

PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.

COMMUNICATION OF RELEVANT EVENT

Madrid, 26 May 2014.

The Board of Directors of PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A. has agreed to call a General Meeting of Shareholders to be held at the registered address (Madrid, calle Pajaritos no. 24) on 30 June 2014 at 4.00 pm, on the first call.

Attached is the complete call announcement as well as the agreement proposals which the Board of Directors makes to the General Meeting of Shareholders.

The call announcement and said agreement proposals, together with the rest of the documentation relating to the General Meeting of Shareholders, shall be available to the shareholders at the registered address and on the corporate webpage of the Company (www.prosegur.com), under the terms set out in the call announcement.

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Sagrario Fernandez Barbé
Secretary to the Board of Directors

PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.

General Meeting of Shareholders

The Board of Directors agrees to call the General Meeting of Shareholders of Prosegur Compañía de Seguridad, S.A. to be held in Madrid, at the registered address situated in calle Pajaritos number 24, on 30 June 2014 at 4.00 pm, on the first call, according to the following:

AGENDA

1. 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.
2. Remuneration to the shareholder: distribution of dividends on accounts of results from the 2013 financial year and freely available reserves.
3. Re-election of directors.
 - 3.1. Re-election of Mr. Pedro Guerrero Guerrero (independent director) for the statutory period of 3 years
 - 3.2. Re-election of Mr. Eugenio Ruiz-Gálvez Priego (independent director) for the statutory period of 3 years
4. 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.
5. Delegation of powers to formalise, construe, correct and execute the agreements adopted by the General Meeting of Shareholders.
6. Consultative vote on the annual report on the directors' remuneration.

COMPLEMENT TO THE CALL AND AGREEMENTS PROPOSAL

The shareholders which represent at least five percent of the share capital can (a) request the publication of a complement to this call, including one or more points on the agenda, provided that they are accompanied by justification or, if applicable, a justified agreement proposal, and (b) present grounded proposals for agreements on issues which are already included or which must be included on the agenda. This right must be performed by sending reliable notification (which shall include the corresponding documentation proving the condition of shareholder) which must be received at the registered address (calle Pajaritos 24, Madrid, to the Shareholder Service – *Servicio de Atención al Accionista*), within the five days after the publication of this call announcement.

RIGHT TO INFORMATION

In accordance with the provisions in the applicable regulations and, in particular, in article 272 and concordant of the Capital Companies Act, it is stated that, from the publication of this call announcement, the shareholders are entitled to examine and obtain at the Company's registered address, or to request them to 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 to apply the result, all referring to the 2013 financial year.
- The integral text of the agreement proposal on the points of the agenda formulated by the Board of Directors.
- The Board of Directors' report on the fixed income debt securities.
- The annual corporate governance reports which forms part of the management report.
- The annual report on the remuneration of the directors.

All of the documents cited above can also be consulted on the Company's corporate webpage (www.prosegur.com).

In accordance with the provisions in the Capital Companies Act, up to the seventh day before that established for the General Meeting to be held, the shareholders can request from the Company (sending a recorded delivery letter with acknowledgement of receipt or personally to the following address: calle Pajaritos, 3rd floor, 28007, Madrid - Shareholder Service – *Servicio de Atención al Accionista*, indicating the identity of the shareholder making the request and the address for the reply to be sent to), the information or clarifications which are considered necessary, or to make the questions deemed appropriate about the issues on the agenda, about the publicly available information which has been provided by the Company to the National Stock Market Commission from 29 April 2013, the date on which the last General Meeting of Shareholders was held, and about the audit report.

RIGHT OF ATTENDANCE AND REPRESENTATION

The shareholders who own at least zero point one percent of the share capital can attend the General Meeting provided that their shares are entered in the corresponding register of notes on account at least five days' in advance of the day on which the General Meeting is to be held, i.e. no later than 25 June 2014.

Every shareholder who is entitled to attend the General Meeting of Shareholders can be represented at it by another person even though they are not a shareholder. The representation must be granted in writing by the shareholders who grant their representation completing and signing the attendance, delegation and vote card which shall be provided by the entity participating in IBERCLEAR in which it has deposited its shares.

The shareholders who do not own the minimum number of shares required in order to be able to attend can delegate their representation in writing to a shareholder entitled to attend or to group together with other shareholders in the same situation until they have the necessary shares, granting their representing in writing to any of them. The intention to exercise this right to group shares and the identification of their representative must be reported to the Company's Board of Directors at least five days before the date on which the Meeting is held; otherwise, it shall not be considered valid. The grouping must be proven in writing and signed by all of the grouped shareholders especially for each General Meeting, designating the shareholder who represents them.

REPRESENTATION AND VOTE VIA REMOTE COMMUNICATION METHODS

The shareholders can grant their representation or issue their vote in advance of the General Meeting of Shareholders using the following remote communication methods:

- a) By post: sending the Company their original remote attendance, delegation and vote card duly completing the corresponding section and signed, to the following address: calle Pajaritos 24, 3rd floor, 28007, Madrid - Shareholder Service – *Servicio de Atención al Accionista*, indicating on envelope “2014 Ordinary General Meeting postal vote - *Votacion postal Junta General Ordinaria 2014*”.
- b) By electronic correspondence: sending the Company an email signed with the shareholder's recognised electronic signature (based on a recognised and valid electronic certificate, issued by the Spanish Public Certification Body (CERES), dependant on the Spanish National Mint), a scanned copy in pdf format of their original remote attendance, delegation and vote card duly completing the corresponding section and signed, to the following address: accionista@prosegur.com, indicating in the subject of the communication ““2014 Ordinary General Meeting electronic vote - *Votacion electronica Junta General Ordinaria 2014*”.

The shareholders can obtain their remote attendance, delegation and vote cards through the entities participating in IBERCLEAR in which they have deposited their shares.

According to the provisions in the company articles of association, in order for both the delegations bestowed and the votes issued by remote communication methods to be valid they must be received by the Company at least forty-eight working hours before the date established for the General Meeting of Shareholders to be held on the first call, i.e. no later than 26 June 2014.

The validity of the delegation or the vote can be conditional on the condition of shareholder being confirmed, checking that the ownership and the number of shares provided by the each of the persons issuing their representation or vote by remote communication methods coincide with the data provided by IBERCLEAR. In the event of a disagreement between the number of shares reported by the shareholder and that recorded in the IBERCLEAR file, the number of shares provided by IBERCLEAR shall prevail for quorum and voting purposes.

The attendance at the Meeting of a shareholder who has previously delegated their representation or vote by remote communication methods shall leave the delegation or vote without effect.

ELECTRONIC SHAREHOLDERS' FORUM

According to the current regulations, an Electronic Shareholder' Forum is prepared on the Company's webpage (www.prosegur.com) which shall be used according to the legal purpose and the guarantees and rules of operation established by the Company, which can be accessed by the duly authorised shareholders and groups.

DATA PROTECTION

The personal data which the shareholders send to the Company in order to exercise their rights to attend, delegate and vote at the General Meeting or which are provided by the financial brokers in which said shareholders have deposited their shares, shall be processed in order to manage the development, compliance and control of the existing shareholders list in relation to the call and holding of the General Meeting. This data shall be incorporated into a file under the responsibility of Prosegur Compañía de Seguridad, S.A.. In the event that the attendance or delegation card includes personal data referring to individuals other than the titleholder, the shareholder must have the consent of the titleholders in order to cede the personal data to the Company and inform them about the points indicated in this call in relation to the processing of personal data. The titleholders of the data shall be entitled to exercise their rights of access, rectification, cancellation and opposition, in accordance with the provisions of the current regulations and under the terms and complying with the requirements established therein, by writing to the following address including the reference "Data Protection" and specifying the request: Prosegur Compañía de Seguridad, S.A., calle Pajaritos 24, Madrid.

The General Meeting is expected to be held on the first call, i.e. on 30 June 2014 in the place and on the date indicated above.

FOR ANY ADDITIONAL INFORMATION WHICH THEY REQUIRE, THE SHAREHOLDERS CAN WRITE TO THE SHAREHOLDERS SERVICE – *SERVICIO DE ATENCIÓN AL ACCIONISTA*, AT CALLE PAJARITOS, 24 3RD FLOOR, 28007, MADRID, EITHER PERSONALLY OR BY TELEPHONE ON 91 558 4836 FROM 9.30 AM TO 1.30 PM FROM MONDAY TO FRIDAY, OR BY EMAIL TO: accionistas@prosegur.com.

Madrid, 20 May 2014. The Secretary of the Board of Directors, Ms Sagrario Fernandez Barbé.

AGREEMENTS PROPOSAL WHICH THE BOARD OF DIRECTORS OF PROSEGUR COMPAÑIA DE SEGURIDAD, S.A. MAKES TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS.

In relation to point one on the agenda: Examination and approval of the annual accounts and the management report, of both Prosegur Compañia 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 Compañia 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 Compañia de Seguridad, S.A. during the 2013 financial year.
3. Approve the proposal for the application of results of Prosegur Compañia 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:	<u>65,947 thousand euros</u>
TOTAL:	66,000 thousand euros

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.

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

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

In relation to point four on the agenda:

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.

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.

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

To approve, in consultative manner, the annual report on the remuneration of the directors.