accused.

- d) Ensuring, in general, that the internal control policies and systems are applied effectively in practice.

2. With regard to the external auditor:

- a) In the event that the external auditor resigns, examining the circumstances which caused said resignation.
- b) Ensuring that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.
- c) Insisting that the company report any change in auditor through the CNMV, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.
- d) Ensuring that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks accomplished and regarding the development of its accounting and risks faced by the company.
- e) Ensuring that the company and the external auditor comply with applicable rules regarding the rendering of services other than auditing, proportional limits on the auditor's billing, and all other rules regarding the auditor's independence.

Complies  Partially complies  Explain

- 43. That the Audit Committee be able to require the presence of any employee or manager of the company, even without the presence of any other member of management.

Complies  Partially complies  Explain

- 44. That the Audit Committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draft a report beforehand to the Board of Directors regarding economic conditions and accounting implications and, in particular, any exchange ratio involved.

Complies  Partially complies  Explain  Not applicable

- 45. That the risk control and management policy identify or determine, as a minimum:

- a) The various types of financial and non-financial risks (inter alia, operational, technological, legal, social, environmental, political and reputational risks, including those related to corruption) to which the company is exposed, including financial or economic risks, contingent liabilities and other off balance sheet risks.
- b) A multi-level risk control and management model, including a specialized risks committee, where industry regulations so provide or the company deems this to be appropriate.
- c) The level of risk considered acceptable by the company.
- d) Means identified in order to minimize identified risks in the event they transpire.
- e) Internal control and information systems to be used in order to control and manage identified risks, including contingent liabilities and other off balance sheet risks.

Complies  Partially complies  Explain

46. That, under the direct supervision of the Audit Committee or, if applicable, of a specialized committee of the Board of Directors, there be an internal control and management function delegated to an internal unit or department of the company which is expressly charged with the following responsibilities:
- a) Ensuring the proper functioning of risk control and management systems and, in particular, that they adequately identify, manage and quantify all material risks that may affect the company.
  - b) Actively participating in the creation of the risk strategy and in important decisions regarding risk management.
  - c) Ensuring that the risk control and management systems adequately mitigate risks as defined by policy issued by the Board of Directors.

Complies  Partially complies  Explain

47. That members of the appointment and remuneration committee -- or of the appointments committee and the remuneration committee if they are separate -- be chosen taking into account the knowledge, ability and experience necessary to perform the duties they are called upon to carry out and that the majority of said members are independent directors.

Complies  Partially complies  Explain

The members of the Sustainability, Corporate Governance, Appointments and Remuneration Committee have been chosen taking into account their knowledge, ability and experience, in accordance article 5 of the Committee Regulations. However, this Committee currently has four members, half of whom are independent directors. This circumstance is due to the fact that from 29 May 2024 onwards, Mr. Fernando Vives Ruiz became classed as an “other external” director, since twelve years had passed since his first appointment as a Company director, in accordance with the provisions of article 529 duodecies 4. letter i) of the Spanish Companies Act.

48. That high market capitalization companies have formed separate appointments and remuneration committees.

Complies  Explain  Not applicable

49. That the appointments committee consult with the Chair of the Board of Directors and the top executive of the company, especially in relation to matters concerning executive directors.

And that any director be able to ask the appointments committee to consider potential candidates he or she considers appropriate to fill a vacancy on the Board of Directors.

Complies  Partially complies  Explain

50. That the remuneration committee exercise its functions independently and that, in addition to the functions assigned to it by law, it be responsible for the following:

- a) Proposing basic conditions of employment for senior management.
- b) Verifying compliance with company remuneration policy.
- c) Periodically reviewing the remuneration policy applied to directors and senior managers, including remuneration involving the delivery of shares, and guarantee that individual remuneration be proportional to that received by other directors and senior managers.
- d) Ensuring that potential conflicts of interest do not undermine the independence of external advice rendered to the Board.
- e) Verifying information regarding remuneration paid to directors and senior managers contained in the various corporate documents, including the Annual Report on Director Remuneration.

Complies  Partially complies  Explain

51. That the remuneration committee consult with the Chair and the top executive of the company, especially in matters relating to executive directors and senior management.

Complies  Partially complies  Explain

52. That the rules regarding composition and workings of supervision and control committees appear in the rules governing the Board of Directors and that they be consistent with those that apply to mandatory committees in accordance with the recommendations above, including:

- a) That they be comprised exclusively of non-executive directors, with a majority of them independent.
- b) That their Chairs be independent directors.
- c) That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and detail their activities and accomplishments during the first plenary session of the Board of Directors held after the committee's last meeting.
- d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.
- e) That their meetings be recorded and the minutes be made available to all directors.

Complies  Partially complies  Explain  Not applicable

53. That verification of compliance with the company's environmental, social and corporate governance policies and rules, as well as its internal codes of conduct, be assigned to one or split among more than one committee of the Board of Directors, which may be the Audit Committee, the appointments committee, a committee specialized in sustainability or corporate social responsibility or another special committee that the Board of Directors, pursuant to its powers of self-organization, has decided to create. Such committee should be composed solely of non-executive directors, the majority of which are independent, and should be specifically assigned the minimum functions indicated in the following recommendation:

Complies  Partially complies  Explain

54. The following are the minimum functions referred to in the preceding recommendation:

- a) Supervision of compliance with the company's corporate governance rules and internal codes of conduct, also ensuring that the corporate culture is aligned with its purpose and values.

- b) Supervision of the application of the general policy related to the communication of financial, non-financial and corporate information, as well as communications with shareholders and investors, voting advisors and other interest groups; monitoring the way in which the entity communicates with and relates to small- and medium-sized shareholders.
- c) The periodic evaluation and review of the company's corporate governance system and its environmental and social policy, with the goal that the company promotes company interests and takes into account, where appropriate, the legitimate interests of other stakeholders.
- d) Supervision to ensure that the company's environmental and social practices are in line with the stipulated strategy and policy.
- e) Supervision and evaluation of the way relations with various stakeholders are handled.

Complies  Partially complies  Explain

55. That the environmental and social sustainability policies identify and include at least:

- a) The principles, commitments, objectives and strategy related to shareholders, employees, customers, suppliers, social issues, the natural environment, diversity, fiscal responsibility, respect for human rights, and the prevention of unlawful conduct.
- b) Methods or systems for monitoring compliance with policies, the associated risks and their management.
- c) Means of supervising non-financial risk, including that related to ethics and business conduct.
- d) Communication channels, participation and dialogue with stakeholders.
- e) Responsible communication practices that impede the manipulation of data and protect integrity and honor.

Complies  Partially complies  Explain

56. That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgment of non-executive directors.

Complies  Explain

57. That only executive directors receive remuneration linked to corporate results or personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments whose value is indexed to share value, or long-term savings plans such as pension plans, retirement accounts or any other retirement plan.

Shares may be given to non-executive directors under the condition that they maintain ownership of the shares until they leave their posts as directors. The forgoing shall not apply to shares that the director may be obliged sell in order to meet the costs related to their acquisition.

Complies  Partially complies  Explain

58. That as regards variable remuneration, the policies incorporate limits and administrative safeguards in order to ensure that said remuneration is in line with the work performance of the beneficiaries and are not based solely upon general developments in the markets or in the sector in which the company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

- a) be linked to pre-determined and measurable performance criteria and that such criteria take into account the risk undertaken to achieve a given result;
- b) promote sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with rules and internal operating procedures and risk control and management policies:
- c) be based upon balancing short-, medium- and long-term objectives, permitting the reward of continuous achievement over a period of time long enough to judge creation of sustainable value such that the benchmarks used for evaluation are not comprised of one-off, seldom occurring or extraordinary events.

Complies  Partially complies  Explain  Not applicable

59. That the payment of variable remuneration components be subject to sufficient verification that previously established performance and other criteria have been effectively met. Entities should have the annual report on directors' remuneration include criteria regarding the time required and methods used for such verification, having regard to the nature and characteristics of each variable component.

Entities should also consider the establishment of a malus clause pursuant to which the payment of part of the variable components is deferred for a suitable period and is forfeited, in whole or in part, if any event making such forfeiture advisable occurs prior to payment.

Complies  Partially complies  Explain  Not applicable

60. That remuneration related to company results take into account any reservations which may appear in the external auditor's report which would diminish said results.

Complies  Partially complies  Explain  Not applicable

61. That a material portion of variable remuneration for executive directors depend upon the delivery of shares or instruments indexed to share value.

Complies  Partially complies  Explain  Not applicable

62. That once shares, options or financial instruments arising from remuneration schemes have been delivered, executive directors be prohibited from transferring the title thereto or exercising them until a term of at least three years has elapsed.

An exception is made where the director has, at the time of the transfer or exercise, a net economic exposure to the variation of the share price for a market value equivalent to an amount of at least twice his/her annual fixed remuneration through the ownership of shares, options or other financial instruments.

The forgoing shall not apply to shares which the director may need to sell in order to meet the costs related to their acquisition or, subject to favorable opinion of the appointments and remuneration committee, to deal with any supervening extraordinary situations that so require.

Complies  Partially complies  Explain  Not applicable

The Company considers that the remuneration policy of the Managing Director (single Executive Director) is appropriate, and so far there has been no need to include this limitation, as the duties inherent to the director's post (duty of loyalty and duty of due diligence under articles 225 and 227 of the Spanish Companies Act (Ley de Sociedades de Capital) are understood to include the responsibility of each director with respect to the transfer of his or her shares and possible effect of this on the market.

In addition, Article 8 of Prosegur's Internal Regulation on Conduct includes prohibitions relating to market manipulation as a result of the transfer of shares by relevant persons under current law, the Board of Directors considering this regulation sufficient for the purposes of this recommendation. In addition, any family relations between the executive director benefiting from the plan and the controlling shareholder guarantee the alignment of their interests with the long-term interests of the Company.

Due to the above, and taking into account that in practice the executive director benefiting from the plan has not transferred the ownership of a number of shares equivalent to twice his fixed annual remuneration, it is not at present considered necessary to include this expressly in Prosegur's internal regulations.

63. That contracts and agreements include a clause that allows the company to claim a refund of the variable components of the remuneration when the payment was not been adapted to performance conditions or when it was paid taking into account data that later proved to be erroneous.

Complies  Partially complies  Explain  Not applicable

64. That payments made for contract termination, early or otherwise, not exceed an amount equivalent to two years of total annual remuneration and that they not be paid until the company has verified that the director has fulfilled all established criteria or conditions for payment.

For the purpose of this recommendation, payments made for contract termination, early or otherwise, include any payments which become claimable or must be paid as a result or on occasion of the termination of the contractual relationship between the director and the company, including amounts not yet vested under long-term saving plans and amounts paid under post-contractual non-competition clauses.

Complies  Partially complies  Explain  Not applicable

State whether any directors voted against the approval of this Report, or abstained from voting.

Yes  No

## **H FURTHER INFORMATION OF INTEREST**

1. If there is any aspect regarding corporate governance in the company or other companies in the group that have not been included in other sections of this report, but which are necessary in order to obtain a more complete and comprehensible picture of the structure and governance practices in the company or group, describe them briefly below.
2. This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not redundant.

Specifically, state whether the company is subject to any corporate governance legislation other than that prevailing in Spain and, if so, include any information required under this legislation that differs from the data requested in this report.

3. The company may also state whether it voluntarily complies with other ethical or best practice codes, whether international, sector-based, or other. In such a case, name the code in question and the date the company began following it. It should be specifically mentioned that the company adheres to the Code of Good Tax Practices of 20 July 2010.

This annual corporate governance report has been approved by the Board of Directors of the company at the meeting held on 26 February 2026.

State whether any directors voted against the approval of this Report or abstained from voting.

Yes

No

Name or company name of the member of the Board of Directors who has not voted for the approval of this report	Reason (voted against, abstained, did not attend)	Explain the reasons

Remarks

Auditor´s report on the "Information  
Related to the System of Internal  
Control Over Financial Reporting (ICFR-  
SCIIF in Spanish)" of PROSEGUR  
COMPAÑÍA DE SEGURIDAD, S.A.  
for the year 2025



The better the question.  
The better the answer.  
The better the world works.



Shape the future  
with confidence



Shape the future  
with confidence

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## AUDITOR´S REPORT ON THE "INFORMATION RELATED TO THE SYSTEM OF INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR- SCIIF IN SPANISH)"

Translation of a report and information originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails

To the Board of Directors of PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.

In accordance with the request from the Board of Directors of PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A. (hereinafter the Entity) and our engagement letter dated February 12, 2026, we have performed certain procedures on the "ICFR related information" attached of included in section F of the 2025 Annual Corporate Governance Report of PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A. which summarizes the internal control procedures of the Entity in relation to the annual financial information.

The Directors are responsible for adopting the appropriate measures in order to reasonably guarantee the implementation, maintenance and supervision of an adequate internal control system as well as developing improvements to that system and preparing and establishing the content of the accompanying ICFR related information attached.

It should be noted that irrespective of the quality of the design and operability of the internal control system adopted by the Entity in relation to its annual financial information, it can only provide reasonable, rather than absolute assurance with respect to the objectives pursued, due to the inherent limitations to any internal control system.

In the course of our audit work on the financial statements and pursuant to the Technical Auditing Standards, the sole purpose of our assessment of the entity´s internal control was to enable us to establish the nature, timing and extent of the audit procedures to be applied to the Entity´s financial statements. Therefore, our assessment of the internal control performed for the purposes of the audit of the financial statements was not sufficiently extensive to enable us to express a specific opinion on the effectiveness of the internal control over the regulated annual financial information.

For the purpose of issuing this report, we exclusively performed the specific procedures described below and indicated in the Guidelines on the Auditors' report relating to information on the Internal Control over Financial Reporting of Listed Companies, published by the Spanish National Securities Market Commission (CNMV) on its website, which establishes the work to be performed, the minimum scope thereof and the content of this report. Given that the scope of these procedures was limited and substantially less than that of an audit or a review of the internal control system, we do not express an opinion on the effectiveness thereof, or its design or operating effectiveness, in relation to Entity's annual financial information for 2025 described in the ICFR related information attached. Consequently, had we performed additional procedures to those established by the Guidelines mentioned above or had we carried out an audit or a review of the internal control over the regulated annual financial reporting information, other matters might have come to our attention that would have been reported to you.

Likewise, since this special engagement does not constitute an audit of the financial statements in accordance with prevailing audit regulations in Spain, we do not express an audit opinion in the terms provided for therein.



The procedures performed were as follows:

1. Read and understand the information prepared by the Entity in relation to the ICFR - which is provided in the Annual Corporate Governance Report disclosure information included in the Directors' Report- and assess whether such information addresses all the required information which will follow the minimum content detailed in section F, relating to the description of the ICFR, as per the model established by CNMV Circular nº 5/2013 dated June 12, 2013 and subsequent amendments, the most recent one being CNMV Circular 3/2021 of September 28, 2021 (hereinafter, the CNMV Circulars).
2. Make enquiries of personnel in charge of preparing the information described in point 1 above in order to: (i) Obtain an understanding of the process followed in its preparation; (ii) Obtain information which will allow us to assess whether the terminology used is adapted to the definitions provided in the reference framework; (iii) Obtain information on whether the control procedures described are implemented and in use by the Entity.
3. Review the explanatory documentation supporting the information described in point 1 above, which should basically include that which is provided directly to those responsible for preparing the ICFR descriptive information. In this respect, the aforementioned documentation includes related reports prepared by the Internal Audit Department, senior management, and other internal and external experts providing support to the Audit and Compliance Committee.
4. Compare the information described in point 1 above with our knowledge of Entity's ICFR obtained as a result of performing the external audit procedures within the framework of the audit of the financial statements.
5. Read the minutes of the meetings held by the Board of Directors, Audit and Compliance Committee and other Entity committees in order to assess the consistency between the ICFR issues addressed therein and the information provided in point 1 above.
6. Obtain the representation letter related to the work performed, duly signed by the personnel in charge of preparing the information discussed in point 1 above.

As a result of the procedures performed, no inconsistencies or issues were observed that might have an impact on ICFR related information.

This report was prepared exclusively within the framework of the requirements stipulated in article 540 of the Consolidated text of the Corporate Enterprises Act and CNMV Circulars on ICFR description in Annual Corporate Governance Reports.

ERNST & YOUNG, S.L.

(Signed on the original version in Spanish)

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David Ruiz-Roso Moyano

February 26, 2026