



Telepizza Group, S.A. ("**Telepizza**" or the "**Company**", and together with its subsidiaries, the "**Telepizza Group**"), in compliance with Article 17 of the Regulation (UE) No 596/2014 on market abuse and Article 227 of the consolidated text of the Securities Market Law, approved by Spanish Royal Legislative Decree 4/2015, on 23 October, reports the following:

RELEVANT INFORMATION

Further to the relevant facts notified on 9 April 2019, 10 April 2019 and 13 May 2019 (registration numbers 276963, 276974 and 278197, respectively), and in the context of the refinancing of the current indebtedness and recapitalization of Telepizza Group, which has been promoted by its main shareholder Tasty Bidco, S.L.U. ("**Tasty Bidco**"), it is reported that, on 12 June 2019, Telepizza Group completed the refinancing of its existing debt through the following transactions:

- (i) The acquisition by the Company of all the shares representing the share capital of Tasty Bondco 1, S.A. ("**Bondco**"). On 3 May 2019, Bondco, a company affiliated with Tasty Bidco, completed the issuance of €335 million 6.25 per cent. senior secured notes due 2026 (the "**Notes**"). The Notes are listed on the Euro MTF Market of the Luxembourg Stock Exchange.
- (ii) The early repayment in full of the outstanding amounts under the senior facilities agreement amounting to EUR 200 million entered into, among others, the Company, Tele Pizza, S.A.U. and certain financial entities on 8 April 2016, out of the proceeds of the Notes. Simultaneously, the guarantees of the senior facilities were released and the Bonds were guaranteed in substantially equivalent economic terms.

As part of the recapitalization of Telepizza Group, the Company's board of directors, on the proposal of Tasty Bidco, submitted to the general shareholders meeting of the Company called to be held on 17 June 2019, under item 5 of the agenda, the distribution of an extraordinary dividend with charge to unrestricted reserves for a maximum amount of EUR 145 million. This amount was subject to downward adjustments depending on the operating cash needs of the Telepizza Group entities and the final amount of the costs and expenses related to the refinancing.

In accordance with the board of directors' resolution dated 13 May 2019, the board of directors, in consultation with Tasty Bidco, has agreed to set the amount of the extraordinary dividend proposed to the general shareholders meeting at EUR 130,936,882.70. Such amount has been determined by adjusting the maximum amount of the dividend as follows: (i) a downward adjustment in an amount equivalent to the estimated operating cash needs of the Telepizza Group companies, which implies that the distribution will be funded exclusively out of the proceeds of the Notes; and (ii) a second downward adjustment as a result of the costs and expenses related to the refinancing exceeding EUR 10 million.

The proposed amount implies a gross distribution of EUR 1.30 per Telepizza share entitled to receive it and which is outstanding on the date on which the payment is made. The extraordinary dividend shall be paid, if applicable, with charge to the Company's share premium reserve. Therefore, the distribution will not be subject to withholding.

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Should the distribution of the dividend be approved by the general shareholders' meeting of the Company, it will be paid on 21 June 2019 in accordance with the following calendar:

Last trading date	18 June 2019
Ex-date	19 June 2019
Record date	20 June 2019
Payment date	21 June 2019

Payment will be made in cash through the participating entities of the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.* (IBERCLEAR) in which the shares of each shareholder are deposited.

Madrid, 14 June 2019

Mr. Javier Gaspar Pardo de Andrade
Secretary of the Board of Directors