



Nordeste Acquisition
8th March, 2012



PROSEGUR



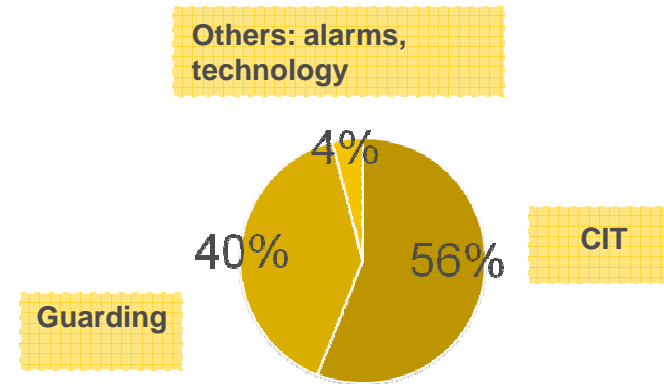
Nordeste profile

Company Overview

- **Founded in 1970**
- **Geographical scope:** 13 states
- **More than 15,000 clients:** banks, industry, retail and residential
- **Activity scope:** CIT, Guarding, Technology and Alarms.
- **Branches:** 52
- **Employees:** 20,850
- **Armored trucks:** 540
- **Composition:**
 - . Businesses / main brands: Nordeste and Transbank
 - . Perimeter of the operation includes 11 companies



Mix of business (aprox.)



Estimated sales 2011: R\$ 794m / € 345m*

The deal reinforces our business model of providing solutions tailored for each client , improving profitability through cross-selling .

* Exchange rate: €1 /R\$ 2.3



Acquisition reasons (1/2)

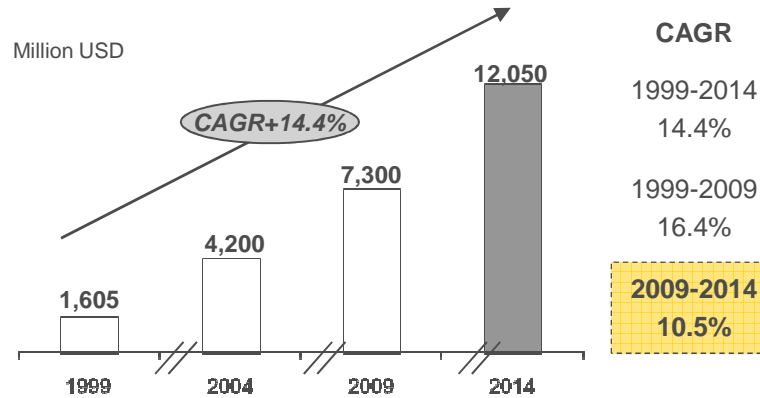
- 1. Market potential**
 - The acquisition would consolidate Prosegur's position in a key emerging market, with a huge growth potential.
 - In 2007, the Brazilian security market ranked eighth in the world. In 2019 Brazil could climb at the second position according to Freedonia.
- 2. Increasing leadership in Brazil**
 - The acquisition would reinforce Prosegur's overall leadership position in cash in transit (CIT), guarding and technology and it would complete our model by adding the residential security business line.
 - Prosegur would strength its position in the Nordeste region and would become leader in states where it was not present before.
- 3. Stimulus for organic growth in Brazil**
 - The macro variables and PSG Brazilian business evolution also suggests that this acquisition could act as an organic growth stimulus:
 - Surrounding regions are likely to present more favorable circumstances for CIT growth
 - Greater geographical scope could contribute to improve Prosegur's value proposal and to cultivate the loyalty of key clients.
 - Dimensional Events: 2014 World cup and 2016 Olympic games
- 4. Value creation through synergies**
 - The transactions offers the opportunity for value creation through synergies.
 - Prosegur's previous experience as an integrator in Brazil confirms our ability to address both the sales and the size of workforce increase.
 - It strengths our Corporate Responsibility goals.



Acquisition reasons (2/2)

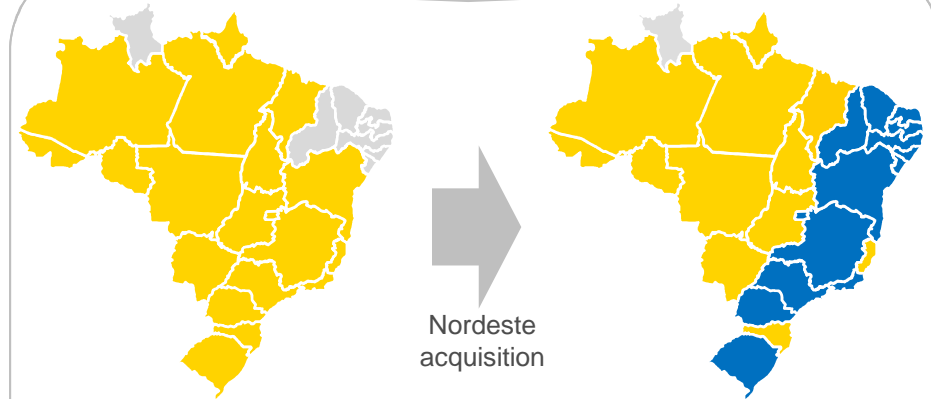
Brazil: key security market

Size of the Brazilian security market



Source: Freedonia

Geographical fit

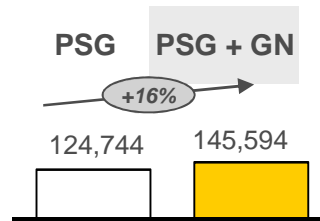


- Opportunity of achieving nearly total market scope (CIT and Guarding)
- Only region with no post-acquisition scope: Roraima

Workforce Evolution

Number of employees

Workforce (Proforma '11)



Impact on Prosegur scope

Million Euros

Sales (Proforma '11)

PSG PSG + GN

+12%
2,809 3,154

Debt (Proforma '11)

PSG PSG + GN

+54%
360 555

* Exchange rate: €1 / R\$ 2.3



Summary of the operations's economic terms

- **Acquisition price: € 309 m* + € 50 m* (earn out).**
- **Financed 100% in local currency: €131m* equity (36%), €195m *financial debt (55%) €33 m* vendors' loan (9%)**
- **€ 43 m* syndicated bridge loan that will be replaced by a long term structured instrument.**
- **Net debt/ EBITDA below 1.7 times. Solid financial position.**
- **Accretive in margins and returns since the took over.**

* Exchange rate: €1 /R\$ 2.3



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