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Compañía de Distribución Integral Logista Holdings, S.A. (“**Logista Holdings**” or the “**Company**”), in accordance with section 6.5 of the securities note of the prospectus relating to the offer and the admission to trading of the shares of the Company and article 9.3 of Regulation (EC) No 2273/2003 of the Commission of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments (“**Regulation 2273/2003**”), hereby notifies the following

#### **RELEVANT FACT**

Following the publication of a relevant fact by the Company on 10 July 2014 with registry number 208354, Credit Suisse Securities (Europe) Limited, in its capacity as stabilising agent, has informed the Company today of the exercise of the over-allotment option granted by Altadis, S.A.U. (the “**Offeror**”) over 3,620,454 shares (equivalent to 10% of the shares of the initial Offer).

According to the Underwriting Agreement executed on 10 July 2014, the agreed price for the shares subject to the over-allotment option corresponds to the price of the Offer, that is, 13.00 euros per share.

Upon the exercise of the over-allotment option, it is hereby notified that the stabilisation period described in section 6.5 of the share securities note of the Offer prospectus ends today. In this regard, as required by article 9.3 of Regulation 2273/2003, and according to the information received from Credit Suisse Securities (Europe) Limited, stabilisation agent in the Offer, it is hereby communicated that no stabilisation transactions over Logista Holdings’ shares have been undertaken since admission to trading of the Company’s shares on the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia on 14 July 2014.

All of the above is notified as a relevant fact for all relevant purposes in Madrid, on 23 July 2014.

**Compañía de Distribución Integral Logista Holdings, S.A.**

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### **Important notices**

This announcement is not for release, distribution or publication, whether directly or indirectly and whether in whole or in part, into or in the United States, Canada or Japan or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

This announcement is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy any securities of Compañía de Distribución Integral Logista Holdings, S.A. (the "Company", and such securities, the "Securities") in the United States, Canada or Japan or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction.

The Securities are not and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and will also not be registered with any authority competent with respect to securities in any state or other jurisdiction of the United States. The Securities may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the U.S. Securities Act. There will be no public offering of Securities in the United States. Any Securities sold in the United States will be sold only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act).

In the United Kingdom, this announcement and any other materials in relation to the Securities described herein are only being distributed to, and are only directed at, and any investment or investment activity to which this announcement relates are available only to, and will be engaged in only with, "qualified investors" (as defined in section 86(7) of the Financial Services and Markets Act 2000) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). Persons who are not relevant persons should not take any action on the basis of this announcement and should not act or rely on it.

In Australia this announcement is for distribution only to professional or sophisticated investors (i.e. those persons to whom offers can be made without a disclosure document, in accordance with sections 708(8) and (11) of the Corporations Act 2001 (Cth)) who are "wholesale clients" within the meaning of section 761G of the Corporations Act 2001 (Cth). Persons who are not wholesale clients and either a professional or sophisticated investor should not take any action on the basis of this announcement and should not act or rely on it.

The Company has not authorized any offer to the public of Securities in any Member State of the European Economic Area.

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 any Securities referred to in this announcement except on the basis of information in the international offering memorandum prepared by the Company in connection with

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the offering or the prospectus approved by the CNMV relating to the offering and admission to listing of the shares of Logista Holdings on the Spanish Stock Exchanges.

Copies of the prospectus are available to investors at the Company's registered office in Spain and on the website of the Company ([www.grupologista.com](http://www.grupologista.com)).

With respect to any Member State of the European Economic Area which has implemented the Prospectus Directive (each a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of Securities requiring publication of a prospectus in any Relevant Member State. As a result, the Securities may only be offered in Relevant Member States (i) to any legal entity which is a qualified investor as defined in the Prospectus Directive; or (ii) in any other circumstances falling within Article 3(2) of the Prospectus Directive. For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the securities, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State.

No action has been taken by the Company that would permit an offer of Securities or the possession or distribution of this announcement or any other offering or publicity material relating to such Securities in any jurisdiction where action for that purpose is required.

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions.

An offer to acquire Securities pursuant to the proposed offering will be made, and any investor should make his investment, solely on the basis of information contained in the offering memorandum that has been prepared in connection with such offering.

Credit Suisse Securities (Europe) Limited and Goldman Sachs International act exclusively for the Company and no-one else in connection with any offering of the Securities and will not be responsible to anyone other than the Company for providing the protections afforded to the customers of Credit Suisse Securities (Europe) Limited and Goldman Sachs International or for providing advice in relation to any offering or any transaction or arrangement referred to herein.

This announcement does not constitute a recommendation concerning the Offering. The price and value of securities and any income from them can go down as well as up. Past performance is not a guide to future performance. Information in this announcement cannot be relied upon as a guide to future performance. Before purchasing any shares in the Company, persons viewing this announcement should ensure that they fully understand and accept the risks which are set out in the offering memorandum. Potential investors should consult a professional advisor as to the suitability of the Offering for the person concerned. The contents of this announcement are not to be construed as legal, financial or tax advice. Each prospective

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investor should consult his own legal adviser, financial adviser or tax adviser for legal, financial or tax advice, respectively.

None of the Company, the Selling Shareholder or the underwriters, or any of their respective affiliates, their respective directors, officers or employees, or any other person accepts any responsibility or liability whatsoever for the contents of, or makes any representation or warranty, express or implied, as to the accuracy, completeness, correctness or fairness of the information or opinions contained in this announcement or any document referred to in this announcement (or whether any information has been omitted from this announcement) or any other information relating to the Company or the Selling Shareholder or their respective affiliates, 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 the announcement or its contents or otherwise arising in connection therewith. Accordingly, the Company, the Selling Shareholder, the underwriters and each of their respective affiliates, their respective directors, officers or employees, and any other person acting on their behalf expressly disclaims, to the fullest extent possible, any and all liability whatsoever for any loss howsoever arising from, or in reliance upon, the whole or any part of the contents of this announcement, whether in tort, contract or otherwise which they might otherwise have in respect of this announcement or its contents or otherwise arising in connection therewith.