

PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.

NOTICE OF RELEVANT FACT

Madrid, 23 March 2015

The Board of Directors of PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A. has resolved to convene the General Shareholder Meeting 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, on second call, with the following agenda:

- 1° Approval of financial statements and management report, both of Prosegur Compañía de Seguridad, S.A. and its consolidated group of companies, all relating to 2014.
- 2° Approval of the proposal for application of earnings and distribution of dividends to be deducted from income for the period 2014.
- 3° Approval of the management activities 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 Ruíz (independent director).
- 5° Modifications of Articles of Association for adaptation to the modifications of the Capital Companies Act by Act 31/2014 and introduce other technical improvements.
 - 5.1.- Modification of the following articles under Title IV, Section 1 (“*General Shareholder Meeting*”) of the Articles of Association: article 14 (“*General Shareholder Meeting. Types of Meetings*”), article 15 (“*Notice of General Shareholder Meetings*”), article 16 (“*Right to information of shareholders*”), article 17 (“*Right of attendance of Meetings*”), article 18 (“*Quorums of incorporation and attendance*”), article 19 (“*Adoption of resolutions and their efficacy*”), article 20 (“*Chairman and Secretary of the Meeting*”), and article 33 (“*Deposit of Annual Financial Statements in the Company Register*”).
 - 5.2.- Modification of the following articles under Title IV, Section 2 (“*Governance body*”) of the Articles of Association: article 21 (“*Board of Directors*”), article 22 (“*Duration of functions and remuneration of Directors*”), article 23 (“*Meetings of the Board*”), article 24 (“*Power of the*

Board of Directors”), article 25 (*Executive Committee*”), article 26 (*Appointments and Remunerations Commission*”), and article 27 (*Audit Commission*”).

- 6° Modification to the Regulations of the General Shareholder Meeting for adaptation to the Capital Companies Act by Act 31/2014 and introduce other technical improvements.
- 7° Approval of the Plan 2015-2017 Long Term Incentive for the Chief Executive Officer and other executives of the Prosegur Group.
- 8° Delegation of powers to enter into, interpret, remedy and execute agreements reached by the General Shareholder Meeting.
- 9° Consultation vote on the annual report on director remuneration.

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 complete notice shall be published in the following days in the legal and statutorily established form.

As of the publication of the notice of meeting, it and the proposals formulated by the Board of Directors, together with other documentation relative to the General Shareholder 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 Fernández Barbé
Secretary of the Board of Directors