

**PREVIOUS ANNOUNCEMENT OF THE VOLUNTARY AND PARTIAL TENDER
OFFER FOR SHARES IN PROSEGUR COMPAÑÍA DE SEGURIDAD, S.A.
LAUNCHED BY GUBEL, S.L.**

*This previous announcement is publicly disclosed in accordance with Royal Decree 1066/2007, of July 27, 2007, on the share tender offer rules (“**Royal Decree 1066/2007**”) and contains the main characteristics of the offer, which is subject to mandatory authorisation by the Spanish National Securities Market Commission (the “**CNMV**”).*

The terms and characteristics of the offer will be set out in in the explanatory prospectus, which shall be published after the aforementioned authorization has been obtained.

*Pursuant to the provisions of article 30.6 of Royal Decree 1362/2007, from the date of this announcement, any shareholders of Prosegur Compañía de Seguridad, S.A. (“**Prosegur**” or the “**Target Company**”) who acquire securities conferring voting rights must notify such acquisitions to the CNMV when the proportion of voting rights they hold reaches or exceeds 1%. Likewise, any shareholders already holding 3% of voting rights must notify any transaction that entails any subsequent changes to such percentage.*

Pursuant to the provisions of section 2.b) of Rule Five of CNMV Circular 1/2017, of April 26, from the date of this announcement, the operations, if any, relating to the liquidity contract of the Target Company must be suspended.

1. IDENTITY OF THE OFFEROR

The offering company is Gubel, S.L. (“**Gubel**” or the “**Offeror**”), a Spanish limited liability company, having registered office in Madrid, at calle Santa Sabina número 8, 2ª planta, holding employer identification number B-78510492 and Legal Entity Identifier (*código LEI*) number 959800XR464F2Z0ZZL26. It is appropriately registered at the Madrid Commercial Registry under volume 4965, sheet 56, page number M- 81181.

Helena Revoredo Delvecchio has controlling interest in Gubel within the meaning of article 4 of Law 6/2023, of March 17, 2023, on the Securities Market and on Investment Services (the “**Securities Market Law**”) through her ownership interest in the Offeror and the side agreement entered into with its remaining shareholders, which was appropriately notified to the CNMV on January 31, 2020 (under registration number 286383).

2. DECISION TO LAUNCH THE OFFER

The decision to launch this voluntary and partial offer to purchase shares in Prosegur (the “**Offer**”) was approved by Gubel's board of directors at the meeting held on November 14, 2023.

The launching of the Offer does not require the approval of any other resolution by any other individual or entity.

3. FILING OF THE OFFER

The Offeror will file the request for the authorisation of the Offer, together with the relevant prospectus and any other supplementary documents that will have to be filed, in accordance with the provisions of article 17 of Royal Decree 1066/2007.

The Offeror intends to file the request for the authorisation within the second half of the maximum one-month time period set out in that article 17 of Royal Decree 1066/2007.

4. TYPE OF OFFER

The Offer is considered a voluntary and partial Offer for the purposes of article 117 of Securities Market Law and article 13 of Royal Decree 1066/2007.

5. OFFEROR'S OWNERSHIP INTEREST IN THE OFFERED COMPANY

The Offeror, directly or indirectly, owns (through its wholly owned subsidiary Prorevosa, S.L.U.) 326,468,224 shares in Prosegur, representing 59.899% of its share capital and 61.445% of its voting rights, excluding Prosegur's treasury shares. Prosegur has 13,714,507 treasury shares representing 2.516% of its share capital.

The Offeror's direct or indirect ownership interest in the Target Company as mentioned above is attributed to Helena Revoredo Delvecchio as the individual who has controlling interest in Gubel for the purposes of article 4 of the Securities Market Law. Helena Revoredo Delvecchio does not have direct or indirect ownership interest in Prosegur other than that described above.

No other company belonging to the group of companies of which the Offeror forms part or which is controlled, directly or indirectly, by Helena Revoredo Delvecchio owns, directly or indirectly, shares in Prosegur.

For the purposes of article 5 of Royal Decree 1066/2007, the Offeror is attributed the voting rights attached to the following shares in Prosegur which are owned by members of Gubel's board of directors: (i) 3,041,202 shares in Prosegur owned by Christian Gut Revoredo (who is also executive director and chief executive officer of Prosegur) and 1,000,000 shares owned by persons closely related to him; (ii) 350,446 shares in Prosegur owned by Germán Gut Revoredo; and (iii) 605,441 shares in Prosegur owned by Bárbara Gut Revoredo and 421,895 shares owned by persons closely related to her. The remaining board members of Gubel (Helena Revoredo Delvecchio and Chantal Gut Revoredo) are not owners, either directly or indirectly (aside from their ownership interest in Gubel), of shares in Prosegur.

To the best of the Offeror's belief and knowledge, no member of the managing bodies of the companies in the group of companies of which the Offeror forms part or which are controlled, directly or indirectly, by Helena Revoredo Delvecchio, owns shares in Prosegur which have to be attributed to the Offeror pursuant to article 5 of Royal Decree 1066/2007. Notwithstanding the foregoing, it is stated that, in addition to Christian Gut Revoredo (whose ownership interest in Prosegur was mentioned above), the following board members of Prosegur not appointed following by proposal of the Offeror own shares in the Target Company: Ángel Durández Adeva owns 5,371 shares in Prosegur.

Helena Revoredo Delvecchio does not act in concert with any individual or entity in relation to Prosegur in terms of article 5 of Royal Decree 1066/2007.

Therefore, for the purposes of article 5 of Royal Decree 1066/2007, the Offeror is attributed the voting rights attached to 331,887,208 shares in Prosegur representing 60.893% of its share capital and 62.465% of the voting rights, with exclusion of Prosegur's treasury shares.

The only acquisitions of shares in Prosegur made in the 12 months preceding this announcement by the Offeror, the companies belonging to the group of companies of which the Offeror forms part or which are controlled, directly or indirectly, by Helena Revoredo Delvecchio, the Offeror's directors or, to the best of the Offeror's belief and knowledge, the directors of the other companies mentioned above who were appointed by proposal of the Offeror, were the following:

- Purchase on the market of a total 550,000 shares in Prosegur by Gubel at a maximum price of €1.5996 per share.
- Acquisition by Christian Gut Revoredo, in his capacity as executive director of Prosegur, on December 21, 2022, of 552,301 shares in Prosegur as a result of settlement of the long-term incentive plan known as "*Plan Global Optimum*", with a unit value of €1.72 per share. Additionally, persons closely related to him purchased on the market a total of 1,000,000 shares at a maximum price of €1.8100 per share.
- Purchase on the market of 350,446 shares in Prosegur by Germán Gut Revoredo at a maximum price of €1.6209 per share.
- Purchase on the market of 605,441 shares by Bárbara Gut Revoredo and 421,895 shares by persons closely related to her, at a maximum price of €1.8700 per share.

It is stated for the relevant purposes that, in the reference period, Prosegur did not directly or indirectly purchase treasury shares.

The board members of the Target Company appointed by proposal of the Offeror, pursuant to article 6 of Royal Decree 1066/2007, are Helena Revoredo Delvecchio and Chantal Gut Revoredo (both with the category of proprietary directors of Prosegur) and Christian Gut Revoredo (with the category of executive director of Prosegur). No member of the managing or executive bodies of the Target Company acts in concert with the Offeror.

6. INFORMATION ON THE TARGET COMPANY

The target company is Prosegur Compañía de Seguridad, S.A., a listed Spanish corporation (*sociedad anónima*), with registered office in Madrid, at calle Pajaritos 24, holding employer identification number A-28430882 and Legal Entity Identifier (*código LE*) number 549300N94L4D5NDBFG97.

Prosegur's share capital amounts to €32,701,611.96, represented by 545,026,866 ordinary shares, fully subscribed and paid up, represented by book-entry, of the same

class and series, each with a par value of €0.06. Each share gives entitlement to one vote at the shareholders' meeting.

According to the information that is publicly available, the Target Company has not issued any other securities or instruments that could give entitlement, directly or indirectly, to acquire or subscribe shares in Prosegur.

All the shares into which the share capital of Prosegur is divided are admitted to trading on the Madrid and Barcelona Stock Exchanges and are quoted on the automated quotation system of the Spanish Stock Exchanges (*Sistema de Interconexión Bursátil - SIB*).

Helena Irene Revoredo Delvecchio has controlling interest in Prosegur within the meaning of article 4 of the Securities Market Law.

7. SECURITIES AND MARKETS TARGETED BY THE OFFER

The Offer is launched over the totality of the issued shares in Prosegur and relates to the acquisition of up to 81,754,030 shares in Prosegur representing 15% of its share capital.

The terms of the Offer are identical for all the shares in Prosegur at which it is targeted and for all its shareholders.

The shares in Prosegur which belong to Gubel and to its wholly owned subsidiary Prorevosa, S.L.U., i.e., a total 326,468,224 shares in Prosegur, representing 59.899% of its share capital, will be locked-in until the Offer expires.

If the shares owned by shareholders accepting the Offer exceed the maximum number of shares on which the Offer was launched, the distribution and pro rata rules in article 38.1 of Royal Decree 1066/2007 will be implemented.

The Offer is launched exclusively on the Spanish market, which is the only market on which the shares in Prosegur are listed. However, the Offer is targeted at all the Target Company's shareholders regardless of nationality or place of residence.

This announcement and its contents do not constitute a formulation or dissemination of the Offer in any jurisdiction or place other than Spain. As a result, this announcement must not be published or distributed in any jurisdiction or place where its publication may be considered illegal or where the registration or filing of additional documents may be required, and anyone who receives this offer will not be able, directly or indirectly, to distribute, publish or send it to those jurisdictions or places. In particular, this announcement must not be distributed through the mail system in the United States of America, or otherwise or by any other means sent or distributed in or to the United States of America. This announcement is not an offer document nor does it constitute an offer of sale or a request or offer to purchase securities in the United States of America.

8. PRICE

The Offer is launched as a sale and purchase. The offered price is €1.83 per share and will be paid fully in cash.

Consequently, the total maximum amount to be disbursed by the Offeror is €149,609,874.90.

The Offeror has entered into sufficient financing to obtain the necessary funds to pay the total price of the Offer. The price is secured with a bank guarantee pursuant to article 15 of Royal Decree 1066/2007.

If the Target Company makes any distribution of dividends or reserves or of any other type to its shareholders before settlement of the Offer, regardless of whether it is an ordinary, extraordinary, interim or additional distribution, the price of the Offer will be reduced by an amount equal to the gross amount per share of the distribution, provided that the distribution is made before settlement of the Offer. This will not apply in relation to the dividend out of voluntary reserves, amounting to €0.0661, gross, per outstanding share, as approved by Prosegur's annual shareholders' meeting held on June 7, 2023 and which is scheduled to be paid in December 2023 (disclosure of privileged information on Prosegur dated May 4, 2023 under registration number 1,851), which has been taken into account in determining the price of the Offer and, therefore, the price of the Offer will not be reduced as a result of payment of this dividend.

The Offer is voluntary, the price has been determined freely by the Offeror, pursuant to article 13.5 of Royal Decree 1066/2007, and the Offer is not subject to the fair price rules in article 9 of that royal decree.

Although the data on premiums related to listed prices provided below may change on or after the date of this announcement by reference to the listed prices, and although those data do not determine that the price may be considered fair in terms of article 110 of the Securities Market Law and article 9 of Royal Decree 1066/2007, the Offeror hereby informs that the offered price represents an approximate premium amounting to:

- (i) 27.44% of the trading price equal to €1.436 per share in the Target Company at the close of the market in the securities market trading session immediately before the publication of this announcement;
- (ii) 28.55% of the weighted average price of €1.424 per share in the Target Company relating to the one-month period immediately before the publication of this announcement;
- (iii) 21.05% of the weighted average price of €1.512 per share in the Target Company relating to the three-month period immediately before the publication of this announcement; and
- (iv) 15.51% of the weighted average price of €1.584 per share in the Target Company relating to the six-month period immediately before the publication of this announcement.

9. CONDITIONS OF VALIDITY OF THE OFFER

The Offer is not subject to any condition, and will therefore be valid and take effect regardless of the number of shares accepting it.

10. COMPETITION RULES AND CLEARANCE FROM OTHER SUPERVISORY AUTHORITIES

The Offer does not constitute a concentration and therefore is not subject to the notification obligation or to any requirement to obtain, before or after it is launched, clearance or non-objection by the European Commission, by the Spanish Markets and Competition Commission or any other competition authority.

The Offer is not subject to the obligation to notify any Spanish or foreign authority, or to obtain any clearance from any other Spanish or foreign authority other than the Spanish National Securities Market Commission.

11. AGREEMENTS RELATING TO THE OFFER

Neither the Offeror nor its controlling shareholder have any agreements of any type with any shareholder of the Target Company or with any member of its managing, executive or controlling bodies in relation to the Offer.

Additionally, no advantage for shareholders of Prosegur or members of its managing, executive or controlling bodies has been reserved in relation to the Offer.

12. STOCK MARKET-RELATED INITIATIVES

It is the intention of the Offeror and its controlling shareholder that the shares in Prosegur will continue to be listed on the securities markets on which they have been until now, and they do not expect to promote or propose their delisting. The Offer does not have the delisting of shares in Target Company as an aim. Because it is a partial Offer, the rights of squeeze-out and sell-out under article 47 of Royal Decree 1066/2007 will not be applicable under any circumstances.

13. OTHER INFORMATION

The Offeror states that on the date of this announcement no information that might be necessary for an adequate understanding of the Offer exists other than that included in this announcement.

In Madrid, on November 14, 2023

Gubel, S.L.
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Ms. Inés Egido Vollandt