

PRESS RELEASE

MANDATORY PUBLIC TENDER OFFER

ON THE ORDINARY SHARES OF SEAT PG

APPROVAL OF THE ISSUER'S STATEMENT

Turin, 24 September 2015 - The Board of Directors of Seat Pagine Gialle S.p.A. (the "Company"), has met today and has approved the statement (the "Issuer's Statement") pursuant to Article 103, Paragraph 3 of the Legislative Decree 24 February, 1998, no. 58 (the "TUF") and Article 39 of Consob Regulation approved by resolution of May 14, 1999 (the "Issuer's Regulation"), concerning the mandatory public tender offer launched by Italiaonline S.p.A. (the "Offeror"), in concert with Libero Acquisition S.à r.l., GL Europe Luxembourg S.à r.l., GoldenTree Asset Management Lux S.à r.l., GoldenTree SG Partners L.P., GT NM L.P. and San Bernardino County Employees Retirement Association, pursuant to Articles 102, 106, Paragraph 1, and 109 of the TUF, having at its object a maximum number of 29.347.660.245 ordinary shares of the Company.

The Company's Board of Directors also took into account the opinion of the Independent Directors who are not related parties of the Offeror, in accordance with Article 39-*bis* of the Issuer's Regulations, and the opinion of the independent advisor Nextam Partners Sim S.p.A., pursuant to the same Article 39-*bis*. As the conclusion of the meeting, in particular, the Board of Directors maintained the offer of Euros 0,0039 *cum dividend* for each ordinary share brought in subscription to the Offer, suitable from a financial point of view.

The Issuer's Statement, which will include the evaluation of the Board of Directors concerning the Offer, will be attached to the offer document that will be made available according to the procedure and within the terms provided by law. The Issuer's Statement will include in attachment, the opinion of the Independent Directors together with the fairness opinion of the independent advisor.

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