

ADVEO GROUP INTERNATIONAL, S.A. (hereafter the "Company"), in accordance with section 228 of the Royal Legislative Decree 4/2015, dated October 23rd approving the Capital Markets Law, proceeds, through this report, to communicate the following,

RELEVANT FACT

As continuation of the Relevant Facts made public recently by the Company, the last one dated on November 13th (number 271499), relating to the refinancing process and the filing of the voluntary insolvency proceeding, it is noted that:

1. Following the Court judgement dated on December 14th, 2018, relating to the declaration of the insolvency proceeding of Adveo Group International, hereinafter AGI, (and its subsidiaries Adveo España S.A., Calipage España S.L.U., Adveo Global Services S.L., Adveo France S.A.S., Adveo Belgium N.V., Adveo Italia S.R.L. and Adveo Digital Systems Portugal Unipessoal Lda.), and the proposal of Judicial Receiver made by the CNMV on December 28th, 2018, the Madrid Commercial Court number 2, has appointed as Judicial Receiver of all the aforesaid companies to the entity FTI & Partners Corporate Recovery Spain S.L.P., which has formally accepted such appointment.
2. AGI has received and accepted a binding offer from investment funds managed by the entity Sandton Capital Partners, Llc (hereinafter Sandton) for the acquisition of certain assets and companies owned by AGI: Adveo France S.A.S., Adveo Italia SpA, Adveo Belgium, NV and Adveo Global Services, S.L., for an amount between 13,3 and 15,5 million euros. The offer does not include the acquisition of the stakes neither in the Spanish, Portuguese and German subsidiaries (Adveo España, S.A.U., Adveo Digital Systems Portugal Ltda., Adveo Deutschland, GmbH), nor in AGI.
3. The transaction included in the offer is subject to (i) the dation in payment to the Banks of the four Adveo Group's properties located at Tres Cantos (Madrid), Logroño (La Rioja), Aduna (Guipúzcoa) and Deinze (Bélgica), with a total book value of 26 million euros and an estimated market value of 40 million euros; (ii) the granting by the lending banks, with whose majority a preliminary agreement has been achieved, of a call option to Sandton on the remaining Financial Debt in force, interests and costs included, once deducted the amount of the aforesaid dation in payment and certain credit priorities in relation with the guarantees package, other than mortgages on the aforesaid properties, in favour of the bridge loan that Sandton will grant, as it is hereinafter explained; (iii) the authorisation of all the elements of the transaction by the Judicial Receiver and/or, when appropriate, the competent Court; (iv) confirmatory due diligence by Sandton during 10 working days since the call option is granted; and (v) the execution of the transaction's documentation, at parties' satisfaction.
4. After such transaction, the remaining Financial Debt, amounting circa 150 million euros, would be transferred to Sandton, which would retain the actions against the companies purchased once the acquisition, as the case may be, is completed.

5. As soon as the financial entities will grant the call option in favour of Sandton and aforesaid credit priorities, Sandton by one side and AGI and its Judicial Receiver (in its quality of intervention), by the other side, will execute a bridge loan agreement through which Sandton will provide immediately AGI with 5,5 million euros. AGI and its Judicial Receiver, by its side, will undertake to continue the legal procedure which would allow the formalisation of the other operations in the transaction. Such bridge loan will allow AGI and its subsidiaries to reinforce its liquidity and its amount will be deducted, at closing of the transaction, from the price of the assets and subsidiaries' acquisition.

Madrid, January 2nd, 2019