



## PRESS RELEASE

### INCORPORATION OF ITALIAONLINE S.P.A. INTO SEAT PAGINE GIALLE S.P.A. - FILING OF THE DEED OF MERGER -

Turin, June 16, 2016 – Seat Pagine Gialle S.p.A. (“**SEAT**”) announces that the deed of merger by incorporation of Italiaonline S.p.A. into the subsidiary SEAT (“**Merger**”) executed on 26 May 2016, was filed with the relevant Companies' Registers.

The Merger will come into effect on 20 June 2016 to the extent that on that date all the due recordings of the deed of Merger will result completed (“**Effective Date**”) and subject to clearance of the competent authorities by June 17, 2016.

On the Effective Date also the reverse stock split of SEAT ordinary shares will come into effect – as approved by the shareholders' meeting on May 12 2016 - according to the ratio of No. 1 new ordinary share (ISIN IT0005187940 coupon No. 1) for every No. 1,000 outstanding ordinary shares of the Company (ISIN IT0005070633 coupon No 1).

In the context of the Merger, SEAT will issue No. 50,479,717 new ordinary shares (as grouped) without indication of nominal value, to be allocated to the shareholders of Italiaonline S.p.A. without a corresponding share capital increase. As a consequence, all Italiaonline shares will be cancelled. Therefore, on the Effective Date SEAT new share capital will be equal to Euro 20,000,142.97, represented by No. 114,752,181 ordinary shares and No. 6,803 savings shares.

On the Effective Date, SEAT will change its company name to “Italiaonline S.p.A.” and transfer its registered office to the City of Assago (Milan).

Please remind that as a result of the reverse stock split (i) the exercise ratio of the Warrant Seat Pagine Gialle S.p.A. 2014-2016 (“**Warrant**”) will be adjusted in No. 1 ordinary share for No. 1,000 Warrant and (ii) the subscription price of the Warrant will be adjusted to Euro 4.5 for each ordinary share.

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

