

PRESS RELEASE

- **THE MERGER BY INCORPORATION OF SEAT PAGINE GIALLE ITALIA INTO PAGINE GIALLE HAS BEEN APPROVED**
- **THE EXTRAORDINARY SHAREHOLDERS' MEETING APPROVES THE CORPORATE TRANSACTIONS ENVISAGED UNDER THE COMPOSITION PROPOSAL**

Milan, 4 March 2014 – Further to its announcement made on 17 January 2014, the Company announces that today:

- The Boards of Directors of Seat Pagine Gialle S.p.A. and Seat Pagine Gialle Italia S.p.A. approved the merger by incorporation of Seat Pagine Gialle Italia S.p.A. into Seat Pagine Gialle S.p.A., and that
- The Company's Extraordinary Shareholders' Meeting approved the other extraordinary transactions necessary, in addition to the merger, in order to complete the composition maneuver.

Both the merger and the transactions approved by the Extraordinary Shareholders' Meeting will be completed subject to the final court approval of the composition proposals of both Seat Pagine Gialle S.p.A. and Seat Pagine Gialle Italia S.p.A..

Therefore, the process delineated with the aim of ensuring the full feasibility of the plan set forth in the composition proposals submitted by Seat Pagine Gialle S.p.A. and Seat Pagine Gialle Italia S.p.A. is moving forward successfully.

MERGER

The Boards of Directors of Seat Pagine Gialle S.p.A. (hereinafter, "**Seat PG**" or the "**Company**") and Seat Pagine Gialle Italia S.p.A. (hereinafter, "**Seat PG Italia**" or the "**Incorporated Company**"), which met today under Guido de Vivo's chairmanship, approved the merger by incorporation of Seat PG Italia into the Company (hereinafter, the "**Merger**"), which will be implemented with the cancellation of all of the existing shares of the Incorporated Company, without issuing new shares of Seat PG.

The decision on the Merger was made by the management bodies of both companies in accordance with the simplified procedure provided by law (see art. 2505 of the Italian Civil Code) on account of the totalitarian control relationship in place between Seat PG and Seat PG Italia.

The execution of the deed of Merger, which is strictly necessary for the implementation of the composition proposals of Seat PG Italia and the Company, is conditioned upon the final court approval of both of the above-mentioned composition proposals.

For further information on the Merger, reference is made to the press release issued by the Company on 17 January 2014.

The minutes of the meeting of the Board of Directors of Seat PG will be made available to the public in the forms and by the deadlines provided by law.

EXTRAORDINARY TRANSACTIONS

The Company's Extraordinary Shareholders' Meeting, which met today in a single session under Guido de Vivo's chairmanship, has resolved as follows:

- To approve the company's balance sheet and income statement as of 30 November 2013 which states a negative net shareholders' equity of Euro 3,879,783.26;
- To proceed, subject to the completion of the Reserved Capital Increase (as defined below), with the coverage of the total losses as of 30 November 2013 through the full use of the net reserves in place as of such date, the reduction of the share capital to Euro 120,000.00, without cancelling outstanding shares and, for the remaining portion, the use of the reserves deriving from the completion of the Reserved Capital Increase;
- To carry out a paid, indivisible capital increase, from Euro 120,000.00 to Euro 20,000,000.00, without any option right pursuant to art. 2441, paragraphs 5 and 6, through the issuance of 6,410,695,320,951 new ordinary shares without nominal value and having the same characteristics as the outstanding ordinary shares, to be paid through the cancellation (and therefore through the use) of the debts admitted to the composition procedures of Seat PG and Seat PG Italia owed to financial creditors belonging to Classes B and C, as identified in the respective composition proposals, with the award of the above-mentioned new shares in accordance with the provisions of such composition proposals ("**Reserved Capital Increase**");
- To apply the difference between the total nominal amount, including interest, of the debts to be cancelled and the nominal amount of the Reserved Capital Increase, as follows: (i) to cover the remaining losses accrued and in the process of accruing as of the date on which the capital increase is implemented, as well as the deficit deriving from the Merger; (ii) to establish the legal reserve in the amount of Euro 4,000,000.00 (four million/00), amounting to one fifth of the share capital; (iii) with the remaining portion of the above-mentioned difference to be applied to available reserves, after deducting the amounts referred to in sub-paragraphs (i) and (ii) above;
- To proceed with, immediately following the completion of the Reserved Capital Increase (and essentially contemporaneously with the Reserved Capital Increase), a share regrouping (hereinafter, the "**Regrouping**"), at a ratio of 1 new ordinary share with regular entitlement for every 100 ordinary shares outstanding (*post* Reserved Capital Increase) and 1 new savings share with regular entitlement for every 100 savings shares outstanding;
- To proceed with the issuance of warrants (hereinafter, the "**Warrants**"), which allow for the paid subscription of ordinary shares representing approximately 5% of the share capital *post* Reserved Capital Increase, on a fully diluted basis, to be awarded on a gratuitous basis, fully and exclusively to the Company's Ordinary Shareholders who attended, including by proxy, today's Extraordinary Shareholders' Meeting, and also to the Shareholders who hold savings shares;

- To carry out a paid, divisible capital increase, without any option right pursuant to art. 2441, paragraphs 5 and 6, for a total amount of Euro 100,000.00, plus the share premium that will be due, which may also be paid in more than one tranche, through the issuance of up to 3,391,431,376 ordinary shares (post-Regrouping) having the same characteristics as the ordinary shares outstanding to be applied exclusively and irrevocably toward the Warrants and, therefore, the exercise of the subscription right resting with the holders of such Warrants.

The exercise price of the Warrants will be determined on the basis of average stock exchange prices of the Company's ordinary shares after the completion of the Reserved Capital Increase, plus a premium of 15% (for further details, see the related rules that were published on 11 February 2014).

The final effectiveness of the above-mentioned resolutions is conditioned upon the final effectiveness of the Merger, which is in turn conditioned upon the final court approval of the compositions of Seat PG and Seat PG Italia; if the foregoing conditions are not met by the final deadline of 31 December 2018, such resolutions shall remain definitively null and void.

The extraordinary shareholders' meeting has also resolved to approve amendments to the by-laws, as a result of the above-mentioned resolutions, at articles 5 (Capital) and 6 (Shares).

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