PRIOR ANNOUNCEMENT OF THE VOLUNTARY TENDER OFFER LAUNCHED BY TASTY BIDCO, S.L.U. FOR THE ACQUISITION OF THE SHARES OF TELEPIZZA GROUP, S.A.

This prior announcement is released in compliance with Article 16 of Royal Decree 1066/2007 of July 27, on the rules for public tender offers for securities (the "**Royal Decree 1066/2007**") and contains the main characteristics of the voluntary tender offer (the "**Offer**") that Tasty Bidco, S.L.U. (the "**Offering Company**") will launch for 100% of the shares representing the share capital of Telepizza Group, S.A. (the "**Target Company**"), which is subject to the mandatory authorisation by the National Securities Market Commission (*Comisión Nacional del Mercado de Valores* or "**CNMV**").

The specific terms and characteristics of the Offer will be included in the offer prospectus (the "**Prospectus**") which will be published once the aforementioned authorisation is obtained.

1. Offering Company details

The Offering Company is Tasty Bidco, S.L.U., a Spanish limited liability company (*sociedad de responsabilidad limitada*) with registered office at C/ Pradillo 5, bajo exterior derecha, Madrid, bearing Tax Identification Number (NIF) B88208848, and registered in the Commercial Registry of Madrid under Volume (Tomo) 38,249, Page (Folio) 84, Section (Sección) 8, Sheet (Hoja) M-680,586. The shares of the Offering Company are not listed on any stock exchanges.

The Offering Company is indirectly wholly-owned by funds, vehicles and accounts (the "**KKR Funds**") managed or advised by KKR Credit Advisors (US) LLC and its affiliates ("**KCA**"), through a chain of Luxembourg companies headed by Tasty Aggregator, S.à r.l. ("**Tasty Aggregator**"). KCA is an indirect subsidiary of KKR & Co. Inc. ("**KKR & Co.**", and together with its affiliates, "**KKR**"). KKR & Co. is not controlled by any individual nor entity.

Founded in 1976 and led by Henry Kravis and George Roberts, KKR is a leading investment firm with $194.6 billion in assets under management ("**AUM**") as of September 30, 2018. With offices around the world, KKR manages assets through a variety of investment funds and accounts covering multiple asset classes. KKR seeks to create value by bringing operational expertise to its portfolio companies and through active oversight and monitoring of its investments. KKR complements its investment expertise and strengthens interactions with investors through its client relationships and capital markets platforms. KKR & Co. is publicly traded on The New York Stock Exchange (NYSE: KKR).

It is expected that before the date of the settlement of the Offer certain KKR Funds will exit their investment in Tasty Aggregator, while the remaining KKR Funds (the "**Participating KKR Funds**") will roll forward their interests in Tasty Aggregator into a newly incorporated Luxembourg partnership limited by shares ("**Luxco**") that will be controlled by its general partner, a KCA affiliate. Additionally, certain investment entities affiliated with Torreal Sociedad de Capital Riesgo, S.A., the J. Safra Group and Artá Capital SGEIC, S.A. will indirectly co-invest in the Offering Company through Luxco together with the Participating KKR Funds.

A more detailed description of the Offering Company's ownership and control structure will be provided in the Prospectus.

2. Decision to launch the tender offer

The decision to carry out the Offer has been approved by the Offering Company through decisions adopted by the sole shareholder of the Offering Company on 20 December 2018 and by its board of directors on 20 December 2018.

3. Filing of the Offer

In accordance with Article 17.2 of Royal Decree 1066/2007, the Offering Company shall file with the CNMV the application for the authorisation of the Offer, together with the Prospectus and the rest of the documents that must be provided in accordance with the aforementioned Article 17, within one month of the publication of this announcement, that is to say, on 21 January 2019, at the latest. As of this date, it is expected that filing will take place towards the end of the said period.

4. Type of Offer

The Offer is considered a voluntary offer, in accordance with article 13 of Royal Decree 1066/2007 and article 137 of the Securities Market Law.

5. Interest held by the Offering Company in the Target Company

The Offering Company does not directly hold any shares of the Target Company as of the date hereof.

However, the indirect sole shareholder of the Offering Company, Tasty Aggregator, a Luxembourg limited liability company (*société à responsabilité limitée*), with registered offices at 2, rue Edward Steichen, L-2540, Luxembourg, Grand Duchy of Luxembourg, and registered at the Luxembourg Company Register (*Registre de Commerce et des Sociétés)* under RCS number B 206.002, currently holds a direct stake of 28,528,165 shares in the Target Company, representing 28.324% of its share capital.

Additionally, Oregon Public Employees Retirement Fund ("**Oregon**") currently holds a direct stake of 242,697 shares in the Target Company, representing a 0.241% of its share capital. Oregon is a separate account managed by KCA in its capacity as investment manager. All the voting rights attached to the Target Company shares held by Oregon are exercised by KCA.

Pursuant to article 5 of the Royal Decree 1066/2007, shares in the Target Company held by Tasty Aggregator (as Tasty Aggregator is the indirect sole shareholder of the Offering Company) and Oregon (as the voting rights attached to the Target Company shares held by Oregon are exercised by KCA in its capacity as investment manager of the fund) are allocated to the Offering Company. Consequently, for the purposes of the aforementioned article 5, the Offering Company holds 28,770,862 shares, representing 28.565% of its share capital and 29.363% of the voting rights of the Target Company excluding for these purposes the treasury shares of the Target Company in accordance with the publicly available information.

In the 12 months prior to the date of this announcement, Tasty Aggregator has acquired 3,631,666 shares in the Target Company, representing 3.606% of its share capital, and 3.706% of its voting rights excluding for these purposes the treasury shares of the Target Company as per the publicly available information, in accordance with the computation rules of Article 5 of the Royal Decree 1066/2007. The highest price paid by the Offering Company for shares in the Target Company in the 12 months prior to the date of this announcement is EUR 5.9999 per share, which is less than the Offer Price.

Additionally, certain shareholders of the Target Company (the "**Selling Shareholders**") have irrevocably agreed to accept the Offer in relation to 12,834,519 shares of the Target Company representing 12.743% of its share capital on this date (the "**Committed Shares**"), in exchange for a consideration of EUR 6.00 per share paid in cash, pursuant to the irrevocable acceptance undertakings described in Section 11 below.

Additionally, it is hereby stated that, as of the date of this announcement, two of the seven members of the board of directors of the Target Company have been appointed at the request of KCA, and are therefore classified as "proprietary directors", namely: Mr. Mark Brown and Mr. Alejo Vidal-Quadras.

Regarding the Offer and the Target Company, it is hereby stated that the Offering Company is not acting in concert with any other entity or individual and that the acceptance undertakings regarding the Offer included in Section 11 do not constitute concerted action under Article 5 of Royal Decree 1066/2007.

6. Information regarding the Target Company

The Target Company is Telepizza Group, S.A., commercially known as Telepizza, a Spanish company (*sociedad anónima*) with registered office at avenida Isla Graciosa 7, Parque Empresarial La Marina, San Sebastián de los Reyes, 28700, Madrid, holder of Spanish tax identification number (*NIF*) A-84342229, and registered with the Commercial Registry of Madrid under Volume (*Tomo*) 33,445, Page (*Folio*) 36, Sheet (*Hoja*) M-381,118.

The current share capital of the Target Company is EUR 25,180,169.8 divided into 100,720,679 ordinary shares (including 2,737,979 treasury shares as of the date of this announcement), with a nominal value of EUR 0.25 each, all of a single class and series, fully subscribed and paid. The shares of the Target Company are represented in book-entry form, which registration is carried out by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear)*, and its participating entities. The Target Company's shares are listed on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (the "**Spanish Stock Exchanges**") through the Automated Quotation System (*Mercado Continuo*).

The Target Company does not currently have in issue any pre-emptive subscription rights, bonds convertible into shares, securities exchangeable for shares, or any other similar security or financial instrument which might entitle the holder to, directly or indirectly, subscribe for or acquire Target Company's shares.

7. Securities and exchange markets affected by the Offer

This Offer targets all the issued shares into which Target Company's share capital is divided, namely 100,720,679 shares (including 2,737,979 treasury shares), although the Offer excludes the shares held by Tasty Aggregator and Oregon that are allocated to the Offering Company pursuant to the article 5 of the Royal Decree 1066/2007 (i.e. 28,770,862 shares in the Target Company, representing 28.565% of its share capital), which shall be locked up. Consequently, the offer targets a total of 71,949,817 shares in the Target Company (the "**Target Shares**"), representing 71.435% of its share capital (including the Committed Shares, as set out in Section 11 below).

The terms of this Offer are the same for all the Target Shares, including the Offer consideration of EUR 6.00 in cash in exchange for each of Target Company's shares referred to in Section 8 below.

The Offer will be exclusively carried out on the Spanish market, which is the only market where Target Company's shares are publicly listed. The Offer will be open to acceptance by all the shareholders of the Target Company, regardless of their nationality or place of residence.

This announcement and its contents do not constitute the formulation or distribution of the Offer in any jurisdiction or territory other than Spain. Consequently, this announcement and the future Prospectus must not be published, distributed or delivered to any jurisdiction or territory in which the Offer could be considered illegal or where the filing of additional information may be required, and the persons receiving either this announcement or the future Prospectus may not publish, distribute or deliver them to said jurisdictions or territories.

Specifically, this announcement shall not be disclosed or distributed, nor shall this Offer be carried out, directly or indirectly, in the United States of America, or through the use of the postal system or any other interstate or international means of commerce or instruments, or through the mechanisms of the United States' stock exchanges, nor through any other method or means sent or distributed in or to the United States of America. This announcement is not a purchase bid nor does it constitute an offer to purchase or a bid or offer to sell or tender shares in the United States of America.

8. Offer Price

The Offer is structured as a share purchase. The consideration offered by the Offering Company to the holders of the Target Shares is EUR 6.00 in cash (the "**Offer Price**") for each of the Target Shares. Consequently, the maximum total amount to be paid by the Offering Company amounts to EUR 431,698,902.

The Offering Company has sufficient equity and debt commitments to receive the necessary funds to cover the total Offer consideration. The consideration shall be made available fully in cash and will be secured by one or more bank guarantees and/or cash deposits in accordance with the provisions of Article 15 of Royal Decree 1066/2007.

The Offer Price has been determined on the basis that if the Target Company makes, prior to the settlement of the Offer, any distribution of dividends, reserves, premium or any other equivalent form of equity or related shareholding distribution or equity remuneration of any kind to its shareholders (in each case, a "**Distribution**"), the Offer Price shall be reduced by an amount equal to the gross amount per share of such Distribution (other than to the extent that the benefit of such Distribution accrues to the Offering Company after the settlement of the Offer in respect of shares acquired by the Offering Company in connection with the Offer).

The Offer Price implies a premium of approximately:

(i) 33.5% to the 19th December 2018 (the "**Last Unaffected Trading Day**[1]") closing market price of the Target Company's shares (EUR 4.495);

(ii) 38.2% to the volume-weighted average price ("**VWAP**") of the Target Company's shares for the one-month period ended on the Last Unaffected Trading Day (EUR 4.3403);

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[1] The day before the publication of the "significant event" notice (register number 273023) announcing the precautionary suspension of the trading of the Target Company shares in the Spanish Stock Exchanges through the Automated Quotation System (*Sistema de Interconexión Bursátil)*, while relevant information was being disclosed and the transaction rumours were spread in the media.

(iii) 31.2% to the VWAP of the Target Company's shares for the three-month period ended on the Last Unaffected Trading Day (EUR 4.5718);

(iv) 18.5% to the VWAP of the Target Company's shares for the six-month period ended on the Last Unaffected Trading Day (EUR 5.0618); and

(v) 13.7% to the VWAP of the Target Company's shares for the twelve-month period ended on the Last Unaffected Trading Day (EUR 5.2783).

Even though the Offer is a voluntary offer, the Offering Company considers that the offered consideration qualifies as an "equitable price" (*precio equitativo*) for the purposes of the provisions of Article 9 of Royal Decree 1066/2007, given that, (i) such consideration is the highest price paid for or agreed on by the Offering Company or any of its group companies for these securities during the 12 months prior to the announcement of the Offer, (ii) it is equal to the consideration agreed on by the Offering Company and certain Target Company shareholders in the acceptance undertakings described under Section 11, (iii) no compensation additional to the agreed consideration exists, (iv) no payment deferral has been agreed and (v) none of the circumstances set out in Article 9 of Royal Decree 1066/2007 which may cause the modification of the equitable price have arisen. Notwithstanding the above, it is expressly stated that the treatment as "equitable price" for the offered consideration is subject to confirmation by the CNMV. It will not be mandatory to launch a compulsory public tender offer, pursuant to the provision of section f) of article 8 of Royal Decree 1066/2007, if one of the following occurs:

(i) that the Offer is accepted by shareholders representing at least 50% of the voting rights to which the Offer is targeted, excluding from the calculation those voting rights already owned by the Offering Company or allocated to the latter pursuant to article 5 of the Royal Decree 1066/2007, and the voting rights attached to the Committed Shares; or

(ii) that the Offer Price is considered to be an "equitable price" (*precio equitativo*) according to the CNMV's criteria, as set out in article 9 of Royal Decree 1066/2007.

9. Conditions of the Offer

In accordance with the provisions of Article 13 of Royal Decree 1066/2007, the Offer is subject to the following conditions (the "**Offer Conditions**"):

(i) that the Offer is irrevocably accepted by shareholders holding, in aggregate, more than 90% of the Target Shares;

(ii) that the Target Company ends all business activities and dealings in Iran and with Iranian counterparties. Such activities do not have a significant weight in the Target Company's business. The Prospectus will explain how this condition is expected to be satisfied, which will need to be verified before the end of the Offer acceptance period; and

(iii) additionally, and in accordance with Article 26 of Royal Decree 1066/2007, that the Offer obtains all mandatory antitrust authorisations described in greater detail in the following Section 10.

The Offering Company may waive the Offer Conditions in the terms that will be detailed in the Prospectus.

10. Antitrust filings and authorisations required by other supervisory bodies

The Offering Company considers that the Offer is subject to authorisation by the European Commission pursuant to Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings ("**Regulation 139/2004**") and the Chilean National Economic Prosecutor's Office (*Fiscalía Nacional Económica*) pursuant to Decreto Ley No 211 ("**DL 211**").

Article 7(1) of Regulation 139/2004 sets forth that a concentration subject to notification to the European Commission shall not be implemented either before its notification or until it has been authorised. Nonetheless, Article 7(2) of Regulation 139/2004 provides for an exception to such suspension rule to allow for the implementation of a public bid or of a series of transactions in securities, by which control within the meaning of Article 3 of Regulation 139/2004 is acquired from various sellers, provided that (i) the concentration is notified to the European Commission without delay; and (ii) the acquirer does not exercise the voting rights attached to the securities in question until authorisation is obtained, or does so only to maintain the full value of its investments based on a derogation granted by the European Commission upon reasoned request.

The procedure to request an authorisation with the European Commission, including the pre-notification, will begin as soon as practicable from the publication of this announcement.

Article 49 of DL 211 sets forth that a concentration subject to notification to the *Fiscalía Nacional Económica* shall not be implemented before its notification and until it has been authorised. There is no derogation for public tender offers and the cited stand still provision also applies to public tender offers for the shares of foreign listed companies (as is the case).

The Offering Company believes that no other authorisation from an antitrust or any other supervising authority is required (except for the authorisation of the Offer by the CNMV).

11. Agreements related to the Offer

As indicated in Sections 5 and 7 above, on 20 December 2018, the Offering Company, as bidder, and certain shareholders of Target Company, as Selling Shareholders, acting on their own behalf or on behalf of certain funds, sub-funds, vehicles, accounts or portfolios managed or advised by them, entered into irrevocable undertakings by virtue of which the Offering Company agreed to launch the Offer and acquire, directly or indirectly, within the framework of the Offer, the Committed Shares at a price of EUR 6.00 per share fully paid in cash. In turn, the Selling Shareholders irrevocably undertook to accept the Offer in the terms and conditions set out in this announcement, in respect of the Committed Shares, within the first five trading days (*días hábiles bursátiles*) of the acceptance period of the Offer.

The Selling Shareholders as well as the number of Committed Shares owned by each of them or through funds, sub-funds, vehicles, accounts or portfolios managed or advised by them and the percentage in relation to the Target Company's total share capital are as follows:

Shareholder	Number of Committed Shares directly or indirectly held	% of the share capital of Target Company
Santander Asset Management, S.A., SGIIC[2]	5,302,432	5.264%
Alliance Bernstein L.P.[3]	3,236,867	3.214%
Formuepleje A/S[4]	1,978,705	1.965%
Axxion S.A.[5]	2,316,515	2.300%
TOTAL	12,834,519	12.743%

The main terms and conditions of the undertakings with the Selling Shareholders are as follows:

(i) The Offering Company agreed to launch the Offer on the terms included in this announcement.

(ii) The Selling Shareholders have irrevocably undertaken to accept the Offer in relation to the Committed Shares. This undertaking shall only be extinguished if (i) the Offering Company decides to refrain from launching the Offer; or (ii) the Offering Company decides to withdraw the Offer because the conditions precedent are not fulfilled; or (iii) the CNMV does not authorise the Offer. In the case of the Committed Shares tendered by Alliance Bernstein L.P. and Formuepleje A/S, this undertaking will subsist even in the event that any third party launches a competing offer. In the case of the remaining Committed Shares, this undertaking would not apply if there is a competing offer not matched by the Offering Company (as agreed with Santander Asset Management, S.A., SGIIC) or if there is a competing offer with a consideration exceeding in at least 10% the Offer Price not matched by the Offering Company (as agreed with Axxion S.A.).

(iii) The Selling Shareholders will exercise their voting rights related to the Committed Shares for the purposes of allowing and assisting the implementation of the Offer and any transactions related to the Offer, and to vote against resolutions which are out of the ordinary course of business of the Company, including but not limited to, (i) the issue of any kind of securities (either equity, hybrid or debt securities); (ii) raising corporate financing; (iii) any kind of M&A transaction or corporate restructuring; (iv) any payment of dividends (including interim dividends (*dividendos a cuenta*)); and (v) any amendment of the articles of association.

Save for the undertakings referred to in this Section, there is no agreement relating to the Offer amongst the Offering Company or the companies of its group, on the one hand, and Target Company's shareholders or the members of the Target Company's Board of Directors, management or control bodies, on the other hand, and no specific advantages have been reserved for the members of the Board of Directors, management or control bodies of the Target Company.

12. Measures regarding listing

In the event that the requirements provided under article 136 of the Securities Market Law and article 47 of the Royal Decree 1066/2007 are met, the Offering Company intends to exercise the squeeze-out right at the Offer Price (even though, in such case, such price will be adjusted downwards in the amount of any Distribution made between the settlement of the Offer and the date of execution of the squeeze-out).

[2] The Committed Shares are held through certain investment funds managed by the Selling Shareholder.
[3] The Committed Shares are held through certain funds and accounts managed by the Selling Shareholder.
[4] The Committed Shares are held through suf-funds of the Selling Shareholder.
[5] The Committed Shares are held through various portfolios of the Selling Shareholder.

The execution of the squeeze-out transaction resulting from the aforementioned right will entail, pursuant to articles 47 and 48 of Royal Decree 1066/2007 and related provisions, the delisting of the shares of the Target Company from the Spanish Stock Exchanges. Such delisting will be effective on the date on which the squeeze-out transaction is settled.

In the event that the Offering Company waives the Offer Condition (i) set out in section 9, and the squeeze-out thresholds are not met, the Offering Company intends to pursue the delisting of the shares of the Target Company from the Spanish Stock Exchanges, in accordance with the delisting offer exemption foreseen in article 11.d) of Royal Decree 1066/2007, and for such purposes it will provide a valuation report executed by an independent expert to justify the consideration offered in this Offer in accordance with article 10 of Royal Decree 1066/2007.

13. Other information

The Offering Company considers that there is no information, which would be necessary for a proper understanding of the announced Offer, other than the information contained in this announcement.

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In accordance with article 30.6 of Royal Decree 1362/2007 of October 19, from the date of this announcement, those shareholders of the Target Company that acquire securities carrying voting rights must notify the acquisition to the CNMV if the percentage of voting rights held by them reaches or exceeds 1%. Likewise, shareholders already holding 3% of the voting rights will be required to notify any transaction that involves a change in shareholding.

In accordance with paragraph 2.b) of the fifth rule of Circular 1/2007 of April 26, of the CNMV, as of the date of this announcement, the operation of the liquidity agreement of the Target Company shall be suspended, if such agreement exists.

Madrid, 21 December 2018.

Tasty Bidco, S.L.U.

By

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Mr. Antonio Santiago Pérez