

PROSEGUR COMPAÑÍA DE SEGURIDAD S.A.

NOTICE OF RELEVANT EVENT

Madrid, 21 March 2016.

The Board of Directors of Prosegur Compañía de Seguridad, S.A. has resolved to convene the General Shareholders Meeting, to be held in Madrid at AC Hotel Feria, Vía de los Poblados 3, on **27 April 2016 at 1 p.m.** on first call and again on the next day, 28 April 2016, at the same time and place on the second call, addressing the following agenda:

- 1º Approval of the annual accounts and the management report of both Prosegur Compañía de Seguridad, S.A. and of its consolidated group of companies, all with reference to the year 2015.
- 2º Approval of the proposal for allocation of profit and distribution of dividends for the business year 2015.
- 3º Approval of the management actions of the Board of Directors during the financial year 2015.
- 4º Appointment and re-election of Directors.
 - 4.1.- Re-election of Ms Helena Irene Revoredo Delvecchio (proprietary director).
 - 4.2.- Re-elect Mr Christian Gut Revoredo (executive director).
 - 4.3.- Re-election of Mr Isidro Fernández Barreiro (other external director).
 - 4.4.- Re-elect Ms Chantal Gut Revoredo (proprietary director).
 - 4.5.- Appointment of Fernando d'Ornellas Silva (independent director).
- 5º Re-election of the accounts auditor of the Company and its consolidated group of companies for the financial year 2016.
- 6º Amendment of articles 24 (*regarding the powers of the Board of Directors – solely regarding section 24.4*), 26 (*regarding the Appointments and Remuneration Committee*) and 27 (*regarding the Audit Committee*) of the Company Bylaws to update and adapt the composition and regulation of said Committees to the most recent developments in legislation and good governance.

- 7° Authorization, for a maximum of five years, for the acquisition of own shares, whether directly by the Company or through its subsidiaries.
- 8° Authorize the Board of Directors –with powers of substitution and for a maximum period of five years– to increase the share capital in accordance with article 297.1.b) of the Spanish Corporations Act by up to half of the total share capital on the date of the authorization. The Board shall have powers to exclude the right to preferential acquisition, power which shall in any case be limited to 20% of the total share capital on the date of the authorization.
- 9° Authorisation to the Board of Directors with substitution powers, during the maximum term of five years, for issuing securities convertible into new shares in the Company and/or exchangeable for existing shares in the Company, and warrants (options to subscribe new shares in the Company and/or to acquire existing shares in the Company). Establishment of the criteria to determine the bases and modalities of the conversion and/or exchange and delegation to the Board of Directors of the powers to increase share capital by the necessary amount, as well as to exclude the right of preferential acquisition, although the latter powers shall be limited to 20% of the total share capital on the date of the authorisation.
- 10° Delegation of powers to formalise, interpret, correct and execute the agreements adopted by the Shareholder's General Meeting.
- 11° Consultative vote on the annual report concerning the remuneration of directors.

Moreover, in light of the imminent end to her three-year term as director (for which she was appointed by the General Shareholders Meeting on 29 April 2013), director Mirta Giesso Cazenave has notified the Company's Board of Directors of her intention not to run for re-election at the next General Meeting and has opted to resign as director for personal reasons, effective as of the date of said meeting.

Eduardo Paraja Quirós has likewise notified the Company's Board of Directors of his intention to resign from his post as director of the Company for personal reasons, also effective as of the date of the referred General Meeting.

To cover one of the vacancies left by the aforementioned resignations, in accordance with item 4.5 on the agenda above, the Board of Directors proposes the appointment of Fernando d'Ornellas Silva as independent director of the Company at the next General Meeting. The other vacant post shall be amortised.

Consequently, should the proposals presented to the General Shareholders Meeting be approved, the number of members of the Board of Directors of the Company shall be eight.

* * *

The General Meeting is scheduled to be held on first call, i.e., on **27 April 2016** at the aforementioned place and time.

The full announcement convening the meeting will soon be published as established by law and company bylaws.

As of the publication of the announcement to convene the meeting, the present announcement and the proposals for resolution drawn up by the Board of Directors, together with the remaining documentation concerning the General Shareholders Meeting shall be available to shareholders at the registered company address (Calle Pajaritos 24, 28007-Madrid) and on the Company's corporate website (www.prosegur.com).

* * *

Sagrario Fernández Barbé
Secretary of the Board of Directors