

PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.

NOTICE OF RELEVANT FACT

Madrid, 25 March 2015.

Following the relevant fact dated 23 March 2015, it is hereby enclosed the publication of the notice of the General Shareholders' Meeting, which has been published in *El Economista* as well as on the corporate website of the Company (www.prosegur.com), to be held in Madrid, at AC Hotel Feria de Madrid, *Vía de los Poblados*, 3, on **28 April 2015 at 13:00 hours** on first call, and on the following day, 29 April 2015, at the same time and place, in second call.

As it was mentioned in the referred notice of relevant fact dated 23 March 2015, the General Shareholder Meeting is expected to be held on first call, i.e.: on 28 April 2015 at the aforementioned place and date.

The proposals of resolutions formulated by the Board of Directors, together with other documentation relative to the General Shareholders' Meeting shall be available to shareholders at the registered address (*calle Pajaritos*, 24, 28007 – Madrid) and on the corporate website of the Company (www.prosegur.com).

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Sagrario Fernandez Barbé

Secretary of the Board of Directors

PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.

Shareholders' General Meeting

By way of a resolution of the Board of Directors, the Shareholders' General Meeting of Prosegur Compañía de Seguridad, S.A. is called, to be held in Madrid, at the AC Hotel Feria de Madrid, Vía de los Poblados, 3, on **the 28th April 2015 at 13 p.m.** at first call and on the following day, at the same place and at the same time, at second call and will deal with the following:

AGENDA

1. 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 in reference to the year 2014.
2. Approval of the proposal to apply the profit and distribute dividends to be charged to the 2014 profits.
3. Approval of the management of the Board of Directors during 2014.
4. Re-election of Directors.
 - 4.1.- Re-election of Mr Eduardo Paraja Quirós (independent Director).
 - 4.2.- Re-election of Mr Fernando Vives Ruiz (independent Director).
5. Modifications to the Articles of Association in order to adapt them to the modified Corporations Act under Law 31/2014 and introduction of other technical improvements.
 - 5.1.- Modification of the following articles of Heading IV, Section 1 (*“Regarding the General Meeting”*) of the Articles of Association: Article 14 (*“Regarding the General Meeting. Types of Meeting”*), article 15 (*“Regarding the calling of the Shareholders' General Meeting”*), article 16 (*“Regarding the shareholder's right to be informed”*), article 17 (*“Regarding the right to attend the meeting”*), article 18 (*“Regarding quorums of constitution and of assistance”*), article 19 (*“Regarding adopting resolutions and their effectiveness”*) and article 20 (*“Regarding the Chairman and the Company Secretary”*).
 - 5.2.- Modification of the following articles of Heading IV, Section 2 (*“Regarding The management body”*) of the Articles of Association: article 21 (*“Regarding the Board of Directors”*), article 22 (*“Regarding the duration of the appointment and Directors' retributions”*), article 23 (*“Regarding the meeting of the Board of Directors”*), article 24 (*“Regarding the powers of the Board of Directors”*), article 25 (*“Regarding the Executive Committee”*), article 26 (*“Regarding the Appointments and Remuneration Committee”*) and article 27 (*“Regarding the Audit Committee”*).

6. Modification of the regulations of the Shareholders' General Meeting in order to adapt it to the modified Corporations Act under Law 31/2014 and introduction of other technical improvements.
7. Approval of the 2015-2017 Long-term Incentives Plan for the Managing Director and the Directors of the Prosegur Group.
8. Granting of powers to draw up, interpret, correct and carry out the resolutions adopted by the Shareholders' General Meeting.
9. Consultative vote on the annual report of Directors' Remunerations.

In addition, the Shareholders' General Meeting will be informed of the modifications to the Regulations of the Board of Directors, passed on 25th February 2015.

ADDENDUM TO THE CALLING OF THE MEETING AND RESOLUTION PROPOSALS

Shareholders who represent at least 3 per cent of the company share capital may (a) request that an addendum to the calling be published which would include one or more points in the agenda on the condition that they are accompanied with a justification or, if applicable, a justified resolution proposal and (b) present fully justified proposals for resolutions on matters already included or which should be included in the agenda. In order to exercise this right there must be verifiable notification (which will include the necessary documentary proof of status as shareholder) which must be received at the company business address (calle Pajaritos, 24, 28007 Madrid, for the attention of Shareholder Services) within five days of publishing the calling of the meeting.

RIGHT TO INFORMATION

In accordance with applicable law and specifically article 272, and other consistent articles of the Corporations Act, it is placed on record that, from the time of publication of this announcement calling the meeting, the shareholders have the right to examine and obtain from the company business address, or request that they be sent to them immediately and free of charge, the following documents:

- The individual and consolidated annual accounts and management reports of Prosegur Compañía de Seguridad, S.A., together with the corresponding audit reports and the proposal for applying the profits, all this being for the year 2014.
- The complete text of the resolution proposals regarding the points of the agenda drawn up by the Board of Directors and the reports the Board issued in relation to points 5 and 6 of the agenda and those relating to the proposals for re-election of Directors to be put to the vote at the meeting, including the professional profile of the Directors whose re-election is proposed.
- The corporate governance report which forms part of the management report.

- The annual report on Directors' remunerations.

All the above documents may equally be consulted on the Corporate Website at (www.prosegur.com).

In accordance with the Corporations Act, up until five days before the foreseen date for holding the General Meeting, shareholders may request from the company (sending a letter by post with proof of delivery or by doing so in person at the following address: calle Pajaritos, 24, 28007- Madrid – Servicio de Atención al Accionista, indicating the name of the shareholder and the address for the purposes of sending the response) any information or clarifications considered necessary or ask pertinent questions regarding the matters included in the agenda, the information accessible to the public, supplied by the company to the National Stock Market Commission since June 2014 when the last Shareholders' General Meeting was held, and regarding the auditor's report.

RIGHT OF ATTENDANCE AND REPRESENTATION

Shareholders who own at least one thousand shares may attend the Shareholders' General Meeting as long as they appear in the corresponding share registry book at least five days before the General Meeting is to be held, i.e. no later than 23rd April 2015.

Every shareholder with the right to attend the General Meeting may be represented by another person who is not a shareholder. Proxy must be granted in writing, the shareholder giving the proxy vote having to complete and sign the attendance, proxy and voting card provided by the IBERCLEAR member entity with which the shares are deposited.

Shareholders who do not own the minimum number of shares to attend may give their proxy vote to a shareholder with the right to attend or form a group with other shareholders in the same situation until the necessary votes are obtained and their representative must be notified to the Company Board of Directors at least five days before the date the meeting is to be held; if this is not the case, it will not be considered valid. The group must identify itself as such by way of a written document signed by all the grouped shareholders specifically for each General Meeting, designating the shareholder who will represent them.

REPRESENTATION AND VOTING USING DISTANCE COMMUNICATION METHODS

Shareholders may grant proxy or cast their vote prior to the General Meeting using the following distance communications methods:

- a) By post: sending the company their original attendance, proxy and distance voting card with the corresponding section duly filled in and signed, to the following address: calle Pajaritos, 24, 28007- Madrid – Servicio de Atención al Accionista, marking the envelope "Proxy and Remote Voting - 2015 General Meeting" ["Representación y voto a distancia - Junta General 2015"].
- b) By email, by sending the company a scanned copy of their attendance, proxy and distance voting card, with the corresponding section duly filled in and signed, by email.

The email should be signed using an electronic identity card (DNIE) or with a recognized electronic signature of the shareholder (based on a recognized and current electronic certificate issued by the Spanish Public Certification Body (CERES), which reports to the Spanish National Mint), and sent to the following email address: accionistas@prosegur.com, indicating in the 'Subject' Section "Proxy and Remote Voting - 2015 General Meeting" ["Representación y voto a distancia - Junta General 2015"].

The shareholders may obtain their attendance, proxy and voting card from the IBERCLEAR member where the shares are deposited.

In accordance with the Articles of Association, in order to be valid, both proxy powers given and votes cast using distance communications methods must be received by the company at least forty eight hours prior to the holding of the General Meeting, i.e. before 26th April 2015.

The validity of a proxy or a vote may depend on the status as shareholder being confirmed by verifying that the ownership and the number of shares given by each of the persons sending their proxy or their vote by distance communication methods coincides with the data provided by IBERCLEAR. In the event of a discrepancy between the number of shares notified by the shareholder and the information appearing in the IBERCLEAR file, for the effects of quorums and votes, the number of shares facilitated by IBERCLEAR will prevail.

Attendance at the General Meeting by a shareholder who has previously given his proxy or who has voted using distance communication methods will leave the proxy or the vote null and void.

ELECTRONIC FORUM FOR SHAREHOLDERS

In accordance with current legislation, an Electronic Forum for Shareholders has been set up on the company's website (www.prosegur.com), the use of which will comply with its legal purpose and the guarantees and working rules established by the company and any duly legitimated shareholders or groups of shareholders may have access to it.

DATA PROTECTION

Personal information sent by shareholders to the company while exercising their attendance, proxy and voting rights for the General Meeting, or which has been provided by the financial intermediaries where those shareholders have deposited their shares, will be used to manage the development, fulfilment and control of the existing shareholder relationship as regards calling and holding the General Meeting. This information will be included in a file for which Prosegur Compañía de Seguridad, S.A. is responsible. In the event that the attendance, proxy and voting card contains personal information referring to persons other than the holder, the shareholder must have the consent of owners of that information for it to be released to the company and must inform them of the details contained in this document calling the meeting as regards personal data processing. The owners of the information may exercise their rights to have access to, rectify, cancel and opposition in accordance with current laws, under the terms and complying with

requirements established therein, by sending a letter marked “Data Protection”, and including details of their request, to the following address: Prosegur Compañía de Seguridad, S.A., calle Pajaritos, 24, 28007-Madrid.

The General Meeting is anticipated to be held at first call, that is to say on 28th April 2015 at the place and on the date mentioned above.

FOR ANY FURTHER INFORMATION WHICH MAY BE REQUIRED, SHAREHOLDERS MAY ADDRESS THE SHAREHOLDER SERVICE AT CALLE PAJARITOS, 24, 28007- MADRID, EITHER IN PERSON OR BY TELEPHONE ON 91 558 4836, FROM 9:30 A.M. TO 1.30 P.M. FROM MONDAY TO FRIDAY OR BY EMAIL TO THE FOLLOWING ADDRESS: accionistas@prosegur.com.

Madrid, 23 March 2015. The Secretary of the Board of Directors, Mrs Sagrario Fernández Barbé.