



Corporate Governance
Policy
Prosegur Cash
31/01/18



1. INTRODUCTION

The Board of Directors of Prosegur Cash, S.A. ("**Prosegur Cash**" or the "**Company**") is entrusted, on a non-delegable basis, with the function of setting its general strategies and policies and, among others, the Corporate Governance Policy of the Company and its subsidiaries (Group).

In this regard, the Board of Directors of the Company agreed, at its meeting held on 31 January 2018, to approve this Corporate Governance Policy of Prosegur Cash, S.A. (the "**Policy**") which includes the main aspects and commitments of the Company and its Group in matters of corporate governance.

In accordance with the provisions of the Regulations of the Board of Directors of the Company, the Audit Committee will be responsible for monitoring the Corporate Governance System and the implementation of this Policy, regularly assessing its effectiveness and proposing to the Board of Directors the adoption of the appropriate measures to address any deficiencies.

2. PRINCIPLES AND PURPOSE

The commitment to good corporate governance, with the incorporation of the best national and international practices, and with the values of Prosegur Cash and its Group endorsed in the policies regarding this matter (proactivity, value creation, customer oriented, transparency, excellence, leadership, teamwork and brand), are the pillars upon which the Company and its Group base their Corporate Governance System. This same commitment guides the actions of the Board of Directors, its Committees, other bodies of the Company and, in general, of all of its employees.

In its commitment to transparency, the texts, rules and policies that make up the Corporate Governance System of Prosegur Cash are permanently available to the market and, in particular, to its shareholders and investors, on its corporate website (www.prosegurcash.com).

The purpose of this Policy is, therefore, to establish the criteria and guidelines that should govern the organization and functioning of the governing bodies of the Company, in accordance with the applicable regulations and the best corporate governance practices.

3. STRUCTURE OF THE CORPORATE GOVERNANCE RULES

The corporate governance of Prosegur Cash and its Group is defined in a set of internal rules, policies and internal procedures that, in addition to the provisions of the Law, regulate the structure, composition and functioning of the governing bodies of the Company and that are based on the principles of transparency and good practices of corporate governance, reflecting in particular the recommendations of the Code of Good Governance of listed companies approved by the National Securities Market Commission on 22 May 2006 (the "**Code of Good Governance**").

Among the rules that Prosegur Cash has to articulate its Corporate Governance System there is a set of rules that includes the **basic corporate texts of the Company**, which will always be adjusted to the provisions of current regulations and will incorporate the best corporate governance practices, reviewed and updated periodically to adapt them to future standards or new best practices.

- The **Corporate Bylaws**, as an essential framework for the operation and organization of the Company and its governing bodies.
- The **Regulations of the General Shareholders' Meeting**, the purpose of which is to develop the legal and statutory requirements regarding the functioning of the General Shareholders' Meeting and the exercise thereof of the rights of the shareholders.



- The **Regulations of the Board of Directors** determine, in accordance with the legal and statutory framework and the Code of Good Governance, the principles of action of the Board and its Committees, the basic rules governing its organization and operation and the rules of conduct of its members.

In addition, and in order to comply with various legal or regulatory provisions as well as certain recommendations contained, among others, in the Code of Good Governance and in the Technical Guide on Audit Committees approved by the National Securities Market Commission on 27 June 2017 ("**Technical Guide on Audit Committees**"), the Company has **other rules of corporate governance and internal procedures or rules of conduct**. Some of them are:

- The **Code of Ethics and Conduct of Prosegur Cash**, which includes the values, principles and rules of action that employees, directors and members of the governing bodies of the Company must respect, both in their internal professional relationships and in external relations with shareholders, customers and users, suppliers, public administrations and regulatory bodies, competitors and society in general.
- The **Internal Code of Conduct on Matters Relating to the Securities Markets**, the purpose of which is to establish the rules of conduct that employees, directors and members of the governing bodies of the Company must comply with regarding matters relating to the securities markets that affect the Company as a listed company.
- The **Framework Contract on Relations between the Company and Prosegur Compañía de Seguridad, S.A.** as controlling shareholder of the Company, the purpose of which is to establish a transparent framework of relations between them, defining their respective areas of activity, the framework of commercial relationships and the mechanisms provided to resolve any conflicts of interest.
- The **Regulations of the Audit Committee**, based on the provisions of the Regulations of the Board of Directors and in accordance with the recommendations of the Technical Guide on Audit Committees, develop the rules for the organization and operation of the Audit Committee of the Company.

Likewise, Prosegur Cash's corporate governance is developed through a set of **other corporate policies approved by the Board of Directors of the Company** for different purposes such as:

- the regulation of certain aspects related to the structure and operation of the Board of Directors of the Company (**policies for the selection of Board Members and for their remuneration**);
- set the guidelines and criteria that should govern the decisions of the Company in certain areas (**investment, financing, tax, risk control and management and corporate responsibility policies**); and
- establish measures that regulate relations with shareholders (**shareholder's communication policy and dividend policy**).

Lastly, Prosegur Cash's corporate governance is reinforced by other **internal programs** such as:

- the **Compliance Program** develops and complements the Code of Ethics and Conduct through predefined procedures, behaviour manuals and training activities, as well as through continuous critical evaluation of compliance with rules relating to the prevention of money laundering, defence of competition and unfair competition, anti-corruption and other matters.



- the existence of **standardized procedures** for the development of each of the corporate policies referred to; or
- the articulation of collegiate, internal, permanent and multidisciplinary supervisory and control bodies, such as the **Risk or Compliance Committees**, in charge of monitoring, in a proactive manner, the development, effective implementation and promotion of best practices, policies and commitments of the Company.

The Board of Directors of Prosegur Cash will approve any other corporate rules, policies or programs that it considers necessary or convenient for the proper functioning of the Company and its Group.

4. CORPORATE GOVERNANCE PRINCIPLES AND PRACTICES

Within the framework of the principles of transparency and good practices referred to above, the Corporate Governance System of the Company will be developed based on the following **general principles of action and commitments**:

- Promotion, in an ethical and sustainable manner, of the Company's social interest, generating value for shareholders, customers and society in general.
- Alignment with national and international best corporate governance practices, promoting the revision and continuous improvement of the corporate governance standards of the Company and its Group.
- Administrators, executives and employees of the Company must comply with current regulations, placing special emphasis on regulations on prevention of money laundering, defence of competition and unfair competition, on matters regarding data protection and stock markets.
- To ensure that the Board of Directors and the management team work properly, professionally efficiently and independently.
- To communicate all relevant information about the Company, under the principles of transparency and truthfulness, to shareholders and the market in general.
- To promote the informed participation of shareholders.

The **Audit Committee** is the competent body responsible for overseeing the implementation of this Policy and of the texts, rules and policies referred to herein, assessing its effectiveness and proposing to the Board of Directors the necessary measures or modifications to solve any deficiencies.

Information regarding the Corporate Governance System, which is developed in the different texts, rules, policies and procedures, shall be provided in the **Annual Corporate Governance Report** in accordance with the applicable regulations.