



**JULY 2000**

# The sale of Umano

- The Sale Agreement
- Reason for selling / alternatives
- Impact on Group P&L 2.000
- Potential uses of the Capital Gains



# The Sale Agreement

Sale Price (EV for 100%)	139,43m ₺	Subject to due dilligence: -Sales 2000 -Equity -Debt Cash impact Nov 2000
Net Debt 30/6	31,25 m ₺	
Implied value of 100% of the equity	108,18 m ₺	
76% Prosegur equity (*)	82, 22 m ₺	
Capital Gains for Prosegur	63,08 m ₺	
*Considering amount invested since 1996 we have obtained a return of 110% on capital invested		



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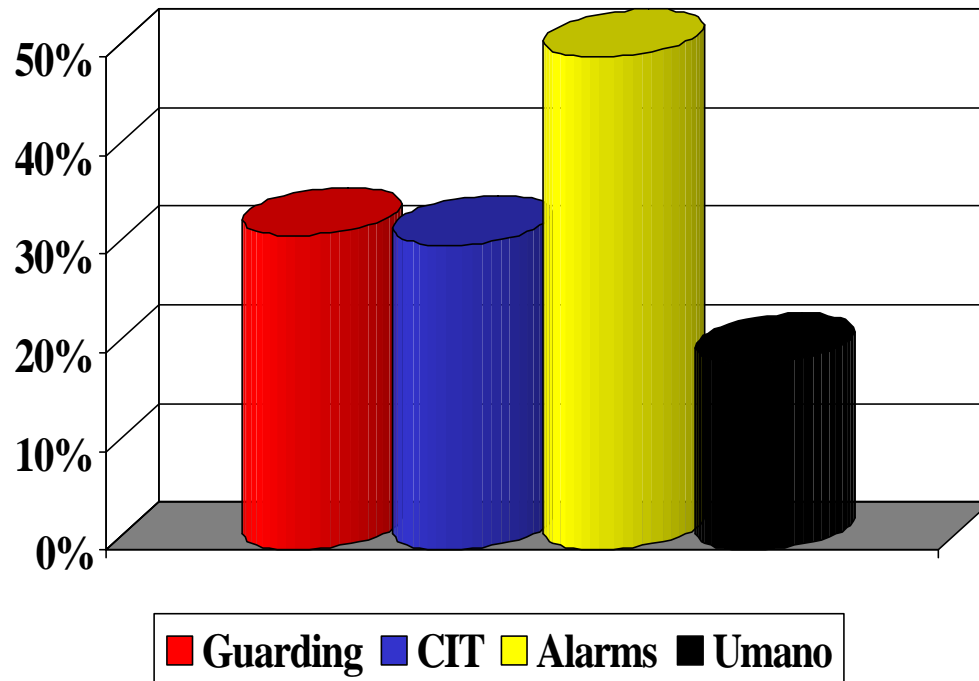
# Reasons for Selling

- Management believes that returns on capital would be higher in our core businesses
- Difficulty to become a Global Player in Staffing



# Higher returns in our Core Businesses

Estimated ROCE 2.002



1.999	
<b>Core Businesses</b>	
m euros	
sales	538,0
ebitda	61,3
<b>ebitda/sales</b>	<b>11,4%</b>
<b>Umano</b>	
m euros	
sales	143,3
ebitda	5,2
<b>ebitda/sales</b>	<b>3,6%</b>

Even despite Umano having a profitability above that of the peer's group, estimated Roce for 2002 would still be substantially lower than that of the other core businesses

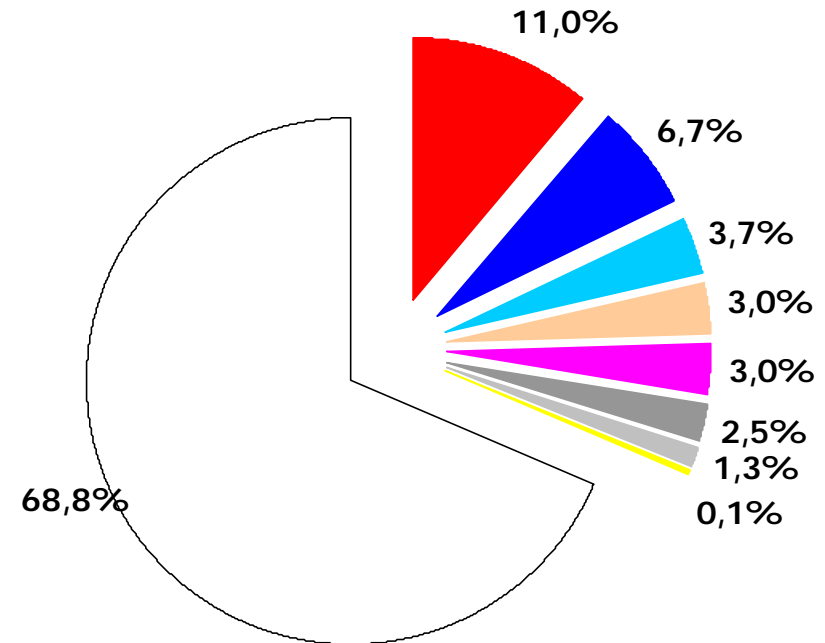
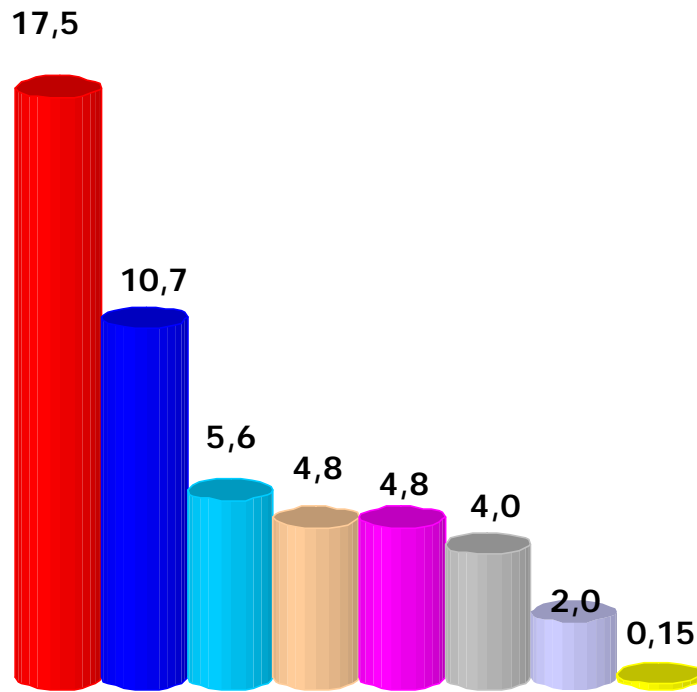


# Difficulty to become a Global Player (I)

## Market Share and Sales of the Global Players in 1999

Sales (Billions EUROS)

Market 160,1 (Billions EUROS)



■ ADECCO/OLSTEN

■ MANPOWER

■ RANDSTAD

■ KELLY

■ VEDIOR/SELECT

■ INTERIM

■ ROBERT HALF

■ UMANO

Source: UBS Warburg



# Difficulty to become a Global Player (II)

## Market trends for the future

- Globalization

COMPANY	ACQUISITIONS
Adecco Vedior Interim Randstad	Delphi, Career Staff, Olsten Select Michael Page, Norrell Strategix, Time Power

- According to market consensus the situation in the mature markets will be as follows:

KIND OF COMPANY	# OF COMPANIES	MARKET SHARE
International	3-5	75%-80%
Specialized	2-3	5%-15%
Local/Regional	Many	10%-15%

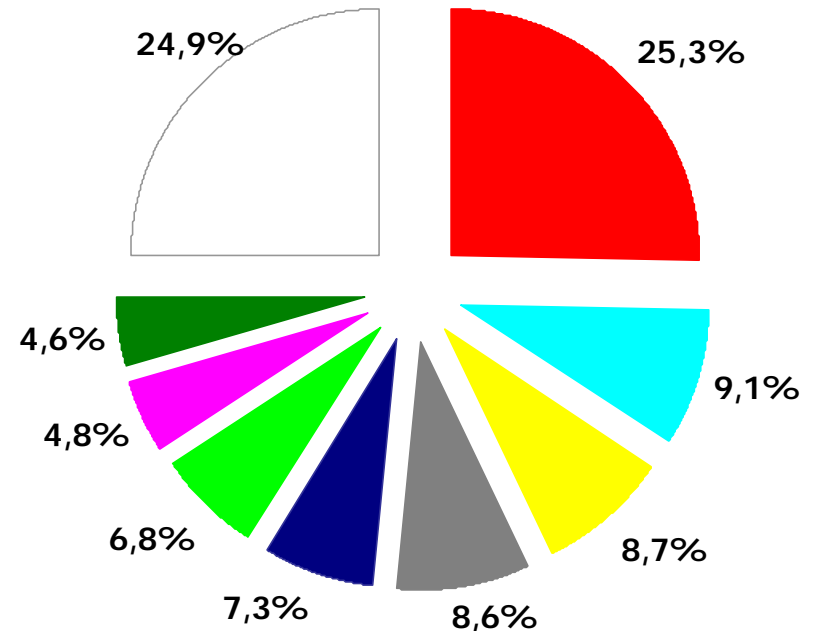
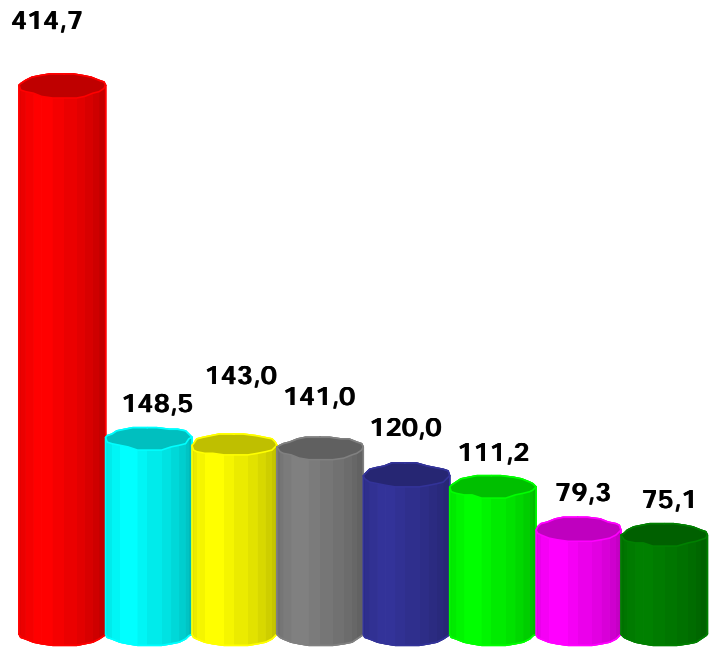


# Difficulty to become a Global Player (III)

## Market in Spain 1999

Sales (MILLIONS EUROS)

Market: 1.640 MILLIONS EUROS




- ADECCO
- VEDIOR-SELECT
- UMANO
- ALTA GESTIÓN
- MANPOWER
- PEOPLE-ACTIVA
- FLEXIPLAN
- RANDSTAD-TEMPO

Source: UBS Warburg, Prosegur





# Market trends for Umano

- Fixed cost sector with high investments in:
    - Technology and software
    - Internet: Two strategies available
      - Global Provider → extremely expensive
      - Niche focus → not in line with Umano strategy
  - Need to keep on investing in brand name/recognition
  - Umano has been an active player in the consolidation of the Spanish market (BCS, Quattro Labore, Intereven)
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- A large black downward-pointing arrow indicating a logical flow or consequence from the previous points.
- Local player with a maximum of 15% of market share in a very competitive environment



# Which were the alternatives available?

**Keep  
the  
control**

Strategic agreement with a  
global player

Merge with a local player

Continue stand alone

**Loss of  
control  
by  
Prosegur**

Sell the business to a global  
player with strong operations in  
Spain

Sell to a Global  
Player in order  
to maximize  
shareholder's  
value



# Impact on Group P&L 2.000 (I)

Millions Euros	Cons. Group Budget 2000	Umano Budget 2000	Cons. Group Bgt. 2000 excluding Umano
<b>Sales</b>	<b>739,5</b>	<b>164,1</b>	<b>654,1</b>
EBITDA	74,8	8,4	72,1
% sales	10,1%	5,1%	11,0%
EBIT	52,0	5,4	48,3
% sales	7,0%	3,3%	7,4%
Depreciation	22,9	3,0	27,0

New budget include Umano figures until 30 of June and Iberexpress since the acquisition in April



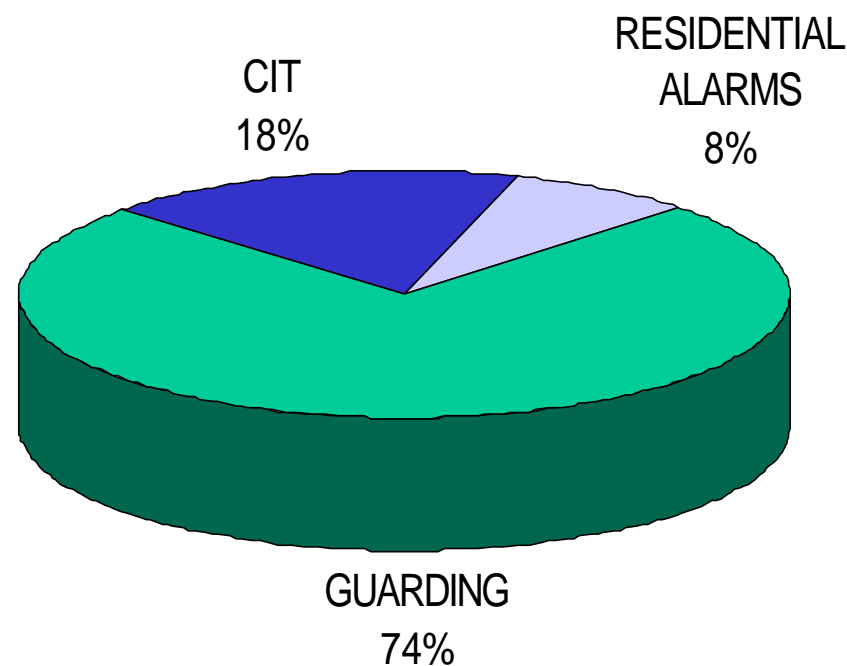
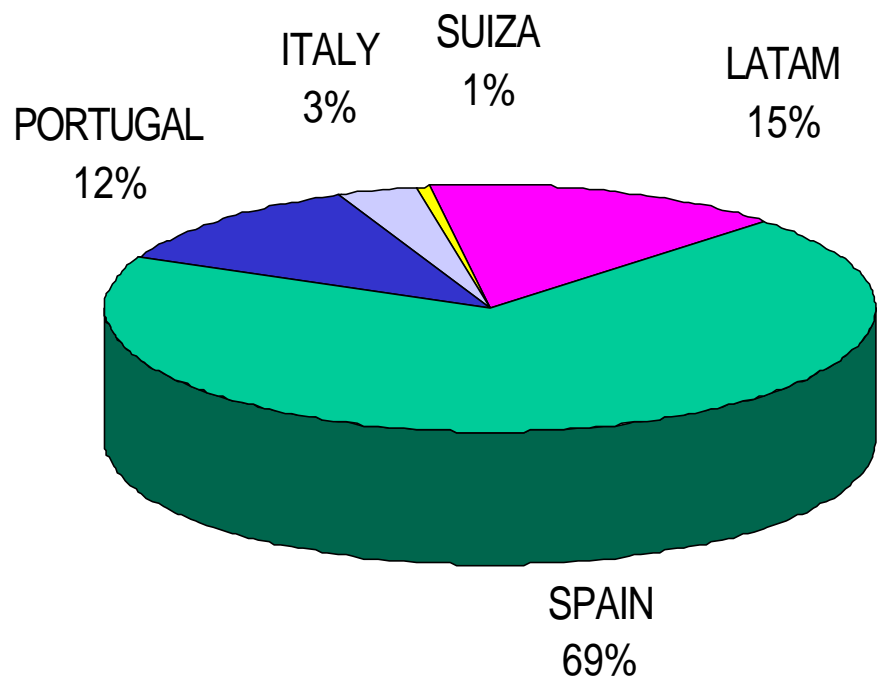
# Impact on Group P&L 2.000 (II)

## Capital Gains:

- Tax Impact to be negotiated with tax authorities
- New Provisions
  - Generic Provisions
  - Goodwill depreciation
- Financial Impact: Nov 2000
- EPS Impact: depending on the use of capital gains



# Sales Breakdown 2000 E (excluding Umano )





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# Potential uses of the Capital Gains

- Core Businesses
- Europe
- Latam
- After the sale agreement we are in an even stronger financial position to make larger acquisitions.



Mr. Carlos Martínez de Campos

CEO

Mr. Juan Andrés Garcia

Head of Investor Relations

invite you to participate in a Conference Call on

**Prosegur**

*Friday, 21 July 2000 at 12:00 Madrid (London 11:00)*

**Umano Disposal**

**(1<sup>st</sup> half year results will not be released until the next week)**

**Dial 34-91-2910409 10 minutes prior to the call in order to be connected.**

**Participant code 123#**