



NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

**PROSEGUR CASH, S.A.**

**NOTICE OF RELEVANT EVENT**

Madrid, 15 March 2017

Further to the significant event published by Prosegur Compañía de Seguridad, S.A. (“**Prosegur**”) last 2 March 2017 (with register number 249114), Prosegur Cash, S.A. (“**Prosegur Cash**” or the “**Company**”) announces that the final price of the offering of its shares to qualified investors, both in Spain and in other jurisdictions, has been fixed at two (2) euros per share.

Prosegur, Prosegur Assets Management, S.L.U. (as selling shareholder) and the Company have entered on the date hereof into an underwriting agreement in respect of the referred offering, no variations having been registered in respect of the identity of the managers or the percentages underwritten by each one of them contemplated in the section "Plan of Distribution – The Underwriting Agreement" of the prospectus of the offering approved by the Spanish National Securities Market Regulator (Comisión Nacional del Mercado de Valores – CNMV) on 2 March 2017.

The calendar established for the allocation and payment by investors of the offering price is as outlined in the section “Plan of Distribution - Tentative calendar of the Offering” of the abovementioned prospectus.

It is expected that the shares of the Company will be admitted to trading on the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia on 17 March 2017, after verification by the CNMV that the requirements for admission have been met and admission is approved by the Stock Exchange Management Companies (*Sociedades Rectoras de las Bolsas de Valores*).

The offering may be increased up to a maximum of 37,500,000 of additional shares (equivalent to a 10% of the initial offered shares) in case Citigroup Global Markets Limited or any of its agents, as stabilization manager (the "Stabilization Manager"), acting on behalf of the managers exercise the over-allotment option granted by Prosegur Assets Management, S.L.U. (the "Over-allotment Option"). From the day of listing of the shares to the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, expected to occur on 17 March, 2017 and up to 15 April 2017, the Stabilization Manager acting on behalf of the managers, may carry out stabilizations transactions in compliance with the EU Regulation 596/2014 on market abuse. Stabilization actions shall be undertaken in the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges. The purpose of such

stabilization activities shall be supporting the market price of the shares of Prosegur Cash, S.A. Such stabilization actions may not necessarily occur and may cease at any time. In this regard the Stabilization Manager, in its own name and acting on behalf of the managers have entered into a stock lending agreement with the selling shareholder for the total number of shares of the Over-allotment Option to cover over-allotments if any. The stock lending agreement may be effected by means of the exercise of the Over-allotment Option granted by the selling shareholder.

Press release enclosed.

\* \* \*

#### **IMPORTANT INFORMATION**

This document is not an offer to sell or a solicitation of any offer to buy any securities issued by the Company in the United States, Canada, Australia, Japan or in any jurisdiction where such offer or sale would be unlawful. Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction in the United States and may not be offered or sold, directly or indirectly, in the United States absent registration or an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR FROM THE UNITED STATES, CANADA, AUSTRALIA, JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

## **PROSEGUR CASH SHARES WILL OPEN AT TWO EUROS IN STOCK MARKET DEBUT**

- **The company has received an oversubscription of more than three times the Offer.**
- **Over 100 leading institutional investors support the Prosegur Cash project.**
- **Prosegur Cash confronts this new phase as a Spanish listed company aspiring to lead the sector in the world.**

**Madrid, 15 March 2017.-** Prosegur and Prosegur Cash have informed the Spanish National Stock Exchange Commission (CNMV) today that the final price of the offering of the shares of Prosegur Cash has been fixed at two (2) euros per share.

Prosegur, through its wholly-owned subsidiary Prosegur Assets Management, has offered 375 million shares out of a total of 1.5 billion shares, representing 25% of the share capital of Prosegur Cash to qualified institutional investors only.

The listing of Prosegur Cash in the Spanish Stock Exchanges has received significant backing from the investment community. The company has received requests to purchase shares with an oversubscription of more than three times the Offer. The project has assembled a high quality book composed of more than 100 investors.

The offering may be increased up to a maximum of 37.5 million of additional shares, equivalent to a 10% of the initial offered shares, in case the Stabilization Manager, Citigroup Global Markets Limited, acting on behalf of the managers exercises the over-allotment option granted by Prosegur Assets Management. The purpose of such stabilization activities, which may take place from the date of listing, expected for 17 March, 2017 and up to 15 April 2017, shall be supporting the market price of the shares of Prosegur Cash. Such stabilization actions may not necessarily occur and may cease at any time.

It is expected that the shares of Prosegur Cash will be admitted to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges on 17 March 2017, after verification by the CNMV that the requirements for admission have been met and admission is approved by the Stock Exchange Management Companies (Sociedades Rectoras de las Bolsas de Valores).

### **Prosegur Cash, attractive value**

Prosegur Cash presents a solid and attractive investment project. With the listing of Prosegur Cash in the Spanish Stock Exchanges, Prosegur will create a listed pure player in the cash logistics and

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR FROM THE UNITED STATES, CANADA, AUSTRALIA, JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

cash management industry, with the clear purpose of leading the international consolidation process that is expected to take place in an industry with more than 500 players. The global market structure, with over 40% owned by small and midsize local groups, presents ideal characteristics for Prosegur Cash to grow through acquisitions, without compromising on its historical financial discipline.

Banco Bilbao Vizcaya Argentaria, S.A, Banco Santander, S.A., Citigroup Global Markets Limited and Goldman Sachs International acted as *Joint Global Coordinators* and *Joint Bookrunners* of the Offering. Deutsche Bank AG, HSBC Bank plc and JB Capital Markets, S.V. acted as *Joint Bookrunners*, Bankinter S.A., Caixabank, S.A. and Itau BBA USA Securities, Inc. acted as *Co-lead Managers* and Lazard Asesores Financieros, S.A. will act as *Financial Advisor*. Additionally ANZ Bank New Zealand Ltd participated in the marketing and commercial activities of the operation. Davis Polk & Wardwell LLP and J&A Garrigues, S.L.P., have been legal advisors to Prosegur, and White & Case LLP has been legal advisor to the banks. KPMG Auditores, S.L. has carried out the audit work and Estudio de Comunicación has collaborated on issues related to communication.

### **About Prosegur Cash**

Prosegur Cash is a company dedicated to the cash logistics and cash management covering the full cycle of cash. Each year it processes close to 550,000 USD million in over 550 facilities. It employs more than 55,000 people in 15 countries and is the leader in 9 of them. Prosegur Cash has a fleet of more than 9,000 vehicles, between armoured trucks and soft-skin vehicles.

### **Contact:**

Pablo de Santiago

Tel: + 34.915.898.431

E-mail: [comunicacion.corporativa@prosegur.com](mailto:comunicacion.corporativa@prosegur.com)

The information contained in this announcement is merely for information purposes and is not intended to be full or complete and, accordingly, neither the information contained in this announcement, nor its accuracy, reasonableness or completeness should serve as a basis for any action in any connection.

The issue, exercise or sale of the shares or other securities referred to in this document are subject to specific restrictions and regulations in certain jurisdictions. Prosegur and its subsidiaries do not assume any liability in the event of a violation by any person of the applicable laws or regulations.

Neither Prosegur nor its subsidiaries have authorized any public offering of the shares or other securities referred to in this document in any member state of the EEA. In the EEA member states that have transposed Directive 2003/71/EC ("Relevant Member States") and its subsequent amendments (jointly with the implementing measures that apply in a member state, the Prospectus Directive), no action has been taken, nor will be taken, to make an offering of securities to the public that requires the publication of a prospectus in any of the Relevant Member States. Consequently, the securities may only be offered to qualified investors (within the meaning of the Prospectus Directive) or in any other circumstance that does not require the publication of a prospectus in accordance with article 3 of the Prospectus Directive. For the purposes of this

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR FROM THE UNITED STATES, CANADA, AUSTRALIA, JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

paragraph, the expression “offering of securities to the public” refers to the communication in any manner and by any means of sufficient information on the terms of the offering and the securities offered to enable an investor to make the decision to exercise, buy or subscribe the securities.

In the United Kingdom, this document and all of the other materials relating to the securities described herein is only addressed to and directed at, and any investment or investment activity referred to in this announcement is only available to and may only be made or pursued by, “qualified investors” (within the meaning of article 86(7) of the Financial Services and Markets Act 2000) or by persons (i) having professional experience in matters relating to investments and who meet the definition of “investment professionals” set out in article 19(5) of the Order 2005, implementing the Financial Services and Markets Act (Financial Promotion) 2000 (the “Order”); or (ii) high net worth entities within the meaning of article 49(2)(a) to (d) of the Order (all such persons, jointly, the “Relevant Persons”). This announcement must not be acted on or relied on by persons who are not Relevant Persons.