

PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.

ANNOUNCEMENT OF RELEVANT FACT

Madrid, 15 February 2017

Prosegur Compañía de Seguridad, S.A. (“**Prosegur**”) announces its intention to make, through its wholly-owned subsidiary Prosegur Assets Management, S.L.U., a fully secondary offering (the “**Offering**”) of shares of its subsidiary Prosegur Cash, S.A. (“**Prosegur Cash**”), the company that heads its cash services business, to qualified investors.

In addition, Prosegur Cash intends to apply for the admission to listing of its shares on the Madrid, Barcelona, Valencia and Bilbao stock exchanges, for trading via the Spanish electronic trading system (Continuous Market).

Prosegur Cash’s free float will be at least 25%, the statutory minimum required for admission to listing and Prosegur intends to retain a majority shareholding in Prosegur Cash after the Offering.

The Offering is expected to take place during the first semester of 2017, following the approval by the Spanish National Securities Market Commission (CNMV) of the relevant prospectus.

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PROSEGUR ANNOUNCES ITS INTENTION TO MAKE AN OFFERING OF SHARES OF ITS AFFILIATE PROSEGUR CASH

- The offering of shares will be aimed at qualified investors and is expected to take place during the first semester of 2017 (subject to regulatory approvals). Prosegur intends to retain a majority shareholding in Prosegur Cash.
- Prosegur Cash is the sector's second largest company in the world by revenues, with a market share of 14% (in 2016).
- Prosegur, through its new structure, aims to accelerate its growth, improve its profitability, simplify its organisation, increase business specialisation and boost efficiency.

Madrid, 15 February 2017.- Prosegur has informed the Spanish National Stock Exchange Commission (CNMV) today of its intention to make a fully secondary offering of shares of its affiliate Prosegur Cash, the company that heads its cash services business, directed to qualified investors. The free float of Prosegur Cash will be at least 25%, the legal minimum required for listing on the Spanish Stock Exchanges. Prosegur intends to retain a majority shareholding in Prosegur Cash after the offering. The listing is expected to take place during the first semester of 2017, following approval by the CNMV of the corresponding prospectus. In the context of the offering, Prosegur Cash intends to request the approval for listing of its shares on the Madrid, Barcelona, Valencia, and Bilbao Stock Exchanges.

The offering of shares of Prosegur Cash is a further step in the progress of the company's corporate strategy. The company has transformed its management model from a country-based one to a business-type model. This new structure, known as “One Group, Three Businesses”, is expected to allow the company to accelerate its growth, improve its profitability, simplify its organisation, increase specialisation and boost efficiency. Through this strategy, Prosegur intends to establish the necessary foundations for its future success and to spotlight the individual value of each division.

With the listing of Prosegur Cash on the Spanish Stock Exchanges, Prosegur will create a listed *pure player* in the 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 nearly 50% owned by small and midsize local groups, presents ideal characteristics for Prosegur Cash to grow through acquisitions, without compromising on its historical financial discipline. In line with this, since 2011 Prosegur Cash has carried out 18 acquisitions, with combined revenues of c.800 million Euros.

Likewise, the offering will promote the growth of the rest of Prosegur's business lines, through the redeployment of part of the funds received in the offering. It will mainly focus on customer growth in the alarms division and investment in new technologies in the rest of the businesses. Following the offering, Prosegur also expects to carry out a partial return of capital to shareholders.

Banco Bilbao Vizcaya Argentaria, S.A, Banco Santander, S.A., Citigroup Global Markets Limited and Goldman Sachs International will act as Joint Global Coordinators and Joint Bookrunners of the Offering. Deutsche Bank AG, HSBC Bank plc and JB Capital Markets, S.V. will act as Joint Bookrunners, ANZ Bank New Zealand Ltd, Bankinter S.A. and Caixabank, S.A. will act as Co-lead Managers and Lazard Asesores Financieros, S.A. will act as Financial Advisor.

Prosegur Cash, leader in its sector

Prosegur Cash covers the entire cash cycle and processes more than 500 billion US Dollars each year. The company owns a fleet of more than 9,000 units including soft-skin and armoured vehicles, with the most advanced security features, in order to guarantee their tracking and pinpointing their location in real time. Prosegur Cash has more than 55,000 employees, operating from more than 550 branches and other operating facilities in fifteen countries, being the market leader in terms of revenues in nine of them, while managing over 100,000 ATMs.

Prosegur Cash is the sector's second largest company in the world by revenues in 2016, with a market share of 14%. In 2016, Prosegur Cash reported an organic growth of 14.9%. Its sales increased in local currency in all geographical areas, reaching 1,724 million Euros. The company enjoys a solid position of leadership in markets with high-growth potential.

During the 2016 fiscal year, Prosegur Cash continued to extend its growth strategy with its entry into South Africa, and the expansion of its operations in Spain, India and Australia. As announced last September, the company maintains its drive for leadership in the sector, and its strong commitment to being a leader in the consolidation of the cash services industry.

About Prosegur

Prosegur is a world renowned company in the private security sector. Through its three business lines, Prosegur Cash, Prosegur Security and Prosegur Alarms, Prosegur provides companies and households with reliable security services using the most advanced market solutions. With a presence on five continents, Prosegur had a turnover of 3,902 million Euros in 2016, is listed on the Madrid Stock Exchange under the PSG symbol and currently has a staff of over 168,000 employees.

The company directs its social action through the Prosegur Foundation. With more than 36,770 beneficiaries in 2016, the Foundation acts in four main areas: education, employment, integration of persons with mental disabilities, corporate volunteering and cultural development.

For more information, visit www.prosegur.com

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