

**PROPOSALS OF RESOLUTION BY THE BOARD OF DIRECTORS OF  
PROSEGUR CASH, S.A. BEFORE THE GENERAL SHAREHOLDERS'  
MEETING 2019**

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**With regard to the first item on the agenda: Approval of the Company's individual financial statements and management report and of the consolidated financial statements and management report of the group of companies of the Company and its subsidiaries for the financial year 2018.**

**PROPOSED RESOLUTION:**

**FIRST RESOLUTION**

*To approve the individual annual financial statements and management report for Prosegur Cash, S.A. and the consolidated annual financial statements and management report for Prosegur Cash, S.A. and its subsidiaries for the financial year ending on December 31, 2018, drawn up by the Board of Directors on February 25, 2018.*

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**With regard to the second item on the agenda: Approval of the statement of non-financial information of the Company and its subsidiaries for the financial year 2018.**

**PROPOSED RESOLUTION:**

**SECOND RESOLUTION**

*To approve the statement of non-financial information of the Company and its subsidiaries for the financial year 2018, drawn up by the Board of Directors on February 25, 2018.*

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**With regard to the third item on the agenda: Approval of the allocation of 2018 results.**

**PROPOSED RESOLUTION:**

**THIRD RESOLUTION**

*To approve the proposal drawn up by the Board of Directors on February 25, 2019 regarding the allocation of 2018 results consisting of earnings for 135,618 thousand euros, as follows:*

- (i) the amount of 17,568 thousand euros is used for the provision of the voluntary reserve;*
- (i) the amount of 118,050 thousand euros is used to pay an ordinary interim dividend approved by virtue of the resolution of the Board of Directors passed in its meeting of December 19, 2018, which is ratified as required.*

*This ordinary interim dividend is paid in four payments (for 25% of the maximum total dividend each payment), as from the following dates, through the companies involved in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR):*

- First payment: as from December 28, 2018 (the maximum total amount to be distributed will be of 29,512,500 euros, equivalent to 25% of the maximum total dividend, at 0.019675 gross euros per share in circulation as of the payment date).*
- Second payment: March 2019 (the maximum total amount to be distributed will be of 29,512,500 euros, equivalent to 25% of the maximum total dividend, at 0.019675 gross euros per share in circulation as of the payment date).*
- Third payment: June 2019 (the maximum total amount to be distributed will be of 29,512,500 euros, equivalent to 25% of the maximum total dividend, at 0.019675 gross euros per share in circulation as of the payment date).*
- Fourth payment: September 2019 (the maximum total amount to be distributed will be of 29,512,500 euros, equivalent to 25% of the maximum total dividend, at 0.019675 gross euros per share in circulation as of the payment date).*

*All withholdings required by regulations applicable at the time will be made on the gross amounts paid.*

*In the case of the share capital of Prosegur Cash, S.A. and/or the number of shares into which it is divided varying, the gross amount per share on each payment date will be modified as a result.*

*In any case, the maximum total amount to be distributed on each payment date must not exceed the aforementioned amounts (i.e., the maximum amount of 29,512,500 euros in each of the payments).*

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**With regard to the fourth item on the agenda: Approval of the management of the Board of Directors during 2017.**

**PROPOSED RESOLUTION:**

**FOURTH RESOLUTION**

*To approve the management of the Board of Directors of Prosegur Cash, S.A. during 2018.*

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**With regard to the fifth item on the agenda: Re-election of Mr. Christian Gut Revoredo as executive director.**

**PROPOSED RESOLUTION:**

**FIFTH RESOLUTION**

*To re-elect Mr. Christian Gut Revoredo as executive director of Prosegur Cash, S.A., following the report of the Nomination and Remuneration Committee, for a term of 3 years, as stipulated in the bylaws.*

*The directors' report on this resolution was approved by the Board of Directors on April 24, 2019, and will be annexed to the shareholders' meeting minutes.*

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**With regard to the sixth item on the agenda: Re-election of Mr. José Antonio Lasanta Luri as executive director.**

**PROPOSED RESOLUTION:**

**SIXTH RESOLUTION**

*To re-elect Mr. José Antonio Lasanta Luri as executive director of Prosegur Cash, S.A., following the report of the Nomination and Remuneration Committee, for a term of 3 years, as stipulated in the bylaws.*

*The directors' report on this resolution was approved by the Board of Directors on April 24, 2019, and will be annexed to the shareholder's meeting minutes.*

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**With regard to the seventh item on the agenda: Re-election of Mr. Antonio Rubio Merino as nominee director.**

**PROPOSED RESOLUTION:**

**SEVENTH RESOLUTION**

*To re-elect Mr. Antonio Rubio Merino as nominee director of Prosegur Cash, S.A., following the report of the Nomination and Remuneration Committee, for a term of 3 years, as stipulated in the bylaws.*

*The directors' report on this resolution was approved by the Board of Directors on April 24, 2019, and will be annexed to the shareholder's meeting minutes.*

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**With regard to the eighth item on the agenda: Appointment of the auditor of the Company and of its consolidated group for 2019, 2020, 2021 and 2022.**

**PROPOSED RESOLUTION:**

**EIGHTH RESOLUTION**

*A.-2019*

*To re-elect KPMG Auditores, S.L. as auditor of the Company and of its consolidated group for fiscal year 2019.*

*B.-2020, 2021 y 2022*

*To appoint Ernst & Young, S.L. as auditor of the Company and of its consolidated group for fiscal years 2020, 2021 and 2022 and to empower the Board of Directors, with express powers of delegation, to execute the related contract on such terms as it deems appropriate in accordance with the legislation in force.*

*This resolution is submitted to the Shareholders' Meeting for approval, at the proposal of the Board of Directors following a proposal, in turn, from the Audit Committee which, after carrying out a selection procedure in accordance with the legislation in force, recommended the appointment of two audit firms, being Ernst & Young, S.L. the preference of the Committee as it has been the audit firm which achieved the most satisfactory result in the selection procedure carried out.*

*Ernst & Young, S.L. has its registered office in Calle Raimundo Fernandez Villaverde 65, 28003, Madrid. Ernst & Young, S.L., holder of Spanish Tax Identification Number B-78970506, is registered at the Madrid Commercial Registry in volume 12.749, sheet 215, page M-23123, as well as in the Official Register of Auditors, under number S0530.*

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**With regard to the ninth item on the agenda: Consultative vote on the annual report on directors' remuneration for 2018.**

**PROPOSED RESOLUTION:**

**NINTH RESOLUTION**

*To approve, on a consultative basis, the annual report on the remuneration of the directors of Prosegur Cash, S.A. for 2018.*

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**With regard to the tenth item on the agenda: Delegation of powers to formalise, interpret, correct and execute the resolutions adopted by the General Shareholder's Meeting.**

**PROPOSED RESOLUTION:**

**TENTH RESOLUTION**

*Without prejudice to any delegations included in the previous resolutions or to any existing powers to register public documents, to empower the Chairman of the Board of Directors, the Chief Executive Officer and the Secretary of the Board of Directors, jointly and severally, so that any one of them may formalise and execute the preceding agreements. To such end, they will have the power to issue all and any public or private documents (including those of interpretation, clarification, correction of errors or rectifications of deficiencies) necessary or merely advisable to ensure their precise fulfilment and, where required, to register them with the Commercial Registry or with any other public registry.*

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Madrid, April 24, 2019