

BRINKS LEGAL

LEGAL SERVICES POLICY

September 2024

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SECTION I: Introduction

The Legal Department provides advice and counsel to support Brink's business and enable execution of the Company's strategy. This policy provides guidelines for engaging internal Brink's counsel and external (outside) counsel. If you have any doubt about whether a decision or activity may have legal implications or warrants legal advice, please contact the [Legal Department](#).

This policy is administered by the General Counsel of The Brink's Company ("Brink's"), who is responsible for the legal affairs of Brink's and its subsidiaries (companies in which Brink's has a majority interest or otherwise controls). As used in this policy, the term "Company" refers to Brink's and its subsidiaries as a whole, unless otherwise specified. If you are unsure who to contact for "Legal Department approval," you should contact counsel in your country (or the Regional General Counsel for your region if you do not have country counsel).

SECTION II: External Legal Counsel

- 2.1. **Engaging Outside Counsel.** The General Counsel or their designee must approve the engagement of and fees paid to external legal counsel. Internal Brink's counsel, in consultation with the function or business needing external legal counsel, will agree on scope and strategy of an engagement.
- 2.2. **Consulting with Outside Counsel.** The General Counsel or their designee shall direct and manage outside counsel, with the exception of certain countries where employment counsel is managed by Human Resources and/or tax counsel is managed by Finance.
- 2.3. **Review of Outside Counsel.** The Legal Department may periodically review outside counsel performance and cost with reference to a particular matter or scope of work, its complexity and the level of specialty expertise required. The business or functional area for which the legal services were performed may also be asked to review performance and cost.
- 2.4. **Outside Counsel Guidelines.** All engagements of outside counsel are subject to the Company's Outside Counsel Guidelines.

SECTION III: Regulatory Compliance Matters, including Inquiries and Investigations

- 3.1. **General.** Members of the Legal Department regularly collaborate with the Company's business units and support functions to provide advice, support and strategic leadership in compliance matters affecting the Company. The Legal Department must be involved, as set forth in more detail below, any time the Company (i) is a party to, or is likely to become a party to, or otherwise participates in any matter before any federal, state or local regulatory authority having jurisdiction over the Company's operations and/or services (a "Regulatory Authority"); (ii) is a party to any court proceeding relating to a Regulatory Authority proceeding; (iii) discovers that a violation of a Regulatory Authority's rules may have or has occurred; (iv) makes a public filing

of any kind with a Regulatory Authority; (v) becomes the subject of an investigation or audit conducted by a Regulatory Authority; or (vi) otherwise needs advice and support on matters concerning the regulation of the Company's operations and/or services, subject to the exceptions set forth in this Section 3.

3.2. **Contact with Government/Regulatory Authorities.** Among other approvals that may be required from the Company's business units and support functions, the Legal Department will approve all formal and informal contact with any Regulatory Authority other than routine informational filings, reports or other submissions regularly required to be made pursuant to the rules of a Regulatory Authority outside of an inquiry, investigation or audit.

3.2.1. **Exception.** Members of the Company's Global Security Department are not required to consult the Legal Department in advance of discussion with a Regulatory Authority regarding security regulations and/or the Company's security protocols.

3.3. **Governmental Notices, Inquiries, and Disclosures.** All notices and inquiries from governmental agencies that could lead to a formal inquiry or investigation or result in a fine or penalty must be referred to the Legal Department immediately (subject to Exception 3.4.1, below). Examples include notices of violation and requests for information from law enforcement authorities, antitrust authorities, anti-money laundering authorities, etc. The Legal Department must approve in advance any mandatory or voluntary disclosures made on behalf of the Company to governmental agencies about compliance with legal, regulatory, or other requirements and matters that could lead to a formal inquiry or investigation or result in a fine or penalty. The Legal Department, in collaboration with the Company's business units and functions, will lead all legal and procedural aspects of any response to a Regulatory Authority inquiry, investigation or audit.

3.3.1. **Exception.** If immediate disclosure to a regulator is required by law (e.g., occupational safety authorities about fatalities), the responsible employee must attempt to contact Legal in advance of disclosure.

3.3.2. **Government Raids.** The Legal Department must be notified **immediately** of any government raid, seizure or similar activity. The Legal Department's Government Raid Guidelines, providing instructions for employees in the event of a government raid, will be made available in 2022.

3.4. **Settlements, Fines and Penalties.** Any settlement or compromise of an investigation or regulatory proceeding must be approved by the Legal Department using the Onit Matter Management System. Any proposed fines or penalties issued from a governmental entity are subject to the approvals outlined in the Onit Matter Management System and must be routed through that system for required Legal Department and Business approval. These requirements are in addition to any business approvals required by the [Delegation of Authority Matrix](#).

3.4.1. **Exception.** The Legal Department may delegate approval authority for fines and penalties related to specific matters, such as traffic violations, in consultation with a country's business leaders.

SECTION IV: Contracts

Except as provided in Section 4.1, below, a member of the Legal Department must review and analyze all written contracts/agreements (including amendments, supplements or modifications of existing contracts/agreements) to be executed by or on behalf of the Company or any subsidiary prior to execution. As necessary, the Legal Department should also be involved in drafting and negotiation of written agreements. The table below provides examples of written contracts/agreements regularly entered into by the Company and its subsidiaries.

Sample Contract/Agreement Types	
Asset or Stock Sale Agreements	Letters of Intent/Indications of Interest/Memoranda of Understanding
Asset or Stock Purchase Agreements	License/Subscription agreements
Asset Management Agreements	Non-Disclosure/Confidentiality Agreements
Assignments and Novations	Participation/Sponsorship Agreements
Bills of Sale	Pre-contract documents (e.g., customer bids, term sheets)
Consulting Agreements and Engagement Letter	Purchase Orders
Credit Agreements	Releases or Waivers
Customer Agreement Templates	Settlement Agreements
Guarantees	Services/Sales Agreements
Indemnification Agreements	Statements of Work
Intercompany Agreements	Vendor/Supplier Agreements
Lease/Rental agreements	

- 4.1. **Previously Approved Form Contracts.** Legal Department review is not required where the agreement is an unmodified, standard Company or industry form contract/agreement previously approved by the Legal Department for current use and (with respect to Company form contracts/agreements) obtained directly from a member of the Legal Department or an established Company form repository.

In certain cases, the Legal Department provides authorization to individuals to modify or amend form contracts according to pre-established guidelines and/or pre-approved amendments. You should consult with counsel in your country (or the Regional General Counsel for your region if you do not have country counsel) if you have any question as to whether this authorization is available in your country or business unit.

SECTION V: New Products and Services

Consistent with the Company's Stage Gate process, Legal Department approval is required before any new products or services may be marketed, offered or sold by any Brink's business unit, and before any existing products or services may be materially changed. The Legal Department must also approve the offering of any existing or new service to a new country or territory. You may consult with counsel in your country (or the Regional General Counsel for your region if you do not have country counsel) or the Global Head of Commercial Law to obtain approval.

SECTION VI: Litigation and Disputes

6.1. **Service of Process.**

Any employee who receives legal documents directed to the Company in connection with litigation must immediately inform the Legal Department. Examples of legal documents include, but are not limited to, notices of lawsuit, notices of arbitration, bankruptcy filings, subpoenas, petitions, citations, summonses and complaints.

Receipt of Legal Documents. In the U.S. service of process is the procedure by which a party to a lawsuit gives an appropriate notice of initial legal action to another party (such as a defendant), [court](#), or [administrative body](#) in an effort to exercise [jurisdiction](#) over that person so as to force that person to respond to the proceeding before the court, body, or other tribunal. Notice is furnished by delivering a set of court documents (called "[process](#)") to the person to be served. In the U.S., no employee may accept or waive service of process or other legal documents directed to the Company. Employees must refer to the Legal Department anyone attempting to serve process or other legal documents [OR "to serve process of legal documents"] directed to the Company or to an individual employee.

6.1.1. **Exception.** In the U.S., the member of the Legal Department responsible for litigation matters or their designee may authorize waiver of service of process, and Company officers may accept service of process as allowed by state law and should notify the Legal Department immediately.

6.1.2. **Exception.** Employees named individually (for example, if they are sued individually in their own names, along with a Company entity, or who are served with subpoenas to testify at trial or in a deposition) may accept service for themselves only and should immediately notify the Legal Department.

7 **Litigation Management.** The Legal Department will lead all legal and procedural aspects of any litigation brought by or against any subsidiary or affiliate company in the Brink's organization, in collaboration with the Company's business units and functions.

8 **Other Disputes and Matters.** The Legal Department must be notified promptly when the Company (i) reasonably anticipates litigation (for example, when a customer or another entity threatens to sue the Company or the Company believes it may wish to assert a legal claim against another entity), (ii) reasonably anticipates a governmental investigation, or (iii) plans to conduct an internal investigation, audit or assessment that the Company may wish to protect as attorney-client privileged.

- 8.1.1. **Customer Relations/Customer Care.** Because of the potential for legal action, the Legal Department must be notified of Customer Relations matters according to thresholds agreed upon among the Legal and Customer Care Departments.
- 9 **Major Incident Notifications.** The Legal Department must be notified promptly of any major incidents such as fatalities or serious personal injuries to employees, contractors, third-parties, or the public; or property damage to non-Brink's property by employees or contractors. The Legal Department is responsible for coordinating related communications about major incidents to management and others so as to maintain privilege and confidentiality, where applicable.
- 9.1.1. **Exception.** If immediate disclosure to a regulator is required by law (e.g., law enforcement in the event of a fatality), the responsible employee must attempt to contact the Legal Department in advance of disclosure.
- 10 **Cyber Incident Notifications.** The Legal Department must be notified immediately of any known or suspected cyber security incidents in accordance with [Cyber Security Incident Response Plan \(CSIRP\)](#). The Legal Department is responsible for coordinating related communications to management and others so as to maintain privilege and confidentiality, where applicable.
- 10.1. **Settlements.** Any settlement or compromise of litigation, claims, disputes (including any dispute related to the performance of a contract), investigations, or regulatory proceedings must be approved by the Legal Department using the Onit Matter Management System. This requirement is in addition to any business approvals required by the [Delegation of Authority Matrix](#).
- 10.2. **Indemnity Requests.** The Legal Department must approve any agreement to indemnify, defend, or hold harmless any person or entity, including employees, from damages, attorneys' fees, and otherwise.
- 10.2.1. **Exception.** Ordinary indemnity provisions in contracts otherwise approved by the Legal Department per this policy do not require additional legal approval.
- 10.3. **Accruals and Reserves.** Members of the Legal Department will communicate regularly (and at least quarterly) with members of the Accounting Department to support the setting of legal accruals and reserves, in particular on probability assessments and reasonable estimates of legal contingencies, per the Company's established accounting policies and applicable legal and accounting procedures, including the [Global Litigation Accrual Policy](#).

SECTION VII: Artificial Intelligence (AI) Technology

In accordance with Brink's Generative Artificial Intelligence (AI) policy, the Legal Department must be notified of any proposed new deployment of Artificial Intelligence ("AI") technology. You must consult with counsel in your country (or the Regional General Counsel for your region if you do not have country counsel) who will engage the appropriate Legal and Compliance resources to assess the data protection, confidentiality, intellectual property, employment and data privacy implications.

SECTION VIII: Acquisitions and Divestitures

The Legal Department must be notified of any proposed business acquisition or divestiture and must be provided with draft agreements and results of due diligence for review. Any acquisition that includes the assumption of any employee compensation and benefit arrangements and plans requires a separate legal review by internal or external legal specialists, as determined by the Legal Department.

SECTION IX: Labor and Employment Issues

The Legal Department must be notified of any planned termination of key employees (including members of a country's or region's leadership team) so as to be able to advise on employment and compensation issues (except in certain countries where employment counsel is managed by the Human Resources Department). In addition, the Legal Department must review any proposed changes to benefit plans and forms of employee agreements (except in certain countries where employment counsel is managed by the Human Resources Department).

SECTION X: Public Disclosures and External Communications

- 9.1 **Disclosure of Significant Matters.** Any proposed public disclosure or public discussion of matters, including, but not limited to, litigation, regulatory proceedings, governmental inquiries or investigations, contingent liabilities, contract disputes or proposed corporate transactions (such as mergers, acquisitions and similar matters), or any material, non-public disclosure must be approved in advance by the Legal Department.
- 9.2 **Review of Communications Outside Brink's.** Additionally, the Legal Department must approve in advance external communications made on behalf of the Company, such as presentations to industry groups, trade associations, and other third parties; advertising and marketing materials (including digital marketing materials); as well as press releases and other public statements drafted by third parties in which Brink's personnel are quoted or used as reference or endorsement. External presentations must be submitted in advance to the relevant country counsel or regional counsel. In some cases, external presentations must be submitted for review by Brink's Senior Counsel – Corporate and Securities if they relate to the publicly-held parent company, The Brink's Company (examples include investor presentations and press releases). Advertising and marketing materials must be submitted in advance through the [Legal Review Submission Portal](#) for legal review.
- 9.3 **Disclosure Committee Review Process.** Review of public disclosures included in the Company's reports to the U.S. Securities and Exchange Commission must also follow the process set forth in the Company's [Disclosure Committee Charter](#).
- 9.4. **Disclosure of Personal Information.** The requirements in this Section X are in addition to any compliance requirements and/or prohibitions set out in the [Global or European Data Protection Policy](#) related to sharing personal information of customers or employees.

SECTION XI: Board of Directors Communications

- 9.1. **Meeting Materials.** Board and committee meeting materials must be submitted in accordance with the [Guidelines for Preparing Board Materials](#).
- 9.2. **Board Communications.** Formal communications to the Board of Directors or a committee of the Board of Directors must be routed through the Office of the Corporate Secretary, which will coordinate review by an appropriate member of the Legal Department unless otherwise determined by the Chairman of the Board or the CEO; provided, however, that this provision shall not preclude the Chief Compliance Officer or the VP – Internal Audit from communicating directly to the Chair of the Audit Committee as deemed necessary.
- 9.3. **Board Approvals.** Any request for approval of the Board of Directors or a committee of the Board of Directors must be reviewed by the [Corporate Secretary](#).

APPENDIX: Referenced Document Links (alphabetical order)

Please note that you must be on the Brink's Network in the office or through VPN to access the Brink's Network Link.

- Delegation of Authority Matrix ([Brink's Network Link](#) / [Google Workspace](#))
- Disclosure Committee Charter ([Brink's Network Link](#) / [Google Workspace](#))
- European Data Protection Policy ([Brink's Network Link](#) / [Google Workspace](#))
- Global Data Protection Policy ([Brink's Network Link](#) / [Google Workspace](#))
- Global Litigation Accrual Policy ([Brink's Network Link](#) / [Google Workspace](#))
- Guidelines for Preparing Board Materials ([Brink's Network Link](#) / [Google Workspace](#))
- Legal Department Organizational Chart ([Brink's Network Link](#) / [Google Workspace](#))
- Legal Review Submission Policy ([Brink's Network Link](#)). If you have issues accessing the Brink's Network, send the review request to email legal.review@brinksinc.com
- Cyber Security Incident Response Plan (CSIRP) – *links coming soon*
- Government Raid Guidelines – *links coming soon*