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Parques Reunidos Servicios Centrales, S.A.U. (“**Parques Reunidos**” or the “**Company**”), according to the Informative Prospectus approved by the Spanish National Securities Market Commission on 20 April 2016 in relation to the subscription and sale offering and subsequent admission to trading of the Company’s shares (the “**Prospectus**”) and pursuant to article 228 of the consolidated text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, hereby informs of the following:

MATERIAL FACT

Today, after the end of the book-building period of Parques Reunidos’ shares, which was addressed to qualified investors, (the “**Offer**”), Parques Reunidos and Centaur Luxco S.à r.l. (the “**Selling Shareholder**”) together with Morgan Stanley & Co. International plc and Deutsche Bank AG, London Branch (the “**Joint Global Coordinators**”) have agreed an Offer price of €15.50 per share (the “**Offer Price**”). The Offer Price is within the indicative offer price range included in the Prospectus and determines an initial market capitalization of Parques Reunidos of approximately €1,250 million.

In view of the above, the terms of the Offer have been set up as follows:

- (a) **Subscription Offer:** An amount of approximately €25 million by issuing 33,870,968 new ordinary shares of the Company with the same economic and political rights as the existing shares of Parques Reunidos (the “**New Offer Shares**”). The execution of the corresponding capital increase notarial deed is expected to take place tomorrow, 28 April of 2016.
- (b) **Sale Offer:** An amount of approximately €75 million through the allocation of 4,850,000 existing shares held by the Selling Shareholder (the “**Existing Offer Shares**” and, together with the New Offer Shares, the “**Offer Shares**”).

Accordingly, today Parques Reunidos and the Selling Shareholder entered into an underwriting agreement with the Joint Global Coordinators, Barclays Bank PLC, BNP PARIBAS, Banco Santander, S.A, Banco Bilbao Vizcaya Argentaria, S.A., Banca IMI S.p.A. and CaixaBank, S.A. (the “**Underwriters**”).

The number of shares comprised in the Offer may be increased up to a maximum of 5,808,145 additional shares (representing 15% of the number of the Offer shares) in case that Morgan Stanley & Co. International plc, or any of its agents, as Stabilizing Manager (the “**Stabilizing Manager**”), acting on behalf of the Underwriters, exercise the option to purchase any such shares granted by the Selling Shareholder (the “**Over-allotment Option**”).

From the date of admission to trading of the Company’s shares on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, expected to take place on 29 April 2016 and during the following 30 calendar days, the Stabilizing Manager, acting on behalf of the Underwriters, may carry out stabilization transactions in accordance with the provisions of the Commission

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Regulation (EC) No. 2273/2003, of 22 December, as regards exemption for buy-back programs and stabilization of financial instruments. Those stabilization transactions will be aimed to support the market price of Parques Reunidos' shares. However, there can be no assurance that these activities will take place and may be interrupted, if they had been initiated, at any moment.

In this regard, the Stabilizing Manager, in its own name and on behalf of the Underwriters, has entered into a stock loan agreement with the Selling Shareholder for the total amount of the number of shares of Parques Reunidos comprised in the Over-allotment Option, for the purpose, where appropriate, of effecting over-allotments in the Offer. The stock loan agreement may be settled by means of the exercise of the Over-allotment option granted by the Selling Shareholder.

In Madrid, on 27 April 2016

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The issue or sale of securities in the offering are subject to specific legal or regulatory restrictions in certain jurisdictions. **The Company assumes no responsibility in the event there is a violation by any person of such restrictions.**

This communication is directed only at (i) persons who are outside the United Kingdom or (ii) in the United Kingdom, persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), or who are high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as "**relevant persons**"). Any investment or investment activity to which this communication relates will only be available to and will only be engaged in with, relevant persons. Any person who is not a relevant person must not act or rely on this document or any of its contents.

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implementing measures in any member state, the Prospectus Directive) only to those persons who are qualified investors for the purposes of the Prospectus Directive in such member state, and such other persons as this document may be addressed on legal grounds, and no person that is not a relevant person or qualified investor may act or rely on this document or any of its contents.

This communication is an advertisement for the purposes of Article 15 of Prospectus Directive 2003/71/EC and Article 28 of Spanish Royal Decree 1310/2005 of 4 November (Real Decreto 1310/2005 de 4 de noviembre). Investors should not purchase (or subscribe for) any shares referred to in this announcement except on the basis of information in the prospectus approved by the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) (“CNMV”) on 20 April 2016 and available to investors on the website of the CNMV (www.cnmv.es) and on the Company’s website (www.parquesreunidos.com), as finalized and completed by this pricing announcement.

Morgan Stanley & Co. International plc and Deutsche Bank AG, London Branch (the “**Joint Global Coordinators**”), Barclays Bank PLC, BNP PARIBAS, Banco Santander, S.A, Banco Bilbao Vizcaya Argentaria, S.A., Banca IMI S.p.A. and CaixaBank, S.A. (together with the Joint Global Coordinators, the “**Underwriters**”), and their respective affiliates, are acting exclusively for the Company and/or the Selling Shareholder, as applicable, and no-one else in connection with the anticipated Offering. They will not regard any other person as their respective clients in relation to the anticipated Offering and will not be responsible to anyone other than the Company and the Selling Shareholder, as applicable, for providing the protections afforded to their respective clients, nor for providing advice in relation to the anticipated Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the anticipated Offering, each Underwriter and any of its respective affiliates, may take up a portion of the Shares as a principal position and in that capacity may retain, sell, offer to sell, purchase or otherwise deal for its or their own account(s) such Shares and any securities of the Company or related investments and may offer or sell such securities or other investments in connection with the Offering or otherwise. Accordingly, references in this announcement, any prospectus to the Shares being issued, offered, subscribed, acquired, placed or otherwise dealt with should be read as including any issue, offering, subscription, acquisition, placement of or dealing in such Shares by or to the Underwriters and any relevant affiliate acting in such capacity. In addition, certain of the Underwriters or their affiliates may enter into financing arrangements and swaps in connection with which they or their affiliates may from time to time acquire, hold or dispose of Shares. The Underwriters do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the Underwriters or any of their respective affiliates or any of its or their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any

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information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

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Este anuncio no constituye una oferta de venta ni una solicitud de una oferta de compra o suscripción de valores de la Sociedad en ninguna jurisdicción en la que dicha oferta, venta o suscripción fuese ilegal o no estuviese de otra forma permitida, y el anuncio y la información aquí reflejada no pueden distribuirse ni divulgarse en todo o en parte, directa o indirectamente, en tales jurisdicciones. Los valores a los que se hace referencia en este anuncio no han sido registrados ni serán registrados con arreglo a la Ley de Valores de los Estados Unidos de América de 1933 (US Securities Act of 1933) (la “**Ley de Valores**”), y no pueden ofrecerse ni venderse en Estados Unidos si no se ha realizado dicho registro o si no se hace de acuerdo con una exención de registro con arreglo a la Ley de Valores, salvo si la operación no está sujeta a tales requisitos de registro. La Sociedad no tiene la intención de registrar en Estados Unidos ningún valor al que se haga alusión en este anuncio, ni de realizar una oferta pública de valores en Estados Unidos.

La emisión y venta de valores en la oferta está sujeta a restricciones legales y regulatorias en determinadas jurisdicciones. **La Sociedad no asume ninguna responsabilidad en el caso de que cualquier persona vulnere dichas restricciones.**

Esta comunicación se dirige exclusivamente (i) a personas que se encuentren fuera del Reino Unido y (ii) dentro del Reino Unido, a personas que tengan experiencia profesional en asuntos relativos a inversiones que se hallen incluidas en la definición de “**inversores profesionales**” según el artículo 19 (5) de la Orden de 2005 de la Ley de Mercados y Servicios Financieros de 2000 (promoción financiera) (la “**Orden**”); o entidades con alto patrimonio neto, u otras personas a quien legalmente se le pueda comunicar, según lo contemplado en el artículo 49(2)(a) a (d) de la Orden (todas ellas, conjuntamente, las “**personas relevantes**”). Cualquier inversión o actividad de inversión que se relacione con esta comunicación sólo estará disponible para y sólo se podrá realizar con las personas relevantes. Las personas que no sean personas relevantes no deberían llevar a cabo ninguna actividad sobre la base de este anuncio ni realizar ninguna actuación en función de este anuncio ni basarse en él.

Esta comunicación será distribuida en cualquier Estado miembro del Espacio Económico Europeo que aplique la Directiva 2003/71/CE (Esta Directiva, tal y como ha sido modificada y junto con cualesquiera medidas de implementación en cualquier Estado miembro, la “**Directiva de Folletos**”) únicamente a aquellos inversores que sean inversores cualificados a los efectos de la Directiva de Folletos en ese Estado miembro, y a aquellas otras personas a

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Esta comunicación es un anuncio a los efectos del artículo 15 de la Directiva 2003/71/CE de Folletos y del artículo 28 del Real Decreto 1310/2005, de 4 de noviembre. Los inversores no deberán comprar (o suscribir) ninguna de las acciones mencionadas en este anuncio excepto sobre la base del folleto informativo aprobado por la Comisión Nacional del Mercado de Valores con fecha 20 abril de 2016 y disponible en la página web de la CNMV (www.cnmv.es) y de la Sociedad (www.parquesreunidos.com), tal y como ha sido finalizado y completado por este anuncio del precio de la oferta.

Morgan Stanley & Co. International plc y Deutsche Bank AG, London Branch (las “**Entidades Coordinadoras Globales**”), Barclays Bank PLC, BNP PARIBAS, Banco Santander, S.A, Banco Bilbao Vizcaya Argentaria, S.A., Banca IMI S.p.A. y CaixaBank, S.A. (las “**Entidades Aseguradoras**”) y sus respectivas filiales intervienen exclusivamente a favor de la Sociedad y/o el Accionista Vendedor, según el caso, y de nadie más en relación con la Oferta. Ninguna de las anteriores entidades considerará a ninguna otra persona como sus respectivos clientes en relación con la Oferta prevista, y no serán responsables frente a otras personas distintas de la Sociedad y el Accionista Vendedor, según el caso, en lo que respecta a la protección de sus respectivos clientes, o a la provisión de asesoramiento en relación con la Oferta prevista, el contenido de este anuncio o cualquier operación, acuerdo u otro asunto al que se haga alusión en este anuncio.

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