

**PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.**

**COMMUNICATION OF RELEVANT FACT**

Madrid, June 2014

It is hereby communicated that the General Shareholders' Meeting of PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A., validly held today, 30 June, 2014, on one call, approved with sufficient majority, all the resolutions proposed by the Board of Directors.

Attached is the full text of the resolutions adopted, indicating the attendance and voting.

\* \* \*

**RESOLUTIONS APPROVED BY THE GENERAL SHAREHOLDERS' MEETING OF PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A. FIRST CALL HELD ON 30 JUNE 2014**

Attended, present, 7 shareholders holding 345,172,890 shares (55.93% stake) and represented, 165 shareholders holding 187,474,094 shares (30.38% stake). In total, attended, present or represented, 172 shareholders holding a total of 532,646,984 shares, all of them with voting rights, representing 86.31% of the share capital of the Company, adopting the following resolutions, which reads literally:

***In relation to point one on the agenda: Examination and approval of the annual accounts and the management report, of both Prosegur Compañía de Seguridad, S.A. and for its consolidated group of companies, as well as the proposal for the application of the result and the management of its Board of Directors, all referring to the 2013 financial year.***

- 1. Approve the annual accounts and the management reports of both Prosegur Compañía de Seguridad, S.A. and of its consolidated group of companies corresponding to the 2013 financial year, as they have been formulated by the Company's Board of Directors at its meeting of 27 February 2014.*
- 2. Approve the company management performed by the Board of Directors of Prosegur Compañía de Seguridad, S.A. during the 2013 financial year.*
- 3. Approve the proposal for the application of results of Prosegur Compañía de Seguridad, S.A. corresponding to the 2013 financial year as follows:*

***Distribution base:***

*Profit and loss:* 66,000 thousand euros

*Total:* 66,000 thousand euros

***Application:***

*Voluntary reserves:* 53 thousand euros

*Dividends:* 65,947 thousand euros

***TOTAL:*** 66,000 thousand euros

This agreement was approved by a vote in favor of 532,942,924 shares, representing 99.94% of the share capital present or represented at the General Shareholders' Meeting and the vote against of 104,814 shares, representing 0.02% of the said capital, as well as with the abstention of 199,246 shares representing 0.04% of the mentioned share capital.

**In relation to point two on the agenda: Remuneration to the shareholder: distribution of dividends on accounts of results from the 2013 financial year and freely available reserves.**

1. *Approve the payment of cash dividends for a total maximum gross amount of 65,947 thousand euros charged to results from the 2013 financial year and to freely available reserves, at the rate of a total of 0,1068 euros gross per share in circulation on each payment date (considering that the Company's share capital on the date of this agreement is divided into a total of 617,124,640 shares each with a nominal value of 0.06 euros).*

*The dividend shall be paid in four payments, at a rate of 0.0267 euros gross per share in circulation, on the dates indicated below, through the entities participating in the Management Company of the Securities Registration, Compensation and Liquidation Systems (IBERCLEAR):*

- *First payment – July 2014: total maximum amount of 16,487 thousand euros.*
- *Second payment – October 2014: total maximum amount of 16,487 thousand euros.*
- *Third payment – January 2015: total maximum amount of 16,487 thousand euros.*
- *Fourth payment – April 2015: total maximum amount of 16,487 thousand euros.*

*The stoppages required under the applicable regulations at each time shall be made on the gross amounts which are payable.*

*In the event that, as a result of the existence of treasury stock on any payment date, the total amount paid is lower than the maximum indicated above, the difference shall be allocated to voluntary reserves.*

*On the other hand, in the event that the Company's share capital is modified and/or the number of shares into which it is divided, the gross amount per share on each payment date shall be modified as a result so that the total maximum amount to distribute is not modified.*

2. *Delegate to the Board of Directors, authorising it to delegate in turn, without distinction, to the Executive Committee, the Chairperson of the Board of Directors, the Chief Executive or to any other person which the Board of Directors authorises for the purpose, all of the powers necessary in order to establish the payment conditions of the dividends approved above and, in particular and by way of example, to determine the exact payment date within the calendar approved above.*

This agreement was approved by a vote in favor of 532,042,460 shares, representing 99.87 % of the share capital present or represented at the General Shareholders' Meeting and the vote against of 407,278 shares, representing 0.08% of the said capital, as well as with the abstention of 199,246 shares representing 0.04 of the mentioned share capital.

**In relation to point three on the agenda: Re-election of directors.**

*3.1 Re-election of Mr. Pedro Guerrero Guerrero (independent director) for the statutory period of 3 years*

This agreement was approved by a vote in favor of 530,847,608 shares, representing 99.66% of the share capital present or represented at the General Shareholders' Meeting and the vote against of 1,600,130 shares, representing 0.30% of the said capital, as well as with the abstention of 199,246 shares representing 0.04% of the mentioned share capital.

*3.2 Re-election of Mr. Eugenio Ruiz-Gálvez Priego (independent director) for the statutory period of 3 years*

This agreement was approved by a vote in favor of 530,321,263 shares, representing 99.56% of the share capital present or represented at the General Shareholders' Meeting and the vote

against of 2,126,575 shares, representing 0.02% of the said capital, as well as with the abstention of 199,246 shares representing 0.04% of the mentioned share capital.

**In relation to point four on the agenda: Authorisation to the Board of Directors, with substitution powers, for a maximum term of five years, to issue fixed income securities (including, in particular, debentures, bonds and promissory notes) and preferential shares and to guarantee the issue of the aforesaid securities carried out by other Group companies.**

*To authorise the Board of Directors, pursuant to the general scheme on issue of debentures and according to the provisions in article 319 of the Companies House Rules, to issue securities under the following conditions:*

1. *Securities subject to issue.- The securities referred to in this authorisation are fixed income securities of any type (including, in particular, debentures, bonds and promissory notes) and preferential shares.*
2. *Delegation term.- The issue of securities under this authorisation may be carried out once or several times within the maximum term of five (5) years, from the date on which this resolution is passed.*
3. *Maximum amount of delegation.-*
  - a) *The total maximum amount of issue or issues of fixed income securities (bonds or simple debentures and other similar fixed income securities), other than promissory notes, and preferential shares, agreed under this authorisation shall be one thousand (1,000) million Euros or an equivalent amount in another currency.*
  - b) *On the other hand, the outstanding balance of the promissory notes issued under this authorisation may never exceed one thousand (1,000) million Euros or an equivalent amount in another currency. This limit is independent of the limit set forth in the preceding paragraph a).*
4. *Scope of the authorisation.- This authorisation covers, as extensively as required in Law, the determination of aspects and conditions of each issue, including, but not limited to, the nominal value, type of issue, redemption price, currency of issue, interest rate, repayment, anti-dilution mechanisms, subordination clauses, issue guarantees, issue place, scheme for placement and underwriting, admission to trading, applicable legislation, etc.), and, in general, any other condition of the issue, as well as, if appropriate, appoint a commissioner and approve the fundamental rules that shall govern the legal relations between the company and the union of the holders of the securities issued, if necessary or if the creation of a union is decided.*

5. Admission to trading.- *The company shall request, if appropriate, the admission to trading in official or unofficial, organised or not, national or foreign, secondary markets of the securities issued by the company under this delegation, empowering the Board of Directors, as extensively as required in Law, to carry out the procedures and actions necessary for admission to trading before the competent authorities of national or foreign securities markets.*

*It is expressly stated that, should there be a subsequent petition of exclusion from trading, the latter shall be adopted with the same formalities as those of the request for admission, provided these apply, and, in such a case, the interest of the shareholders or debenture holders who oppose this or do not vote for the resolution, under the terms set forth in current legislation, shall be guaranteed. Furthermore, it is expressly declared that the company submits to the existing rules, or rules that may be in place in the future, that govern matters related to the Stock Exchange and, in particular, trading, continued trading and exclusion from trading.*

6. Guarantee of issue of securities by subsidiary companies.- *The Board of Directors is also authorised to guarantee, on behalf of the company, within the limits mentioned above, the new issues of securities which, during the term of this resolution, may be carried out by subsidiary companies.*
7. Substitution powers.- *The Board of Directors is expressly empowered for the latter, in turn, to delegate, under the provisions set forth in article 249 of the Spanish Corporations Act, the powers referred to in this resolution.*

This agreement was approved by a vote in favor of 531,546,432 shares, representing 99.80% of the share capital present or represented at the General Shareholders' Meeting and the vote against of 617,882 shares, representing 0.13% of the said capital, as well as with the abstention of 428,770 shares representing 0.10% of the mentioned share capital.

**In relation to point five on the agenda: Delegation of powers to formalise, construe, correct and execute the agreements adopted by the General Meeting of Shareholders.**

*To jointly and several authorise the Chairperson of the Board of Directors, the Chief Executive or the Secretary of the Board of Directors so that, without prejudice to any delegations included in the above agreements and the powers of attorney to make public if any, any of them can formalise and execute the above agreements, being able to grant for such purpose the public or private documents which are necessary or appropriate (including those for interpretation, clarification, correction of errors or defects and the publication of any announcements which are compulsory or merely appropriate) for their most exact compliance and for their registration, insofar as compulsory in the Trade Register or in any other Public Register.*

This agreement was approved by a vote in favor of 532,447,738 shares, representing 99,96 % of the share capital present or represented at the General Shareholders' Meeting and with the abstention of 199,246 shares representing 0.04% of the mentioned share capital. No votes against.

**In relation to point six on the agenda: Consultative vote on the annual report in the directors' remuneration:**

*To approve in consultative form the annual report on the directors' remuneration.*

This agreement was approved by a vote in favor of 449,716,348 shares, representing 84,43% of the share capital present or represented at the General Shareholders' Meeting and the vote against of 81,779,856 shares, representing 15.35% of the said capital, as well as with the abstention of 1,150,880 shares representing 0.22% of the mentioned share capital either present or represented at the General Shareholders' Meeting.

\* \* \*