



**PROSEGUR CASH, S.A.**

**NOTIFICATION OF OTHER RELEVANT, REGULATED AND CORPORATE INFORMATION**

Madrid, April 27, 2021

The Board of Directors of Prosegur Cash, S.A. (the “**Company**”) has decided on the date hereof to call the General Shareholders’ Meeting to be held exclusively by telematic means on **June 2, 2021 at 13:00 p.m.** on first call and on the following day, **June 3, 2021**, at the same time and in the same form, 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 group of companies of the Company and its subsidiaries for the financial year 2020.
- 2º Approval of the statement of non-financial information of the Company and its subsidiaries for the financial year 2020.
- 3º Approval of the allocation of 2020 results.
- 4º Approval of the management of the Board of Directors during 2020.
- 5º Amendment to articles 14 (Notification of the General Shareholders Meetings), 16 (Right of attendance and representation), 17 (Remote attendance via electronic or telematic channels), 20 (Remote casting of votes prior to the General Shareholders Meeting) and 22 (Minutes of the General Shareholders Meeting and documentation of the resolutions) of the Bylaws in order to permit General Shareholders Meetings to be held by exclusively electronic means.
- 6º Amendment to articles 23 (Board of Directors), 27 (Remuneration of the Board Members) and 30 (Advisory Committees) of the Bylaws regarding the Advisory Committees of the Board of Directors.
- 7º Amendment to articles 10 (Announcement of the meeting notification), 14 (Right of representation), 16 (Place and time of the meeting), 21 (Remote attendance via electronic or telematic channels), 24 (Round for the shareholders to address the meeting and to exercise their rights at the General Shareholders Meeting) and 28 (Minutes of the General Shareholders Meeting) of the Regulations of the General Shareholders Meeting in order to permit General Shareholders Meetings to be held by exclusively electronic means.
- 8º Consultative vote on the annual report on the directors’ remuneration for 2020.

- 9° Approval of the Long-term Global Optimum Plan to promote the digital transformation of the Company for the Executive Chairman and the Managing Director.
- 10° Approval of the 2021-2023 Long-term Incentive Plan (2021 LIP) for the Executive Chairman, the Managing Director and the executives of the Prosegur Cash Group.
- 11° Authorization to the Board of Directors, with express power to delegate, for the derivative acquisition of treasury stock, during a maximum of five years, directly or through Group companies.
- 12° Authorization to the Board of Directors, with powers of delegation, during a maximum of five years, to increase the share capital in accordance with article 297.1.b) of the Spanish Companies Act, by up to one-half of the share capital on the date of the authorization, and expressly empowering the Board to exclude the preemptive subscription right, although this latter power is limited to 20% of the share capital at the authorization date.
- 13° Authorization to the Board of Directors, with powers of delegation, during a maximum of five years, to issue 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 types of conversion and/or exchange, and empowering of the Board of Directors to increase the share capital by the necessary amount, and to exclude the preemptive subscription right, although this latter power is limited to a maximum of 20% of the share capital at the authorization date.
- 14° Delegation of powers to formalise, interpret, correct and execute the resolutions adopted by the General Shareholders' Meeting.

**The General Meeting is scheduled to be held on first call, i.e., on June 2, 2021, in the form indicated above.**

The full call to meeting is attached as an appendix.

From the publication of the call to meeting, the call to meeting and the proposals of resolutions prepared by the Board of Directors, together with the other documents pertaining to the General Shareholders' Meeting 2021 will be available to the shareholders at the Company's registered office (calle Santa Sabina, 8, 28007-Madrid) and at the corporate website ([www.prosegurcash.com](http://www.prosegurcash.com)).

Renata Mendaña Navarro  
Secretary to the Board of Directors

## Call to Annual General Shareholders' Meeting 2021

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### **PROSEGUR CASH, S.A.** *General Shareholders' Meeting*

The Board of Directors convenes the PROSEGUR CASH, S.A. (the "**Company**") General Shareholders' Meeting to be held on June 2, 2021 at 1:00 p.m. on first call, and on the following day, June 3, 2021, at the same time, on the second call.

As a result of the health crisis caused by COVID-19, in order to safeguard the general interests and the health of the shareholders, employees and other persons who are involved in preparing and holding the Shareholders' Meeting, and considering the provisions of Royal Decree-Law 34/2020, of November 17, on urgent measures to support the solvency of businesses and to support the energy sector, and in the tax field as amended by Royal Decree-Law 5/2021, of March 12, on measures to support the solvency of businesses in response to the COVID-19 pandemic, the meeting shall be held exclusively by electronic means, that is, without the physical or face-to-face presence of shareholders, proxies or guests, with only remote participation being possible, by granting proxies or casting votes before the Shareholders' Meeting is held, or attending it by electronic means. The Shareholders' Meeting shall be deemed to be held at the Company's registered office.

The matters to be discussed and voted upon at this Shareholders' Meeting will be those included in 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 group of companies of the Company and its subsidiaries for the financial year 2020.
- 2º Approval of the statement of non-financial information of the Company and its subsidiaries for the financial year 2020.
- 3º Approval of the allocation of 2020 results.
- 4º Approval of the management of the Board of Directors during 2020.
- 5º Amendment to articles 14 (Notification of the General Shareholders Meetings), 16 (Right of attendance and representation), 17 (Remote attendance via electronic or telematic channels), 20 (Remote casting of votes prior to the General Shareholders Meeting) and 22 (Minutes of the General Shareholders Meeting and documentation of the resolutions) of the Bylaws in order to permit General Shareholders Meetings to be held by exclusively electronic means.

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- 8° Consultative vote on the annual report on the directors' remuneration for 2020.
- 9° Approval of the Long-term Global Optimum Plan to promote the digital transformation of the Company for the Executive Chairman and the Managing Director.
- 10° Approval of the 2021-2023 Long-term Incentive Plan (2021 LIP) for the Executive Chairman, the Managing Director and the executives of the Prosegur Cash Group.
- 11° Authorization to the Board of Directors, with express power to delegate, for the derivative acquisition of treasury stock, during a maximum of five years, directly or through Group companies.
- 12° Authorization to the Board of Directors, with powers of delegation, during a maximum of five years, to increase the share capital in accordance with article 297.1.b) of the Spanish Companies Act, by up to one-half of the share capital on the date of the authorization, and expressly empowering the Board to exclude the preemptive subscription right, although this latter power is limited to 20% of the share capital at the authorization date.
- 13° Authorization to the Board of Directors, with powers of delegation, during a maximum of five years, to issue 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 types of conversion and/or exchange, and empowering of the Board of Directors to increase the share capital by the necessary amount, and to exclude the preemptive subscription right, although this latter power is limited to a maximum of 20% of the share capital at the authorization date.
- 14° Delegation of powers to formalize, interpret, correct and execute the resolutions adopted by the General Shareholders' Meeting.

#### **SUPPLEMENT TO THE CALL NOTICE AND PROPOSED RESOLUTIONS**

Shareholders who represent at least three per cent of the share capital 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 substantiation 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) dispatched to the registered company address (Calle Santa Sabina 8, 28007-Madrid, marked for the attention of the *Servicio de Atención al Accionista*) 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 Spanish Companies Act (*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 thereto 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 of the Company and its subsidiaries, the corresponding audit reports and proposed distribution of income for financial year 2020;
- the complete wording of the proposals regarding the items on the agenda made by the Board of Directors and the reports issued by the Board on items 5 to 7, both inclusive, 12 and 13, on the agenda; and
- the annual report on directors' remuneration corresponding to financial year 2020.

Finally, the General Shareholder's Meeting is informed of the modifications to the Board of Directors Regulations approved since the last General Shareholders' Meeting, that is, since October 28, 2020. All the documents mentioned above are also available on the Company's corporate website ([www.prosegurcash.com](http://www.prosegurcash.com)).

In view of the situation derived from COVID-19 and following the recommendations issued by the competent authorities, the shareholders are encouraged to consult and examine the referred documents at the corporate website, in order to prevent, to the extent possible, physical displacements.

Pursuant to the Spanish Companies Act, up until the fifth day before the date scheduled for the General Shareholders' Meeting, shareholders may request of the Company (via certificate post with acknowledgement of receipt or in person at the following address: calle Santa Sabina, 8, 28007-Madrid – "Servicio de Atención al Accionista", 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 matters in the agenda, related to the public information provided by the Company to the Spanish National Stock Market Commission from October 28, 2020, when the latest General Shareholders' Meeting was held, and the auditor's report.

## **RIGHT OF ATTENDANCE, REPRESENTATION AND ATTENDANCE BY ELECTRONIC MEANS**

Shareholders holding at least one thousand shares may attend the Shareholders' Meeting so long as they appear in the corresponding share registry at least five days before the scheduled date for the Shareholders' Meeting, i.e., no later than May 28, 2021.

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

Shareholders not holding the minimum number of shares to attend may give their proxy vote 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 to 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 brief signed by all the grouped shareholders and drawn up specifically for each Shareholders' Meeting, designating the shareholder representing the group.

Shareholders may only attend the General Shareholders' Meeting by using electronic means that enable them to connect in real time with the presiding panel of the meeting, for which purpose the Board of Directors has agreed on the following implementing rules:

(i) Provision:

The Company will provide the corresponding application (the "**Application**") on the corporate website ([www.prosegurcash.com](http://www.prosegurcash.com)) in the "General Shareholders' Meeting" section. This application will be in operation from 9:00 a.m. on the morning of June 2, 2021 and, as the case may be, from 9:00 a.m. on the morning of June 3, 2021.

(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 12:00 noon on June 2, 2021 or, as the case may be, on June 3, 2021.

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.

The presiding committee of the General Shareholders' Meeting and, as the case may be, the notary, will have direct access to the connection systems enabling attendance at the meeting so that they can have direct and immediate knowledge of any communications made by those attending and of any statements made by them.

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 26.6 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 2:00 p.m. 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 21.3.d) of the Shareholders' Meeting Regulations, shareholders 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, although they may be answered verbally during the meeting.

### **PROXIES AND VOTING BY REMOTE MEANS**

Shareholders may grant proxies or cast their vote prior to the General Meeting through the following means of remote communication:

- a) By post: sending their original attendance, proxy and remote vote card duly filled in and signed to the following address: calle Santa Sabina, 8, 28007-Madrid – “Servicio de Atención al Accionista”, indicating “Proxy and Remote Vote - 2021 General Meeting” (“Representación y voto a distancia - Junta General 2021”) on the envelope.

- b) Via email: sending the company, via an e-mail, a scanned copy of their attendance, proxy and remote voting card with the corresponding section duly filled in and signed, to: [accionistascash@prosegur.com](mailto:accionistascash@prosegur.com), indicating "Proxy and Remote Vote - 2021 General Meeting" ("Representación y voto a distancia - Junta General 2021") in the e-mail's subject. The email containing the document, or the attendance, proxy and remote voting card must (a) be signed electronically, or with a qualified 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) or, alternatively, include a scanned copy in pdf format of the national identity card or other official identity document.
- 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 vote cards from the IBERCLEAR member entity with which the shares are deposited.

In accordance with the Company's bylaws and the General Shareholders' Meeting Regulations, in order to be valid, proxies and votes cast via a remote means of communication other than the Application must both be received by the Company by 24 hours of the third day before that scheduled for the General Shareholders Meeting, i.e., no later than midnight of May 30, 2021.

The validity of a proxy or vote may depend on confirmation of a shareholder's status as such, verifying that the ownership and number of shares given by each of the persons sending their proxy or remotely voting 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 share number reported by IBERCLEAR will prevail for the purposes of quorum and voting.

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

#### **SUSPENSION OF ELECTRONIC SYSTEMS OR INTERCONNECTION FAILURES**

For both for the granting of proxies or the casting of votes by means of distance communication and for remote attendance at the Shareholders' Meeting, the Company reserves the right to modify, suspend, cancel or restrict the electronic proxy or voting and/or remote attendance mechanisms where advisable or necessary for technical or security reasons. Should any of these scenarios occur, it will be announced on the Company's website. The foregoing is without prejudice to the validity of proxies already granted, votes already cast and shareholders' attendance and representation rights.

The Company shall not be liable for any damage that may be sustained by shareholders due to malfunctions, overloads, line failures, failed connections or any other contingency



of the same or a similar nature, beyond the control of the Company, that hinders the use of the electronic proxy or voting and/or remote attendance mechanisms. Therefore, such circumstances will not constitute an unlawful deprivation of shareholder rights, although the Company may adopt the measures that each situation requires, such as temporarily suspending or extending the Shareholders' Meeting if necessary to ensure that the shareholders or their proxies may fully exercise their rights.

### **SHAREHOLDERS' ELECTRONIC FORUM**

In accordance with current legislation, a Shareholders' Electronic Forum has been set up on the Company's website ([www.prosegurcash.com](http://www.prosegurcash.com)), the use of which will comply with its legal purpose and the guarantees and working rules established by the company and any duly legitimated shareholders or groups of shareholders may have access thereto.

### **DATA PROTECTION**

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

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 the exercise of their right to receive information laid down in the law or be made accessible to the public to the extent that they are included in the information available on the corporate website ([www.prosegurcash.com](http://www.prosegurcash.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.

The owners of the information may exercise their rights to have access to, rectify, cancel and oppose 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 Cash, S.A., calle Santa Sabina, 8, 28007-Madrid.

In the event that the shareholder includes personal information relating to other persons on the remote attendance, proxy and voting card, the shareholder must inform them of the categories in the previous paragraphs and fulfill any other requirements that may be applicable for the correct transfer of personal information to the Company, without the Company having to perform any additional action.

**THE GENERAL MEETING IS SCHEDULED TO BE HELD ON FIRST CALL, I.E., ON JUNE 2, 2021 AT THE AFOREMENTIONED PLACE AND TIME.**

FOR ANY FURTHER INFORMATION WHICH MAY BE REQUIRED, SHAREHOLDERS MAY ADDRESS THE SHAREHOLDER SERVICE AT CALLE SANTA SABINA 8, 28007-MADRID, EITHER IN PERSON OR BY TELEPHONE ON 91 589 59 13, FROM 9:30 A.M. TO 1:30 P.M. FROM MONDAY TO FRIDAY, OR BY EMAIL TO THE FOLLOWING ADDRESS: [accionistascash@prosegur.com](mailto:accionistascash@prosegur.com).

Madrid, April 27, 2021. The Secretary of the Board of Directors, Ms. Renata Mendaña Navarro.