

Parques Reunidos Servicios Centrales, S.A. ("**PQR**" or the "**Company**"), in accordance with the provisions established in Article 17 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and in Article 226 of the restated Spanish Securities Market Act approved by Royal Legislative Decree 4/2015, dated 23 October, hereby announces the following:

RELEVANT FACT

Pursuant to the relevant fact published on 27 September 2019 (registration number 282083), with respect to the purchase order for the acquisition of PQR shares (the "**Purchase Order**") made by Piolin BidCo, S.A.U. (a company wholly owned by Piolin II S.à r.l. which is, in turn, controlled indirectly by EQT Fund Management S.à r.l., an entity incorporated to facilitate the investment in PQR by certain entities comprising an investment fund known as EQT Infrastructure IV Fund, and which is managed by EQT Fund Management S.à r.l.), and the relevant fact published on 29 October 2019 (registration number 282978), with respect to the approval of the delisting of shares in the Company by its general meeting of shareholders, it is hereby announced that:

- (1) On the date hereof the corresponding application has been submitted to the Spanish National Securities Exchange Commission to have all the shares representing the share capital of PQR delisted from the Madrid, Barcelona, Valencia and Bilbao Stock Exchanges and, consequently, from Spain's Electronic Securities Trading System, by applying the exception for delisting takeover bids established in Article 11.d) of Royal Decree 1066/2007. A copy of such application is attached hereto.
- (2) It is envisaged that the Purchase Order will expire on 2 December 2019, upon market closure, having requested the Spanish National Securities Exchange Commission to suspend the listing of the Company's shares at such time until their definitive delisting.

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Madrid, 25 November 2019

PARQUES REUNIDOS SERVICIOS CENTRALES, S.A.

**APPLICATION FOR THE DELISTING OF SHARES REPRESENTING THE
ENTIRE SHARE CAPITAL OF PARQUES REUNIDOS SERVICIOS CENTRALES,
S.A. FROM THE MADRID, BARCELONA, BILBAO AND VALENCIA STOCK
EXCHANGES**

This delisting application is made in accordance with the provisions of Article 82 of the restated text of the Spanish Securities Market Act ("LMV"), approved by Royal Legislative Decree 4/2015, dated 23 October, and Article 11.d) of Royal Decree 1066/2007, dated 27 July, on the regime governing public takeover bids ("Royal Decree 1066/2007").

Parques Reunidos Servicios Centrales, S.A. ("**PQR**" or the "**Company**"), a Spanish company with its registered address at Paseo de la Castellana 216, 28046, Madrid, entered at the Madrid Commercial Registry and bearer of tax identification number (N.I.F.) A-84885441 and LEI code 959800NX3KDU67TW0121, duly represented by Mr José Díaz Gómez, in his capacity as CEO of the Company holding special powers of attorney by virtue of the resolutions adopted by the General Meeting of Shareholders of PQR held on 29 October 2019, a certificate of which is attached hereto as **Annex 1**,

DECLARES

1. That on 24 May 2019, Piolin BidCo, S.A.U. ("**Piolin BidCo**"), a company wholly owned by Piolin II S.à r.l. ("**Piolin II**") which, in turn, is controlled indirectly by EQT Fund Management S.à r.l. ("**EQT Fund Management**"), an entity incorporated to facilitate the investment in PQR by certain entities comprising an investment fund known as EQT Infrastructure IV Fund, and which is managed by EQT Fund Management, filed an application to obtain authorisation for a voluntary public takeover bid (the "**Takeover Bid**") which, at the time of its authorisation, effectively targeted a total of 37,898,065 PQR shares, representing 46.94% of the share capital of PQR, at a price of 13.753 euros per share, excluding 42,843,979 PQR shares, representing 53.06% of the share capital, which were owned by Alba Europe S.à r.l. ("**Alba Europe**"), a company directly controlled by Corporación Financiera Alba, S.A., by Miles Capital S.à r.l. ("**Miles Capital**"), a company indirectly controlled by Groupe Bruxelles Lambert S.A., and by Piolin BidCo itself after its acquisition outside the Takeover Bid, which were frozen.
2. The initial consideration was established at 14 euros, but was adjusted, rounding up the third decimal of the price, by the gross amount of the dividend of 0.2477 euros gross per PQR share, which was approved by the Ordinary General Meeting of Shareholders of the Target Company held on 28 March 2019 and paid on 17 July 2019.
3. The prospectus corresponding to the Takeover Bid, authorised by the Spanish National Securities Exchange Commission on 24 July 2019, included in chapter 4, section 4.10, a statement by Piolin BidCo reflecting its intention to seek the delisting of the

Company's shares, by applying the exception for delisting takeover bids established in Article 11.d) of Royal Decree 1066/2007.

In this regard, such section established literally the following:

"The Bidder intends to delist the PQR shares from the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia, availing of the exception applicable to takeover bids set out in Article 11 d) of Royal Decree 1066/2007.

Following the settlement of the Takeover Bid, the Bidder will suggest that an Extraordinary General Meeting of the Target Company be held in order for the Meeting to resolve to have the PQR shares delisted. Once such Extraordinary General Meeting of PQR Shareholders has been held, the Bidder will arrange for the PQR shares to be sold by means of an open buy order for all the shares in circulation for a minimum term of one month.

The PQR shares will be delisted as soon as possible after the PQR General Meeting has resolved to have them delisted, the CNMV has granted authorisation and, in any case, no later than six months after the Takeover Bid has been settled. The price of said buy order will be equivalent to the initial price of the Takeover Bid, following the price adjustment initially agreed as a result of the payment of the dividend resolved by the Meeting held on 28 March, that is, 13.753 euros per share. The consideration will be decreased by the gross amount per share of any distributions carried out between the date the Takeover Bid is settled and the date on which each buy order is executed.

The valuation report issued by Deloitte justifying the price of the Takeover Bid in accordance with Article 10, sections 5 and 6 of Royal Decree 1066/2007 for the purposes of Articles 9 and 11 d) of Royal Decree 1066/2007, is described in section 2.2.3 of the Prospectus and is attached to this Prospectus as Annex 14."

4. On 12 September 2019, the Spanish National Securities Exchange Commission notified that the Takeover Bid had been accepted by a total of 21,491,300 PQR shares, representing 56.71% of the shares targeted by the Takeover Bid and 26.62% of its share capital. The Takeover Bid was settled on 17 September 2019 at a price of 13.753 euros per share.
5. Once the outcome of the Takeover Bid had been published and immediately before settlement thereof, on 16 September 2019, Alba Europe and Miles Capital contributed their PQR shares to Piolin II in the terms established in the prospectus. Subsequently, on this same date, Piolin II contributed such shares to Piolin BidCo.
6. Given that, as indicated in section 4.11 of the prospectus, it was not possible to exercise the squeeze-out right, Piolin BidCo decided to seek the delisting of all the Company's shares from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (and,

consequently, from the Computer-Assisted Trading System (Continuous Market)), in the terms established in the Takeover Bid prospectus.

7. In accordance with the provisions of Article 11.d) of Royal Decree 1066/2007, Piolin BidCo has facilitated the sale by the remaining shareholders of PQR of all their shares in PQR by means of a purchase order (the "**Purchase Order**"), announced by means of relevant fact published on 27 September 2019 (registration number 282083), thereby complying with the provisions of such Article 11.d):

(i) The Purchase Order commenced on 30 September 2019 and remains in force on the date hereof.

Accordingly, the Purchase Order has been in force for more than a month within the six-month period after termination of the Takeover Bid, as is required under Article 11.d) of Royal Decree 1066/2007.

(ii) The Purchase Order was made at a price of 13.753 euros per share, that is, at the same price as in the Takeover Bid, which was duly confirmed in compliance with sections 5 and 6 of Article 10 of the above-mentioned Royal Decree 1066/2007 by means of a valuation report issued by Deloitte Financial Advisory, S.L.U. which was attached as annex 14 to the Takeover Bid prospectus.

8. On the date of this application, Piolin BidCo is owner of 69,845,494 PQR shares representing approximately 86.5% of its share capital, broken down as follows:

(i) 7,148,717 shares, representing 8.85% of PQR's share capital, by virtue of the acquisitions made prior to the authorisation of the Takeover Bid, as indicated in the prospectus.

(ii) 35,695,262 shares, representing 44.21% of PQR's share capital, by virtue of the contribution made by Piolin II, after the prior contribution of such shares to this latter company by Alba Europe and Miles Capital, with both contributions being carried out on 16 September 2019.

(iii) 21,491,300 shares, representing 26.62% of PQR's share capital, were acquired by Piolin BidCo, on 17 September 2019, pursuant to the settlement of the Takeover Bid.

(iv) 5,452,803 shares, representing 6.75% of PQR's share capital, were acquired by Piolin BidCo on the market, outside the Takeover Bid, during the period between the authorisation of the Takeover Bid and 19 September 2019.

(v) 57,412 shares, representing 0.07% of PQR's share capital, were acquired by Piolin BidCo in the context of the Purchase Order during the period between 30

September and 25 November 2019, both inclusive. These shares were acquired at a price of 13.753 euros per share.

9. The Company does not hold any shares as treasury stock. The 13,064 shares which PQR held as treasury stock on the date the prospectus was authorised were handed over to Mr Dag Erik Johan Svanstrom in the context of the sole and exceptional incentive linked to the acceptance of his post as director which PQR granted to him in the context of the listing of the shares.
10. The Extraordinary General Meeting of Shareholders of PQR, called on 27 September 2019 by means of an announcement published on the PQR website, on the Spanish National Securities Exchange Commission's website (by means of relevant fact with registration number 282054) and in the newspaper Cinco Días, and validly held on 29 October 2019 (as was announced by relevant fact on the same date with registration number 282978), resolved to approve the proposal for the delisting of all the shares representing 100% of the Company's share capital from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, in accordance with the provisions established in Article 82 of the LMV and Article 11 of Royal Decree 1066/2007, included as the first item on the agenda of such Meeting, with a sufficient majority, as indicated below and in the certificate corresponding to the relevant resolution which is attached hereto as **Annex 1**:

	Votes	% of the Meeting quorum	% of the total voting rights
In favour	69,789,989	99.997	86.436
Against	1,553	0.002	0.00192
Abstentions	0	0	0
Blank	600	0.001	0.000743
Total	69,792,142	100	86.438

11. In light of the foregoing, all the established prerequisites to apply for the Company's shares to be delisted are met, in accordance with the exception for delisting takeover bids established in Article 11.d) of Royal Decree 1066/2007.
12. Moreover, it is stated for the record that:
 - (i) neither PQR nor any of the companies in its group have acquired or have resolved to acquire own shares since the date of the Takeover Bid prospectus until the date of the application for delisting, and its directors have not performed operations in this period (except for those directors who sold their shares in the context of the Takeover Bid); and
 - (ii) the only operations of EQT Fund Management, Alba Europe, Miles Capital, the companies in their respective groups and the directors of said companies are those described in the Takeover Bid prospectus and in this application.
13. According to the registry of significant stakes of the Spanish National Securities Exchange Commission , on 10 October 2019, the shareholder Elliott Capital Advisors, L.P. acquired 12.793% of the share capital of PQR and has not modified its stake up to the date of this application. Neither Piolin BidCo, EQT Fund Management, Alba Europe, Miles Capital nor the companies of their respective groups have entered into any kind of agreement in relation to this shareholder.
14. It is stated for the record that in compliance with the terms of the prospectus, it is envisaged that the Purchase Order will end on 2 December 2019.
15. Finally, once the Purchase Order ends, PQR will publish a relevant fact informing of the results of said order and of Piolin BidCo's stake in PQR after the same.

By virtue of the above,

I REQUEST

One.- The delisting of the shares representing the entire share capital of PQR from the Stock Exchanges of Madrid, Barcelona, Valencia and Bilbao and, therefore, from Computer-Assisted Trading System , in accordance with the exception for delisting takeover bids envisaged in Article 11.d) of Royal Decree 1066/2007, as the requirements established in this regard are met.

Segundo.- The suspension of the trading of PQR shares effective as of market closing on the day the Purchase Order ends, scheduled for 2 December 2019.

We ask that any communication in relation to this de-listing be sent to the attention of Ms Cristina Carro Werner, non-director Secretary of the Board of Directors of PQR, preferably via email (for which an acknowledgement of receipt will be sent for the record) to the email addresses supplied to this Commission, indicating the following registered office if necessary: Parques Reunidos Servicios Centrales, S.A. Paseo de la Castellana 216, 28046, Madrid.

Madrid, 25 November 2019

On behalf of Parques Reunidos Servicios Centrales, S.A.

Mr José Díaz Gómez