

# **PRESS RELEASE**

## Extraordinary Shareholders' Meeting: filing of documentation

# Turin, 11 February 2014

With reference to the Extraordinary Shareholders' Meeting scheduled for 4 March 2014, Seat PG announces that the following documentation has been made available to the public, through the filing of such documentation at the Company's registered office and secondary office and publication on the Company's website www.seat.it, governance section, and on Borsa Italiana S.p.A.'s website www.borsaitaliana.it:

- Directors' Report drafted in accordance with arts. 2441, paragraphs 5 and 6, 2446 and 2447 of the Italian Civil Code, as well as art. 125-*ter* of Legislative Decree 58/'98 ("TUF") and arts. 72 and 74 of the Issuers Regulation, including schedules (and namely: (i) the Company's balance sheet and financial condition updated as of 30 November 2013; (ii) Fairness opinion on the financial terms of the capital increase reserved to certain creditors taking part in the composition and the issuance of warrants in favor of current shareholders envisaged under the composition proposals of Seat Pagine Gialle S.p.A. and Seat Pagine Gialle Italia S.p.A.; (iii) the Rules governing the Warrants of Seat Pagine Gialle S.p.A. 2014-2016) and the related proposed resolution;
- Observations by the Board of Statutory Auditors pursuant to arts. 2446 and 2447 of the Italian Civil Code;
- Opinion on the congruity of the issue price of the new shares issued by the Auditing Firm PricewaterhouseCoopers S.p.A. pursuant to art. 158 of the TUF.

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It should also be recalled that in order to facilitate the achievement of a constitutive quorum for the above-mentioned Extraordinary Shareholders' Meeting, a voting proxy solicitation in accordance with art. 136, paragraph 7, of the Issuers Regulation, is currently under way, with support from Proxitalia S.r.I. (for further information, contact the toll-free number 800132313, or send an e-mail to the address <u>assembleaseat@proxitalia.com</u>).

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### www.seat.it

This press release is a translation. The Italian version will prevail.

Seat Pagine Gialle S.p.A. Share Capital € 450,265,793.58, fully paid in – Milan Registered Office – Via Grosio 10/4 -CAP 20151; Turin Secondary Office – Corso Mortara, 22 – CAP 10149 – Milan Register of Companies, Taxpayer Identification number and VAT number: 03970540963