

# Bit Market Services

Informazione Regolamentata n. 0673-90-2015	Data/Ora Ricezione 24 Agosto 2015 17:49:32	MTA
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Societa' : SEAT PAGINE GIALLE

Identificativo : 62427

Informazione  
Regolamentata

Nome utilizzatore : SEATPGN02 - MARZULLI

Tipologia : IRED 02

Data/Ora Ricezione : 24 Agosto 2015 17:49:32

Data/Ora Inizio : 24 Agosto 2015 18:04:33

Diffusione presunta

Oggetto : THE SHAREHOLDERS' MEETING FOR  
THE APPOINTMENT OF THE BOARD OF  
DIRECTORS THAT WILL LEAD THE  
COMPANY AFTER THE ENVISAGED  
CHANGE OF CONTROL HAS BEEN CALL

*Testo del comunicato*

Vedi allegato.

## PRESS RELEASE

### **THE SHAREHOLDERS' MEETING FOR THE APPOINTMENT OF THE BOARD OF DIRECTORS THAT WILL LEAD THE COMPANY AFTER THE ENVISAGED CHANGE OF CONTROL HAS BEEN CALLED**

Turin, 24 August 2015 – Further to what was last announced on 19 August, the Board of Directors of Seat Pagine Gialle S.p.A. (the “**Company**” or “**Seat**”), which met today, resolved to call the ordinary Shareholders’ Meeting on 8 October 2015, in a single session, with the following agenda:

1. Revocation of the Board of Directors;
2. Appointment of the Board of Directors and the Chairman following determination of the number of directors, their term of office and resolutions pursuant to art. 21 of the By-laws (compensation and expense reimbursement of the directors); related and consequent resolutions.

It should be recalled that the request for call submitted in accordance with art. 2367 of the Italian Civil Code by the funds GoldenTree Asset Management LP (“**Golden Tree**”) and Avenue Europe International Management, L.P. (“**Avenue**”), and today’s resolution are part of a process already described and announced to the market through a specific press release issued on 22 May 2015, and also through the publication of the excerpt of the shareholders’ agreement to be entered into between the funds and accounts managed by GoldenTree and Avenue and Libero Acquisition S.à r.l. and Italiaonline S.p.A. (“**IOL**”).

In particular, at today’s board of directors’ meeting, the board acknowledged that the contribution to IOL of the shareholdings in Seat’s ordinary share capital held by funds and accounts managed by GoldenTree and Avenue (the “**Contribution**”) is expected to take place within the first half of September at which point IOL will become Seat’s majority shareholder. The shareholders’ meeting now being called is therefore aimed at enabling IOL to express its representation on the Company’s board of directors and constitutes a further step in the integration process delineated.

Let us also recall that Dr. Vincenzo Santalia has already announced his resignation from the offices currently held at the Company at the end of August and that Dr. Antonio Converti has already been designated as Seat’s new Chairman and Managing Director, which roles he will therefore take on following the perfection of the Contribution, and even before the shareholders’ meeting.

For further details, see the excerpt of the shareholders’ agreement published on the Company’s website, as well as the explanatory report prepared by the shareholders who requested this shareholders’ meeting accompanied by assessments by the Board of Directors, which will be made available in the forms and by the deadlines provided by law in accordance with art. 125 *ter* of Legislative Decree No. 58 of 24 February 1998.

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

Fine Comunicato n.0673-90

Numero di Pagine: 3