

## SPANISH NATIONAL SECURITIES EXCHANGE COMMISSION

In accordance with the terms of article 227 of the Restated Text of the Securities Market Act and its implementing regulations, Piolin BidCo, S.A.U. hereby notifies and makes public the following

### RELEVANT INFORMATION

In accordance with the terms of article 17 of Royal Decree 1066/2007, of 27 July, on the regime for takeover bids for securities and Spanish National Securities Exchange Commission Circular 8/2008, of 10 December, Piolin BidCo, S.A.U. ("**Piolin BidCo**"), has, on this date, submitted an application for authorisation of the takeover bid for shares in Parques Reunidos Servicios Centrales, S.A. ("**Parques Reunidos**") (the "**Takeover Bid**") a copy of which is attached to this notification as an annex.

Madrid, 24 May 2019

Piolin BidCo, S.A.U.

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Mr. Antonio Rodríguez de Santos

**APPLICATION FOR THE AUTHORISATION OF THE VOLUNTARY TAKEOVER  
BID LAUNCHED BY PIOLIN BIDCO, S.A.U. FOR ALL THE SHARES  
REPRESENTING THE SHARE CAPITAL OF PARQUES REUNIDOS SERVICIOS  
CENTRALES, S.A.**

This application for authorisation is made public by virtue of the terms of article 17 of Royal Decree 1066/2007, dated 27 July, and refers to a takeover bid which is subject to the mandatory authorisation of the Spanish National Securities Exchange Commission.

The detailed terms and characteristics of the takeover bid will be set out in the explanatory prospectus that will be published once the above-mentioned authorisation has been obtained.

**TO THE SPANISH NATIONAL SECURITIES EXCHANGE COMMISSION**

Piolin BidCo, S.A.U. (the "**Bidder**"), a Spanish public limited company (*sociedad anónima*), with its registered office at Calle Príncipe de Vergara 112, 4º, Madrid, registered in the Commercial Registry of Madrid under volume 39,007, page 50, section 8, sheet M-693128 and with tax identification number (NIF) A-88350269. The Bidder is represented by Mr Antonio Rodríguez de Santos, of legal age, of Spanish nationality, bearer of tax ID number 50822333-S, in his capacity as joint and several director of the Bidder and being specifically authorised by virtue of the decisions adopted by the sole shareholder of the Bidder on 26 April 2019.

**WHEREAS**

**1. DECISION TO LAUNCH THE TAKEOVER BID**

The Bidder, by virtue of decisions adopted by Piolin II S.à r.l. ("**Piolin II**"), sole shareholder of the Bidder, on 26 April 2019, and by its management body, on 26 April 2019, decided to launch a voluntary takeover bid (the "**Takeover Bid**") for all of the shares representing the share capital of Parques Reunidos Servicios Centrales, S.A. ("**PQR**"), in the terms and conditions described in this application and in the attached explanatory Prospectus (the "**Prospectus**").

Moreover, it is stated for the record that the decision to launch the Takeover Bid was adopted, respectively, by:

- (i) the management body of Piolin II, on 26 April 2019;
- (ii) the management body of Piolin I S.à r.l. ("**Piolin I**") on 25 April 2019;
- (iii) the management body of EQT Infrastructure IV Investments, S.à r.l. ("**EQT Infrastructure IV**") on 25 April 2019; and
- (iv) the investment committee of EQT Fund Management S.à r.l. ("**EQT Fund Management**") on 25 April 2019.

## 2. CHARACTERISTICS OF THE TAKEOVER BID

On 26 April 2019 the prior announcement of the Takeover Bid was sent to the Spanish National Securities Exchange Commission (the "CNMV") and published as Relevant Event no. 277448, in accordance with the terms of article 226 of the restated text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October (the "**Securities Market Act**"), of article 16 of Royal Decree 1066/2007, of 27 July, on the regime for Takeover Bids ("**Royal Decree 1066/2007**") and of the First Rule of CNMV Circular 8/2008, of 10 December (the "**Prior Announcement**").

We are hereby confirming the information and characteristics of the Takeover Bid contained in the Prior Announcement and stating for the record that the only variations regarding the information contained therein are the following:

- (i) EQT Fund Management, the entity that controls the Bidder, presented the notification of the concentration operation to the European Commission on 23 May 2019.
- (ii) The notification of the operation resulting from the Takeover Bid under the Hart Scott Rodino Antitrust Improvements Act of 1976 ("**HSR Act**") by EQT Infrastructure IV (no.1) EUR SCSp was received by the Federal Trade Commission (FTC) and the Antitrust Division of the United States Justice Department (DOJ) (the "**Agencies**") on 14 May 2019. Meanwhile, the notification of the operation resulting from the Takeover Bid under the HSR Act by PQR was received by the Agencies on 16 May 2019.
- (iii) The Takeover Bid and the manner in which the investment has been structured can give rise to a concentration operation of Alba Europe S.à r.l. ("**Alba Europe**") and PQR in accordance with the German law on the restriction of competition (*Gesetz gegen Wettbewerbsbeschränkungen* or "**GWB**") in the context of a concentration operation subject to notification pursuant to Council Regulation (EC), No 139/2004 of 20 January 2004, on the control of concentrations between undertakings ("**Regulation 139/2004**") which requires a notification in Germany.

As such, the concentration operation that may arise, under the GWB, was notified by Corporación Financiera Alba, S.A. (sole shareholder of Alba Europe) on 20 May 2019.

Operations subject to mandatory notification under the GWB cannot be executed until they have been authorised by the German Federal Competition Office or until the legally established waiting periods have elapsed. Nevertheless, the German regulations establish an exception in relation to takeover bids which is similar to the one established in article 7.2 of Regulation 139/2004.

- (iv) In accordance with the terms of article 26.1 of Royal Decree 1066/2007, the Takeover Bid is additionally contingent on Corporación Financiera Alba, S.A. obtaining the authorisation by the German Federal Competition Office described in section (iii) above.

### **3. TAKEOVER BID GUARANTEE**

With a view to guaranteeing payment of the consideration offered in accordance with the terms of article 15 of Royal Decree 1066/2007, the Bidder has submitted to the CNMV, together with this application for authorisation, the documentation attesting to the establishment of five guarantees, granted by Morgan Stanley Bank International Limited (for the amount of 252,261,979.20 euros), JP Morgan AG (for the amount of 220,729,231.80 euros), Banco Santander, S.A. (for the amount of 63,065,494.80 euros), BNP Paribas S.A., Sucursal en España (for the amount of 47,299,121.10 euros) and ING Bank NV, Sucursal en España (for the amount of 47,299,121.10 euros). As such, these guarantees secure the entire consideration offered by the Bidder for all the shares at which the Takeover Bid is directed, totalling 630,654,948.

### **4. DOCUMENTATION ATTACHED TO THIS APPLICATION**

For the purposes of article 17.1 of Royal Decree 1066/2007, the following is attached to this document:

- 1) Duly signed copy of the Prospectus.
- 2) Documentation attesting to the decisions to the launch the Takeover Bid.
- 3) Guarantees issued by Morgan Stanley Bank International Limited, JP Morgan AG, Banco Santander, S.A., BNP Paribas S.A., Sucursal en España and ING Bank NV, Sucursal en España.
- 4) Copy of the Contribution Undertakings of Alba Europe and Miles Capital S.à r.l.
- 5) Translation of the Contribution Undertakings of Alba Europe and Miles Capital S.à r.l.
- 6) Audited individual financial statements of EQT Fund Management corresponding to the financial year ending 31 December 2017.
- 7) Translation of the audited individual financial statements of EQT Fund Management S.à r.l. corresponding to the financial year ending 31 December 2017.
- 8) Valuation report issued by Deloitte Financial Advisory, S.L.U.
- 9) Certificate from the Madrid Securities Market on the weighted average price of the shares of PQR.
- 10) Letter of acceptance from Banco Santander, S.A. as the entity responsible for the intermediation and settlement of the Takeover Bid.
- 11) Certificate issued by the Commercial Registry of Madrid regarding the Bidder, attesting to the incorporation and registration of said company and its current by-laws.

- 12) Documentation attesting to the by-laws and extracts (*extrait*), from the Luxembourg Trade and Companies Registry (*Registre de Commerce et des Sociétés*) for Piolin I, Piolin II, EQT Infrastructure IV Investments and EQT Fund Management.
- 13) Translations of the by-laws, as well as the extracts (*extrait*), from the Luxembourg Trade and Companies Registry (*Registre de Commerce et des Sociétés*) for Piolin I, Piolin II and EQT Infrastructure IV Investments.
- 14) Certificate of the unaudited, individual financial information on the Bidder, at 7 May 2019.
- 15) Standard form of the Takeover Bid announcement.
- 16) Documentation attesting to the notification sent to the European Commission.
- 17) Letter on the publication of the Takeover Bid.
- 18) Documentation attesting to the notification sent to the Federal Trade Commission and the Department of Justice of the United States.
- 19) Documentation attesting to the notification sent to the German Federal Cartel Office.

The other documents necessary pursuant to article 20 of Royal Decree 1066/2007 will be presented to the CNMV within seven business days following the date of presentation of this application.

## 5. NOTICES

For the purposes of notices to be received on behalf of the Bidder, please see the following contact details:

**Clifford Chance, S.L.P.U.**

Attn.: Mr Javier Amantegui Lorenzo

Paseo de la Castellana 110

Madrid 28046

Tel: +34 91 590 75 00

Email: [javier.amantegui@cliffordchance.com](mailto:javier.amantegui@cliffordchance.com)

By virtue of the above,

**WE HEREBY REQUEST**

That the Spanish National Securities Exchange Commission deem this document submitted, together with the Takeover Bid Prospectus and other attached documentation, and deem the statements contained herein made, accepting them, and authorise the launch of the Takeover Bid.

Madrid, 24 May 2019.

Piolin BidCo, S.A.U.  
By Proxy

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Mr Antonio Rodríguez de Santos