



**Directors Selection Policy**  
**Prosegur Cash**  
25/07/17



The Board of Directors of Prosegur Cash (the “**Company**”) acknowledges transparency in all actions, including the process for selecting candidates for director, as one of the key elements in its corporate governance strategy.

For this reason, the Board of Directors has approved this public, specific and verifiable Directors Selection Policy, which ensures that proposals for the appointment of the Company's directors are based on a prior analysis of the Board's needs.

## 1. Scope of application

This *Directors Selection Policy* shall apply to the selection of candidates for Company's director who are natural persons.

For company director candidates who are legal entities, the present *Directors Selection Policy* shall extend to the natural persons acting as their representatives. Notwithstanding the foregoing, candidates shall ideally be natural persons.

## 2. Candidates selection objectives

Candidates shall be selected from an analysis of the needs of the Company of the group of companies whose parent company, as defined by law, is the Company (the “**Group**”). The analysis shall be carried out by the Board of Directors with the advice and report of the Appointments and Remunerations Committee.

Candidates shall also be individuals who meet the conditions in section 4 below and whose appointment favours diversity of knowledge, experiences, nationalities and gender within the Board of Directors.

The *Directors Selection Policy* shall endeavour to ensure that the number of female directors in the future still accounts for thirty-three percent of the overall number of Board members.

## 3. Selection process. Collaboration of external advisors

Any director may suggest director candidates whenever they meet the requirements described in this *Directors Selection Policy*.

Additionally, the Company may rely on the collaboration of external advisors to validate the candidates.

In any event, the selection process shall exclude any implicit bias that may result in discrimination of any kind and, specifically, that hinders the selection of female directors.

## 4. Requirements to be fulfilled by the candidates

Company director candidates must be honourable, suitable individuals of acknowledged solvency, skill, experience, qualification, training, availability and commitment to their duties.

Specifically, the candidates must be upstanding professionals whose conduct and professional career is in line with the principles in the Group's *Code of Ethics* and the Group's mission, vision and values.



Furthermore, when candidates are selected, efforts shall be made to reach a balance in the Board of Directors that makes it possible to enrich the decision-making process and benefit from diverse points of view during the debates.

## 5. Obstacles to being a candidate

Candidates will be ineligible whenever they are encompassed by a legal cause of incompatibility with the duties, fail to meet the requirements to be a director as defined in the corporate governance system and, specifically, are:

- a) Domestic or international companies operating in the security sector or other sectors and competitors of the Company, the administrators or senior managers thereof, and individuals proposed thereby in their capacity as shareholders. For the sake of clarity, Group companies are not considered competitors of the Company.
- b) Natural persons or legal entities acting as administrators in more companies than permitted in accordance with the *Regulations of the Board of Directors*.
- c) Natural persons or legal entities affected by any cause of incompatibility or prohibition as regulated by general provisions, including any persons or entities whose interests are in any way opposed to the interests of the Company or Group.