

## Monthly report pursuant to Article 114, paragraph 5, Legislative Decree No. 58/1998

Turin, September 30, 2015

On April 23, 2015 the ruling issued by the Court of Turin confirming the complete performance of the composition with creditors that involved the Company and its subsidiary Seat Pagine Gialle Italia S.p.A. was filed.

For every major detail about it, please see the documentation available on the site [www.seat.it](http://www.seat.it) "Investor & Governance / Extraordinary Transactions" and the previous monthly reports pursuant to Article 114, paragraph 5, Legislative Decree No. 58/1998.

### 1) Net financial indebtedness of the SEAT Pagine Gialle group with indication of the short-term components separate from the medium and long-term components according to the outline provided by ESMA Recommendation 81/2011

#### SEAT Pagine Gialle group

		As at 08.31.2015	As at 12.31.2014	Change	As at 07.31.2015	Change
	(euro/000)				August/July 2015	
A	Cash	117,234	108,455	8,779	122,646	(5,412)
B	Cash equivalent	-	-	-	-	-
C	Trading securities	-	-	-	-	-
<b>D=(A+B+C)</b>	<b>Liquidity</b>	<b>117,234</b>	<b>108,455</b>	<b>8,779</b>	<b>122,646</b>	<b>(5,412)</b>
<b>E.1</b>	<b>Current Financial Receivable to third parties</b>	<b>874</b>	<b>2,718</b>	<b>(1,844)</b>	<b>804</b>	<b>70</b>
<b>E.2</b>	<b>Current Financial Receivable to related parties</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
F	Current Bank debt	-	95	(95)	-	-
G	Current portion of non current debt	1,097	4,976	(3,879)	1,097	-
H.1	Other current financial debt to third parties	132	2,357	(2,225)	127	5
H.2	Other current financial debt to related parties	-	-	-	-	-
<b>I=(F+G+H)</b>	<b>Current Financial Debt</b>	<b>1,229</b>	<b>7,428</b>	<b>(6,199)</b>	<b>1,224</b>	<b>5</b>
<b>J=(I-E-D)</b>	<b>Net Current Financial Indebtedness</b>	<b>(116,879)</b>	<b>(103,745)</b>	<b>(13,134)</b>	<b>(122,226)</b>	<b>5,347</b>
K	Non current Bank loans	-	-	-	-	-
L	Bonds Issued	-	-	-	-	-
M.1	Other non current loans to third parties	8,285	32,344	(24,059)	8,285	-
M.2	Other non current loans to related parties	-	-	-	-	-
<b>N=(K+L+M)</b>	<b>Non Current Financial Debt</b>	<b>8,285</b>	<b>32,344</b>	<b>(24,059)</b>	<b>8,285</b>	<b>-</b>
<b>O=(J+N)</b>	<b>Net Financial Indebtedness</b>	<b>(108,594)</b>	<b>(71,401)</b>	<b>(37,193)</b>	<b>(113,941)</b>	<b>5,347</b>

The net financial indebtedness of the SEAT Pagine Gialle group at August 31, 2015 is positive and amounted to € 108,594 thousand compared to € 71,401 thousand at December 31, 2014.

The change of € 37,193 thousand compared to December 31, 2014 is mainly attributable to the net operating cash flow and to the collection, which occurred at the beginning of February, of the entire sum of Euro 30 million due under the settlement for the action of responsibility, and the dissolution of five of the seven leases agreements that permitted to reduce the net financial indebtedness of about 23.2 million.

Moreover in early April we have made payments under the agreement for the dissolution of 5 of 7 real estate leases and overdue payments totaling € 4.6 million.

It should be noted that, on April 17, 2015 the Subscription Price of Shares (warrants) was communicated, so this financial instrument has become an option classified as equity because the price is now defined and in the case of exercise involves the delivery of a fixed number of shares; consequently the financial liability recognised and arising from

the accounting at fair value in the period between the date of execution of the capital increase and the date of the fixing of exercise price, is no longer included in the net debt.

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## 2) Net financial position of the SEAT Pagine Gialle S.p.A.

(euro/thousand)		As at 08.31.2015	As at 12.31.2014	Change	As at 07.31.2015	Change August/July 15
A	Cash	116,699	107,202	9,497	121,831	(5,132)
B	Cash equivalent	-	-	-	-	-
C	Trading securities	-	-	-	-	-
<b>D=(A+B+C)</b>	<b>Liquidity</b>	<b>116,699</b>	<b>107,202</b>	<b>9,497</b>	<b>121,831</b>	<b>(5,132)</b>
<b>E.1</b>	<b>Current Financial Receivable to third parties</b>	<b>874</b>	<b>2,718</b>	<b>(1,844)</b>	<b>804</b>	<b>70</b>
<b>E.2</b>	<b>Current Financial Receivable to related parties</b>	<b>11,620</b>	<b>8,875</b>	<b>2,745</b>	<b>11,298</b>	<b>322</b>
F	Current Bank debt	-	94	(94)	-	-
G	Current portion of non current debt	1,097	4,975	(3,878)	1,097	-
H.1	Other current financial debt to third parties	79	1,807	(1,728)	74	5
H.2	Other current financial debt to related parties	5,966	5,724	242	10,272	(4,306)
<b>I=(F+G+H)</b>	<b>Current Financial Debt</b>	<b>7,142</b>	<b>12,600</b>	<b>(5,458)</b>	<b>11,443</b>	<b>(4,301)</b>
<b>J=(I-E-D)</b>	<b>Net Current Financial Indebtedness</b>	<b>(122,051)</b>	<b>(106,195)</b>	<b>(15,856)</b>	<b>(122,490)</b>	<b>439</b>
K	Non current Bank loans	-	-	-	-	-
L	Bonds Issued	-	-	-	-	-
M.1	Other non current loans to third parties	8,285	32,343	(24,058)	8,285	-
M.2	Other non current loans to related parties	-	-	-	-	-
<b>N=(K+L+M)</b>	<b>Non Current Financial Debt</b>	<b>8,285</b>	<b>32,343</b>	<b>(24,058)</b>	<b>8,285</b>	<b>-</b>
<b>O= (J+N)</b>	<b>Net Financial Indebtedness (Esma)</b>	<b>(113,766)</b>	<b>(73,852)</b>	<b>(39,914)</b>	<b>(114,205)</b>	<b>439</b>

The net financial position of SEAT Pagine Gialle S.p.A. as at August 31, 2015 is positive and amounted to € 113,766 thousand (positive for € 73,851 thousand as at December 31, 2014) .

The change of € 39,914 thousand compared to December 31, 2014 is attributable to the same effects described for the Group; in particular i) on February 10, 2015 the Company announced in a press release the collection of the entire sum of Euro 30 million due under the settlement offer approved by the shareholders' meeting held on 27 January 2015, ii) on March 31, 2015 Mediocredito Italiano S.p.A.(ex-Leasint S.p.A) and Seat Pagine Gialle S.p.A. have reached an agreement for the dissolution of five of the seven leases agreements relating to the Company's headquarters pursuant to art. 169-bis of the Bankruptcy Law in connection with the authorization of the Court of Turin with a order filed on July 9, 2014.

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## 3) SEAT Pagine Gialle group debt positions overdue, distributed by type (financial, commercial, tax, social security contribution and to employees payables) and any related initiatives in response from the creditors of the group (requests, demands, suspensions of funding, etc.)

The payment in cash of creditors was completed in accordance with the terms and conditions described in the composition with creditors proposed and in the approval decree of the Court.

The group trade payables due at August 31, 2015 amount to € 15,378 thousand of which € 12,262 thousand was paid in September 2015. This situation is to be viewed as representative of the normal scope of commercial relations with SEAT Group suppliers.

On August 31, 2015 there were not financial debts overdue.

The overdue tax and social security contribution debts are small amounts and have not compromised in any respect the ongoing of the ordinary activity.

The Group's suppliers action to recover amounts are limited and they have not compromised in any respect the ongoing of the ordinary activity.

With reference to the contact between the UK pensions authority ("*the Pensions Regulator*" – tPR) and the trustee of the pension fund of UK subsidiary Thomson Directories Ltd, there is no news to report than previously announced.

On 13 November 2014, Contacta S.p.A. has submitted a request for arbitration, concerning the contract of services inbound call center in place with the Company, concerning a debt included in the composition with creditors procedure of about 1.7 million euro which the Company has not paid for the reason that the procedure forbids the payment of debts arisen on or before the date of the petition.

The parties entered into negotiations in order to an agreement, signed by the parties in form of a private settlement agreement dated July 8, 2015, providing for the mutual release of all claims and dismissal of the arbitration (which in the meantime declared a recess to permit the parties to proceed with the settlement) with payment of costs.

On December 24, 2014 the Company received a tax notice issued by the *Agenzia delle Entrate - Direzione Regionale della Lombardia* [Revenue Agency for the Lombardy Region] (hereinafter the "DRE"), with which it disputes the failure to apply, in 2009, withholding tax on interest paid to Royal Bank of Scotland (Milan branch) in the context of so-called "Senior" financing.

According to the reconstruction of the DRE, the Company should have applied withholding tax on part of the interest paid to the Royal Bank of Scotland. Such withholding tax considered omitted in 2009 was quantified by the DRE at approximately €5.2 million, plus approximately €1 million in interest. The DRE has not applied sanctions, whereas the issue is characterized by objective uncertainty; therefore the total demand amounts to approximately €6.2 million.

The aforementioned tax assessment notice was partially withdrawn by the Italian Revenue Agency through internal review procedures (in order to correct its own calculation errors) and the amount of the assessed withholding taxes was reduced to €3 million.

The Company, supported by its own tax advisors, therefore challenged the tax assessment: the appeal, aimed at achieving the full cancellation of the claim, was notified to the Agenzia delle Entrate on May 13, 2015 and filed, for formal proceedings at the Provincial Tax Commission on May 25, 2015.

As required by the rules on Collection, on May 21, prior to the formal proceedings, the Company made the payment, on a provisional basis and pending judgment, of a third of the amount requested, amounting to €1.2 million.

#### 4) Related parties transactions of the SEAT Pagine Gialle group and SEAT Pagine Gialle S.p.A.

The transactions with related parties carried out by Group Companies, including intra-group transactions, and by the Parent Company SEAT Pagine Gialle S.p.A. come under ordinary operating activities and are subject to market conditions or specific legislative provisions. There were no atypical or unusual transactions to report, nor any giving rise to potential conflict of interest.

##### SEAT Pagine Gialle group

INCOME STATEMENT	8 months 2015			
	Subsidiaries	Associates	Other related parties (*)	Total related parties
(euro/thousand)				
Cost for external services	-	-	(158)	(158)
Salaries, wages and employee benefits	-	-	(3,031)	(3,031)
Non-recurring costs	-	-	(2,000)	(2,000)

(\*) Directors, statutory auditors, managers with strategic responsibilities

STATEMENT OF FINANCIAL POSITION	As at August 31, 2015			
	Subsidiaries	Associates	Other related parties (*)	Total related parties
(euro/thousand)				
<b>Liabilities</b>				
Other non-current liabilities	-	-	500	500
Trade payables	-	-	1,702	1,702
Payables for services to be rendered and other current liabilities	-	-	1,500	1,500

(\*) Directors, statutory auditors, managers with strategic responsibilities

**SEAT Pagine Gialle S.p.A.**

INCOME STATEMENT	8 months 2015			
	Subsidiaries	Associates	Other related parties (*)	Total related parties
(euro/thousand)				
Revenues from sales and services	1,040	-	-	1,040
Other income and revenues	8,779	-	-	8,779
Cost for external services	(30,808)	-	(158)	(30,966)
Salaries, wages and employee benefits	(133)	-	(3,031)	(3,164)
Other operating costs	(2)	-	-	(2)
Non-recurring costs	-	-	(2,000)	(2,000)
Interest income	41	-	-	41

(\*) Directors, statutory auditors, managers with strategic responsibilities

STATEMENT OF FINANCIAL POSITION	As at August 31, 2015			
	Subsidiaries	Associates	Other related parties (*)	Total related parties
(euro/thousand)				
<b>Assets</b>				
Intangible assets with finite useful life	13	-	-	13
Trade receivables	4,135	-	-	4,135
Other current assets	4,324	-	-	4,324
Current financial assets	11,620	-	-	11,620
<b>Liabilities</b>				
Other non-current liabilities	745	-	500	1,245
Current financial debts	5,966	-	-	5,966
Trade payables	8,943	-	1,702	10,645
Payables for services to be rendered and other current liabilities	115	-	1,500	1,615

(\*) Directors, statutory auditors, managers with strategic responsibilities

**DECLARATION PURSUANT TO ARTICLE 154-BIS, PARAGRAPH 2, LEGISLATIVE DECREE NO. 58, FEBRUARY 24, 1998**

Andrea Servo, Head of the Administration, Finance and Control Department of SEAT Pagine Gialle S.p.A., appointed manager responsible for preparation of the financial reports as resolved by the Company's Board of Directors until approval of the financial statements as at December 31, 2015, declares, pursuant to Article 154-bis, paragraph 2, Legislative Decree No. 58, February 24, 1998, that the accounting information contained in this press release corresponds to the accounting records, documents and books of the Company.

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