

BRINKS ETHICS & COMPLIANCE

ETHICS & COMPLIANCE COUNCIL CHARTER

OCTOBER 2020

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I: Statement of Purpose

The Ethics and Compliance Council (“Council”) supports the General Counsel/Chief Ethics and Compliance Officer and the Ethics and Compliance Group in the development, implementation and continuous improvement of Brink’s Ethics & Compliance Program, designed to ensure that Brink’s continues to operate according to the highest ethical business standards and in accordance with applicable laws and regulations.

The Council will have general oversight of the Company’s compliance with the legal and regulatory requirements of its business operations, as well as compliance with its business ethics policies. This does not include compliance with securities laws and regulations, including the Company’s financial reporting and disclosure requirements, which will be the responsibility of the Audit Committee.

II: Authority and Responsibilities

The Ethics & Compliance Council shall:

- Ensure procedures are in place to allow Brink’s employees to report suspected violations of law or Brink’s policy, including the Code, without fear of retaliation, and that reports of suspected violations are appropriately investigated;
- Review Ethics & Compliance policies annually;
- Promote an organizational culture that encourages law abiding and ethical conduct;
- Consider and resolve any issues of interpretation regarding any aspect of the Code, its policies and standards, and the management of the Ethics & Compliance Program; and
- Review Ethics & Compliance data, advise on sensitive Code cases including potential conflicts of interest with the Ethics & Compliance Group, verify and assist with remediation plans, and make recommendations for the enhancement of Brink’s Ethics & Compliance Program.

III. Membership Composition

The members of the Ethics & Compliance Council will be nominated by the Chief Ethics and Compliance Officer (“CECO”) and appointed and removed by the Chief Executive Officer. The Council will be comprised of senior members of the Company representing diverse functions and regions, including the CECO and Deputy Chief Ethics and Compliance Officer as well as executive representatives from:

- Information Technology
- Internal Audit
- Financial Reporting
- Human Resources
- Business Operations (rotating role)

The Council will consist of not less than three nor more than seven members. The Chief Ethics and Compliance Officer will serve as the chair of the Council and the Deputy Chief Ethics and Compliance Officer will serve as the Secretary.

IV. Meetings

The Council will meet as often as necessary to carry out its responsibilities. Formal meetings will be quarterly, as well as, emergency meetings when necessary. Triggers for emergency meetings include:

- Major Risk Assessment Findings: Risk Assessment results showing major changes in risk exposure or critical gaps in risk coverage should be addressed upon discovery, instead of waiting to the next Council meeting.
- Serious Audit Findings: Internal Audit and/or external auditors may uncover control gaps or weaknesses, or even instances of misconduct that require immediate attention, beyond the typical frequency of Council convening.
- Serious Allegation or Substantiated Instance of Misconduct: Especially serious allegations of misconduct or substantiated instances (e.g., senior leader involvement, violation of legislation or regulation) should be addressed immediately to ensure quick resolution and mitigation, supporting employees' perception of organizational justice and reducing risk to the organization.
- Major Regulatory Action: In instances of regulatory or major legal action against the company, the Council should convene to discuss any necessary response from the program and address any shortcomings in program activities that might have contributed to the problem.
- Significant or Unexpected Regulatory Change: While regulations and laws change often, those with significant impact to the company and the Ethics & Compliance Program should be immediately discussed and addressed by the Council.

Each meeting will have an agenda and meeting minutes. The majority of the Council will constitute a quorum for the transaction of business, and the action of a majority of those present at a meeting will constitute the act of the Council.

V. Annual Review

The Council will evaluate its performance and this Charter will be reviewed and reassessed by the Council on an annual basis.