



PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.

OTHER REGULATED AND CORPORATE INFORMATION

Madrid, July 29, 2020

The Board of Directors of Prosegur Compañía de Seguridad, S.A. (the “**Company**”) has decided to call the Shareholders’ Meeting to be held in Madrid, at the Company's offices at calle Santa Sabina, 8, on **October 29, 2020 at 1:00 p.m.** on first call and on the following day, October 30, 2020, at the same time and in the same venue, on second call, with the following agenda:

- 1º Approval of the Company’s individual financial statements and management report and the consolidated financial statements and management report of the Company and its subsidiaries for 2019.
- 2º Approval of the distribution of 2019 income.
- 3º Approval of the statement of non-financial information for 2019.
- 4º Approval of the management of the Board of Directors during 2019.
- 5º Re-election of Eugenio Ruiz-Gálvez Priego as other nonexecutive director.
- 6º Re-election of Ángel Durández Adeva as independent director.
- 7º Consultative vote on the annual report on directors’ remuneration for 2019.
- 8º Approval of the Directors’ Remuneration Policy.
- 9º Capital reduction by way of the redemption of treasury stock.
- 10º Authorization for the acquisition of own shares, directly or through Companies belonging to the Group.
- 11º Authorization to the Board of Directors –with powers of substitution and for a maximum period of five years– to increase the share capital in accordance with article 297.1.b) of the Spanish Corporations Act by up to half of the total share capital on the date of the authorization. The Board shall have powers to exclude the right to preferential acquisition, power which shall in any case be limited to 20% of the total share capital on the date of the authorization.

- 12° Authorization to the Board of Directors with substitution powers, during the maximum term of five years, for issuing securities convertible into new shares in the Company and/or exchangeable for existing shares in the Company, and warrants (options to subscribe new shares in the Company and/or to acquire existing shares in the Company). Establishment of the criteria to determine the bases and modalities of the conversion and/or exchange and delegation to the Board of Directors of the powers to increase share capital by the necessary amount, as well as to exclude the right of preferential acquisition, although the latter powers shall be limited to 20% of the total share capital on the date of the authorization.
- 13° Delegation of powers to formalize, interpret, correct and execute the resolutions adopted by the Shareholders' Meeting.

The call notice to the Shareholders' Meeting and the remaining documentation required by the law will be published at a later date, according to the provisions and within the terms set forth in the law.

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APPENDIX

CALL TO 2020 ANNUAL SHAREHOLDERS' MEETING

PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A. *Shareholders' Meeting*

The Board of Administration convenes the Prosegur Compañía de Seguridad, S.A. Shareholder's Meeting (the "**Company**") to be held in Madrid at the Company's offices at calle Santa Sabina 8, on [●] [●], 2020 at 1:00 p.m. on first call, and on the following day, [●] [●], 2020, at the same time and place on second call, to address the following:

AGENDA

1. Approval of the Company's individual financial statements and management report and the consolidated financial statements and management report of the Company and its subsidiaries for 2019.
2. Approval of the distribution of 2019 income.
3. Approval of the statement of non-financial information for 2019.
4. Approval of the management of the Board of Directors during 2019.
5. Re-election of Eugenio Ruiz-Gálvez Priego as other nonexecutive director.
6. Re-election of Ángel Durández Adeva as independent director.
7. Consultative vote on the annual report on directors' remuneration for 2019.
8. Approval of the Directors' Remuneration Policy.
9. Capital reduction by way of the redemption of [●] shares of treasury stock ([●]% of the capital stock).
10. Authorization for the acquisition of own shares, directly or through Companies belonging to the Group.
11. Authorization to the Board of Directors –with powers of substitution and for a maximum period of five years– to increase the share capital in accordance with article 297.1.b) of the Spanish Corporations Act by up to half of the total share capital on the date of the authorization. The Board shall have powers to exclude the right to preferential acquisition, power which shall in any case be limited to 20% of the total share capital on the date of the authorization.

12. Authorization to the Board of Directors with substitution powers, during the maximum term of five years, for issuing securities convertible into new shares in the Company and/or exchangeable for existing shares in the Company, and warrants (options to subscribe new shares in the Company and/or to acquire existing shares in the Company). Establishment of the criteria to determine the bases and modalities of the conversion and/or exchange and delegation to the Board of Directors of the powers to increase share capital by the necessary amount, as well as to exclude the right of preferential acquisition, although the latter powers shall be limited to 20% of the total share capital on the date of the authorization.
13. Delegation of powers to formalize, interpret, correct and execute the resolutions adopted by the Shareholders' Meeting.

SUPPLEMENT TO THE CALL NOTICE AND PROPOSED RESOLUTIONS

Shareholders who represent at least three per cent of the capital stock may (a) request the publication of a supplement to this call notice, including one or more items on the agenda, provided that the item or items are accompanied by justification or, as appropriate, a justified proposal for resolution, and (b) submit reasoned proposals for resolutions on items already included or to be included on the agenda. This right must be exercised by serving duly authenticated notice (including the relevant documentation evidencing shareholder status) sent to the Company's registered address (Calle Pajaritos 24, 28007 Madrid, marked for the attention of the Shareholder Support Service) within five days following publication of this call notice.

RIGHT TO INFORMATION

Under the applicable legislation and, in particular, article 272 and related provisions of the Companies Law (*Ley de Sociedades de Capital*), upon publication of this call notice, shareholders are entitled to examine and obtain the following documents at the registered office of the Company or request that a copy thereof be sent to them free of charge:

- the financial statements and management reports (individual and consolidated versions) of the Company and its consolidated group, as well as the statement of non-financial information, the corresponding audit reports and proposed distribution of income for financial year 2019;
- the complete wording of the proposals regarding the agenda made by the Board of Directors and the report issued by the Board on items 5 and 6 on the agenda (which contain the professional and biographical profile of the directors whose re-election is proposed), as well as the reports issued by the Board on items 9, 11 and 12 on the agenda;
- the annual report on directors' remuneration for 2019;

- the proposed director's remuneration policy, together with the corresponding report by the Nomination and Remuneration Committee.

The documents mentioned above are also available on the corporate website (www.prosegur.com).

Pursuant to Companies Law (*Ley de Sociedades de Capital*), up until the fifth day before the date scheduled for the Shareholders' Meeting, shareholders may request of the Company (via registered mail with acknowledgement of receipt or in person at the following address: Shareholder Support Service, calle Pajaritos, 24, 28007-Madrid, specifying the identity of the shareholder making the request and the address to which the answer should be sent) any information or clarification that they see fit, or make any questions that they see fit, regarding the items on the agenda, related to the public information provided by the Company to the Spanish National Securities Market Commission from June 4, 2019, when the last Shareholders' Meeting was held, and the auditor's reports.

The Shareholders' Meeting will be informed of any amendments made to the Regulation of the Board of Directors since June 4, 2019, when the last Shareholders' Meeting was held.

RIGHT OF ATTENDANCE, REPRESENTATION AND ATTENDANCE BY REMOTE MEANS

Shareholders holding at least one thousand shares may attend the Shareholders' Meeting so long as they appear on the corresponding register of book entries at least five days before the scheduled date for the Shareholders' Meeting, i.e., no later than [●] [●], 2020.

All shareholders having the right to attend the Shareholders' Meeting may be represented by another person, even when not a shareholder. Proxies must be granted in writing, and the shareholder granting the proxy must complete and sign the attendance, proxy and remote voting card provided by the IBERCLEAR member entity with which their shares are deposited.

Shareholders not holding the minimum number of shares to attend may grant a proxy in writing to a shareholder who does have the right to attend or form a group with other shareholders in the same situation until obtaining the necessary shares, in which case representation will be conferred in writing on one shareholder in the group. When opting to exercise this right to group shares together and designate a representative, the Company's Board of Directors must be notified thereof at least five days prior to the scheduled date of the Shareholders' Meeting, otherwise the representation will be considered to be invalid. The grouping must be confirmed in a document signed by all the grouped shareholders and drawn up specifically for each Shareholders' Meeting, designating the shareholder representing the group.

The Board of Directors, in light of the situation triggered by COVID-19 and in order to safeguard human health, has decided to make it possible to attend the Shareholders' Meeting by remote means, for which purpose it has agreed on the following implementing rules:

(i) Provision:

To make it possible for shareholders to attend the meeting by remote means, the Company will provide the corresponding application (the “**Application**”) on the corporate website (www.prosegur.com) in the “General Shareholders' Meeting” section. This application will be in operation from 9 a.m. on the morning of [●] [●], 2020 and, as the case may be, from 9 a.m. on the morning of [●] [●], 2020.

(ii) Registration:

Shareholders or their proxies must register on the Application at least one hour in advance of the scheduled start time of the Shareholders' Meeting. Accordingly, no shareholder may register after 12 noon on [●] [●], 2020 or, as the case may be, on [●] [●], 2020.

Proxies or, as the case may be, shareholders attending on behalf of other shareholders, must indicate as such when registering in the section provided for such purpose in the Application and attach a scanned copy in pdf format of the attendance, proxy and remote voting card with the corresponding section duly completed and signed, unless the card has been sent to the Company on the terms indicated below.

Shareholders or their proxies must identify themselves using their qualified electronic signature, national identity document or any other ID document or system indicated in the Application.

(iii) Votes:

In accordance with article 21.5 a) of the Shareholders' Meeting Regulations, shareholders not wishing to cast a vote in favor of the proposed resolutions regarding the items included on the agenda of the call notice must indicate so in the section provided for this purpose in the Application since the constitution of the Shareholders' Meeting. The voting round via the computer application for shareholders attending by remote means will be open until 14:00 hours on the day of the meeting or at a later time indicated by the Chairman of the General Meeting.

(iv) Information requests and interventions:

In accordance with article 17.bis.3.(iii) of the Shareholders' Meeting Regulations, shareholders attending by remote means wishing to speak at the meeting and, if appropriate, ask questions, propose resolutions or request clarifications shall send them using the section provided for this purpose in the Application before the constitution of the meeting or at a later time indicated by the Chairman of the General Meeting.

Answers to shareholders attending by remote means and exercising their right of information shall be provided in writing within seven days following the end of the meeting.

The above notwithstanding, notice is given that physical attendance by shareholders (or their proxies) may be prevented or restricted by any measures of the competent authorities that may be in force on the date of the Shareholders' Meeting, in which case and in order to protect human health as a result of the COVID-19 pandemic, the meeting may be held solely by remote means or with a limited capacity, in accordance with the provisions in force at that time. Accordingly, shareholders are encouraged to participate remotely, either by attending using remote means or by exercising their right of representation and casting their vote by remote means. The Company shall notify shareholders using the appropriate channels and, in all cases, by means of the corresponding announcement on its website, if the meeting is to be held solely by remote means or with restrictions on capacity.

PROXIES AND VOTING BY REMOTE MEANS

Shareholders may grant a proxy or cast their vote prior to the Shareholders' Meeting using the following remote means:

- a) By post: sending their original attendance, proxy and remote voting card duly filled in and signed to the following address: Shareholder Support Service, calle Pajaritos 24, 28007-Madrid –, indicating Proxy and Remote Voting – 2020 Shareholders' Meeting" (*“Representación y voto a distancia - Junta General 2020”*) on the envelope.
- b) Via email: via an e-mail signed with the electronic national ID card (*DNi*e) or the recognized electronic signature of the shareholder (based on a recognized and currently valid electronic certificate issued by the Spanish Certification Agency (CERES), an entity of the Spanish National Mint), sending the company a scanned copy in pdf format of their attendance, proxy and remote voting card with the corresponding section duly filled in and signed, to: accionistas@prosegur.com, indicating “Proxy and Remote Voting - 2020 Shareholders' Meeting” (*“Representación y voto a distancia - Junta General 2020”*) in the e-mail subject.

- c) By the Application, identifying themselves by means of their qualified electronic signature, national identity document or any other ID document or system indicated in the Application and including a scanned copy in pdf format of their attendance, proxy and remote voting card duly completed in the corresponding section and signed.

Shareholders may obtain their attendance, proxy and remote voting cards from the IBERCLEAR member entity with which their shares are deposited.

In accordance with the Company's bylaws, in order to be valid, proxies and votes cast using remote means must be received by the Company at least forty-eight hours prior to the date scheduled for the Shareholders Meeting on first call, i.e., prior to [●] [●], 2020.

The validity of a proxy or vote may depend on confirmation of shareholder status, verifying that the ownership and number of shares indicated by each person granting a proxy or voting by remote means match the data provided by IBERCLEAR. In case of discrepancy between the number of shares notified by the shareholder and the information in the IBERCLEAR file, the number of shares reported by IBERCLEAR will prevail for the quorum and voting purposes.

Attendance at the Shareholders' Meeting by a shareholder who has previously granted a proxy or voted using remote means will render the proxy or vote null and void.

SHAREHOLDERS' ELECTRONIC FORUM

In accordance with current legislation, a Shareholders' Electronic Forum 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 may be accessed by any duly authorized shareholders or groups of shareholders.

DATA PROTECTION

Personal data sent by shareholders to the Company while exercising their attendance, proxy and voting rights for the Shareholders' Meeting, or that has been provided by the financial intermediaries with which shareholders have deposited their shares, will be used to manage the development, fulfilment and control of the shareholder relationship (in particular, but not limited to, the calling and holding of Shareholders' Meetings and their dissemination). This information will be included in a filing system for which the Company is the data controller.

The data will be provided to the notary for the purposes of drawing up the notarized minutes of the Shareholders' Meeting and may be made available to third parties in exercise of the right to information laid down in the law or be made accessible to the public to the extent that they are included in the documentation available on the corporate website (www.prosegur.com) or are stated at the Shareholders' Meeting, the proceedings of which may be recorded by audio-visual means and broadcast on such

website. By attending the Shareholders' Meeting, attendees consent to such recording and broadcast.

Data subjects may exercise their rights to access, rectify, cancel and object in accordance with current laws, under the terms and in compliance with the 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.

In the event that the shareholder includes personal information relating to other persons on the attendance, proxy and remote voting card, the shareholder must inform them of the content of the preceding paragraphs and fulfil any other requirements that may be applicable for the correct disclosure of personal data to the Company, without the Company having to perform any additional step.

The Shareholders' Meeting is scheduled to be held on first call, i.e., on [●] [●], 2020 at the place and time indicated above.

FOR ANY FURTHER INFORMATION WHICH MAY BE REQUIRED, SHAREHOLDERS MAY CONTACT THE SHAREHOLDER SUPPORT SERVICE AT CALLE PAJARITOS 24, 28007-MADRID, EITHER IN PERSON OR BY TELEPHONE ON (+34) 91 589 8347, FROM 9:30 A.M. TO 1:30 P.M., MONDAY TO FRIDAY, OR BY EMAIL AT THE FOLLOWING ADDRESS: accionistas@prosegur.com.

Madrid, July 29, 2020. The non-director Secretary of the Board of Directors, Arnau Tapias Monné.