



**PROSEGUR**  
**CASH**

# **Selection Policy for Director Candidates of Prosegur Cash, S.A.**

## 1. Scope of application

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

Thus, the Board of Directors has approved this public, specific and verifiable *Selection Policy for Director Candidates*, that ensures that the proposals for the appointment or re-election of directors of the Company are based upon a prior analysis of the needs of the Board of Directors.

This *Selection Policy for Director Candidates* shall be applicable for the selection of director candidates for the Company, as well as for the directors proposed for re-election by the General Shareholders’ Meeting.

## 2. Objectives for the selection of candidates: diversity of the composition of the Board of Directors

For the selection of director candidates, said selection process shall be based upon an analysis of the needs of the Company and of the group of companies the parent company of which, pursuant to legal provisions, is the Company (hereinafter, the “**Group**”), that shall be carried out by the Sustainability, Corporate Governance, Appointments and Remuneration Committee.

Moreover, persons shall be identified and proposed that meet the conditions set out in paragraph 4 hereinbelow, the appointment of which benefits and promotes the diversity of knowledge, skills, experiences, origins, age, nationalities and gender within the Board of Directors such as to establish an adequate overall balance that enriches the decision-making process and that provides diverse points of view for the deliberations regarding the issues for which the Board of Directors is responsible. And all of the foregoing, in light of the nature, complexity and social and geographic context of the Group’s businesses. Furthermore, other criteria may also be taken into account.

In any event, in relation to the candidate selection process, any type of implicit bias that may imply any discrimination whatsoever shall be avoided and, in particular, any implicit bias that hinders the selection of the less represented gender on the Board of Directors and that prevents the number of said directors from representing, at least, the percentage required by law from time to time and ensures that said percentage is in harmony with the recommendations and best corporate governance practices.

## 3. Selection process

Any director may propose director candidates, provided that said candidates meet the requirements established in this *Selection Policy for Director Candidates*. Notwithstanding the foregoing, the Sustainability, Corporate Governance, Appointments and Remuneration Committee shall be responsible for formally notifying or reporting to the Board of Directors the proposals for appointment or re-election, pursuant to the provisions of the Regulations of the Board of Directors and applicable legal provisions.

Furthermore, the Company may opt for the collaboration of external advisors in order to validate the prior analysis of the needs of the Group, as well as to assist the Board of Directors during the selection process of director candidates.

## 4. Conditions that the candidates must meet

The director candidates of the Company must be honourable and suitable people with proven capabilities, competence, experience, qualifications, training, availability and commitment to said role.

In particular, the candidates must be professionals with proven integrity, the conduct and professional career of which is in harmony with the principles set out in the *Code of Ethics and Conduct* and all other corporate policies, as well as with the mission, vision and values of the Group.

## 5. Incompatibilities for being a director candidate

No person may be a director candidate if subject to any legal grounds of incompatibility for directorship office, if the requirements established in the corporate governance system for being a director are not complied with or, in particular:

- a) Any directors or senior managers of Spanish or foreign companies within the security sector or any other sectors, that are or may be competitors of the Company or of the Group or of the parent company of the Company or of the Group and any persons that, as the case may be, have been proposed by the foregoing in their capacity of shareholders of said companies. For the purposes of clarification, the companies of the Group or of the group of the parent company of the Company shall not be considered to represent competitors of the Company.
- b) The natural persons that hold directorship offices in more companies than that which is permitted pursuant to the provisions of the Regulations of the Board of Directors.
- c) The natural persons that are subject to any other legal grounds of incompatibility or prohibition as provided for under generally applicable provisions, including the natural persons that, in any ambit whatsoever, have opposing interests to that of the Company or the Group or the persons whose incorporation within the Board of Directors could adversely affect the reputation of the Company.

## 6. Assessment of the compliance of the Selection Policy for Director Candidates

The Sustainability, Corporate Governance, Appointments and Remuneration Committee shall annually verify the compliance with this *Selection Policy for Director Candidates* and shall report on said compliance in the Annual Corporate Governance Report.

\*\*\*

This *Selection Policy for Director Candidates* was initially approved by the Board of Directors of the Company on 25 July 2017 and was last modified on 26 April 2023.