

Bit Market Services

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Informazione
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Diffusione presunta

Oggetto : THE BOARDS OF DIRECTORS OF SEAT
AND ITALIAONLINE APPROVE THE
MERGER BY INCORPORATION PLAN OF
ITALIAONLINE INTO SEAT

Testo del comunicato

Vedi allegato.



JOINT PRESS RELEASE

THE BOARDS OF DIRECTORS OF SEAT AND ITALIAONLINE APPROVE THE MERGER BY INCORPORATION PLAN OF ITALIAONLINE INTO SEAT

- *Strategic goal of the merger: creation of the leading company in the Italian market of digital advertising for big accounts and of local marketing services for small and medium enterprises*
- *The transaction provides for the merger by incorporation of Italiaonline into SEAT at an exchange ratio set in No. 1,350 SEAT ordinary shares, with same entitlement date as that of SEAT ordinary shares outstanding as at the effective date of the Merger, per each Italiaonline share*
- *Extraordinary shareholders' meeting called to approve the merger transaction on March 8, 2016*

Assago, 20 January 2016 – The boards of directors of Seat Pagine Gialle S.p.A. (“**SEAT**” or the “**Surviving Company**”) and Italiaonline S.p.A. (“**Italiaonline**” or the “**Incorporated Company**”) and, together with SEAT, the “**Companies Participating in the Merger**”), which met today, approved the merger by incorporation plan (the “**Merger Plan**”) of Italiaonline into SEAT (the “**Merger**”).

REASONS OF THE MERGER

The Merger is part of the industrial and strategic framework plan already disclosed to the market with the press release published by SEAT on May 22, 2015 and, in accordance with what subsequently communicated to the market by the Companies Participating in the Merger on October 23, 2015, aims at creating through the integration between SEAT and Italiaonline the leading company in the Italian market of digital advertising for big accounts and of local marketing services for small and medium enterprises.

MERGER MODALITIES AND TERMS

The Merger will take place through the (so called reverse) merger by incorporation of Italiaonline into the subsidiary SEAT and represents the completion of the wider integration transaction between SEAT and Italiaonline.

In particular, the integration transaction was structured in the following steps:

- On September 9, 2015, GL Europe Luxembourg S.à r.l. (“**Avenue**”), GoldenTree Asset Management Lux S.à r.l. (“**GT Lux**”), GoldenTree SG Partners L.P. (“**GT SG**”), GT NM, L.P. (“**GT NM**”) and San Bernardino County Employees’ Retirement Association (“**San Bernardino**”) and, together with GT Lux, GT SG and GT NM, the “**GoldenTree Funds**”) contributed to Italiaonline the SEAT shares held by them through managed funds, equal to approximately 53.9% of SEAT ordinary shares (the “**Contribution**”). As a consequence of the Contribution, Italiaonline came to hold approximately 54.34% of SEAT ordinary shares and, also on behalf of, and in agreement with, Libero, Avenue and the GoldenTree Funds, launched a mandatory public tender offer in cash over all SEAT ordinary shares (the “**PTO**”).
- At the end of the PTO, Italiaonline became the holder of approximately 80.23% of SEAT ordinary share capital. Italiaonline funded the PTO in part with own funds and in part by resorting to banking funding. Although Italiaonline did not resort to such financial

indebtedness in order to acquire the control of SEAT (achieved with the Contribution and without debt) but to fulfil the partial payment of the consideration of the PTO, the Merger has been qualified, on a mere prudential basis, as “*merger subsequent to leveraged buy-out*”, since considered part of one unitary transaction structured in the stages of Contribution, PTO and Merger.

- The Merger represents for SEAT a related-party transaction of “greater relevance” pursuant to the related-party transaction procedure approved by the Board of Directors of SEAT in December 2010 as required under regulation containing provisions in the matter of related-party transactions, adopted by CONSOB with resolution No. 17221 of March 12, 2010. Accordingly, a committee comprised of SEAT independent directors (the “**Independents Committee**”) has been involved in the preliminary investigation phase of the Merger and, on the date hereof issued its favourable opinion on the Merger, recognising the existence of an interest for SEAT to the execution of the Merger, as well as the substantial fairness of the terms and conditions of the Merger Plan. In this respect, the Independents Committee availed itself of an independent financial advisor that supported its evaluations concerning the Merger and issued to the benefit of the Independents Committee a fairness opinion regarding the financial adequacy of the exchange ratio.
- Today, the boards of directors of the Companies Participating in the Merger (i) resolved to carry out the Merger based on the financial statements of the Companies Participating in the Merger as at September 30, 2015 and (ii) determined the exchange ratio (the “**Exchange Ratio**”) as No. 1350 SEAT ordinary shares, with same entitlement date as that of SEAT ordinary shares outstanding as at the effective date of the Merger, per each Italiaonline share, without cash balance. For the purpose of determining the economic elements of the Merger, the boards of directors of the Companies Participating in the Merger availed themselves of financial advisors of proven professionalism.

The Merger, where approved by the shareholders’ meetings of Italiaonline and SEAT called for March 8, 2016, will be carried out without any Surviving Company share capital increase, by awarding to the Incorporated Company shareholders (i) the SEAT ordinary shares held by Italiaonline and (ii) the exchange shares issued to take into account the value of Italiaonline economic capital.

As a consequence of the effectiveness of the Merger, all Italiaonline shares will be forfeited and exchanged for SEAT ordinary shares in accordance with the Exchange Ratio.

Newly issued shares allocated in exchange, as the ordinary shares of the Surviving Company, will have the same rights as those currently outstanding and will be listed on the Mercato Telematico Azionario managed by Borsa Italiana S.p.A., and subject to the centralised management of Monte Titoli S.p.A. in dematerialisation regime pursuant to the law. The Surviving Company shares allocated to service the exchange will be made available to the Incorporated Company shareholders starting from the effective date of the Merger, in case it is an Exchange trading day, or the first subsequent Exchange trading day. Such date will be disclosed in the forms provided by law. At the same time and with the same modalities further information, if any, concerning allocation modalities will also be provided.

The Merger will produce civil law effects starting from the last recording pursuant to article 2504-bis of the Italian Civil Code or the later date provided for in the Merger deed. Starting from such date the Surviving Company will succeed in all active and passive legal relations to which the Incorporated Company is a party.

Accounting and tax effects of the Merger will be backdated to January 1st, 2016 and, accordingly, transactions carried out by the Incorporated Company will be recorded in the financial statements of the Surviving Company starting from such date, pursuant to the applicable provisions of the TUIR.

No cases of withdrawal right are envisaged.

SHAREHOLDING STRUCTURE OF THE COMPANY RESULTING FROM THE MERGER

Based on the information available as at today, after the Merger the share capital composition of the Company Resulting from the Merger will be as follows:

Registrant	Shareholders	% on the share capital
The Marchmont Trust	Libero Acquisition S.à r.l.	58,82
GoldenTree Asset Management LP	GoldenTree Asset Management LP	16,22
GL Europe Luxembourg S.à r.l.	GL Europe Luxembourg S.à r.l.	13,88
-	Market	11,08

CONDITIONS TO WHICH THE MERGER IS SUBJECT

Please note that the finalisation of the Merger is conditional upon, besides the approval thereof by the extraordinary shareholders' meetings of the Companies Participating in the Merger, the absence of a contrary opinion of the joint expert appointed by the Courts of Torino as regards the fairness of the Exchange Ratio.

Furthermore, the finalisation of the Merger is conditional upon the non-occurrence – or in case this condition is not met, the absence of waiver thereof by Board of Directors of the Companies Participating in the Merger – within the execution date of the Merger deed, of extraordinary situations or circumstances of whatever nature not reasonably foreseeable as at the date of the Merger Plan that, in light of the accounting statements took into account to determine the Exchange Ratio, have a substantial negative impact or are capable of having a substantial negative impact on one or both the Companies Participating in the Merger and their respective capital, economic or financial conditions, or on the respective economic or financial performance, or respective future prospects, and provided that the effects foreseen are not caused by a movement, also relevant and substantial, of the stock exchange price of SEAT shares.

TIMING OF THE MERGER

It is provided for the Merger to be completed by first half 2016, following the approval of the extraordinary shareholders' meetings of SEAT and Italiaonline that will be called for March 8, 2016 and for the same to be finalised within the first six months of 2016.

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The Merger plan, the explanatory report of SEAT directors provided for by article 2501-*quinquies* of the Italian Civil Code drawn up pursuant to Annex 3A of Consob Regulation No. 11971 of May 14, 1999, as subsequently amended (the "**Issuers Regulation**"), the fairness opinion on the Exchange Ratio of the joint expert PricewaterhouseCoopers S.p.A. appointed pursuant to articles 2501-*bis* and 2501-*sexies* of the Italian Civil Code, as well as the remaining documentation required by law, including the information document on related-party transactions drawn up pursuant to article 5, paragraphs 1 and 6, of Consob Regulation No. 17221 of March 12, 2010, as subsequently amended, will be disclosed in accordance with the modalities and terms of law and regulation.

Finally, please note that SEAT adhered to the opt out regime exempting the company from the obligation to draw up and publish the information document provided for by article 70 of the Issuers Regulation in case of merger transactions.

White & Case acted as *Global Legal Advisor* for the Merger. Italiaonline was advised by the financial *advisor* Lazard Frères SAS while SEAT was advised by the financial *advisor* Equita SIM S.p.A., by Chiomenti Studio Legale for certain legal matters connected with the Merger and by Studio Tributario Associato Facchini Rossi & Soci as regards tax matters. BonelliErede acted as legal advisor of the Independents Committee.

In addition, in the context of the integration process between SEAT and Italiaonline, Banca IMI and Mediobanca acted as advisors.

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Again on today's date, SEAT Board of Directors also resolved:

- to submit to the ordinary Shareholders' Meeting of SEAT the adoption of a stock option plan called "2014-2018 Stock Option Plan", subjecting the effectiveness thereof to the condition precedent of the effectiveness of the Merger;
- to submit to the extraordinary Shareholders' Meeting of SEAT the granting to the Board of Directors for the period of five years after the Meeting's resolution date, of a delegation to increase, for consideration and also in separate issues, the share capital pursuant to art. 2443 of the Italian Civil Code, with exclusion of option rights pursuant to article 2441, paragraphs 5, 6 and 8, of the Italian Civil Code, by a maximum aggregate amount of Euro 800,000, referred to nominal value only (to which the premium that may prove due will be added), by issuing maximum No. 4.589.893.575 ordinary shares without indication of nominal value with the same characteristics as outstanding ones, to be reserved for subscription to the beneficiaries of the "2014-2018 Stock Option Plan"; and
- to submit to the extraordinary Shareholders' Meeting of SEAT the granting to the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, by means of a By-Laws amendment that will come into force at the same time as the Merger, of a delegation, to be exercised no later than 9 September 2018, to increase the share capital, in one or more issues, with exclusion of option rights pursuant to article 2441, paragraph 4 of the Italian Civil Code. In particular, the share capital may be increased for a number of shares not exceeding 10% of the number of ordinary shares issued at the time when the delegation is exercised and in any event for maximum No. 11.474.733.937 ordinary shares (i) pursuant to art. 2441, paragraph 4 first period of the Italian Civil Code, by way of contribution in kind of businesses, business units or shareholdings, as well as assets consistent with the corporate purpose of the Company and the companies participated thereby and/or (ii) pursuant to art. 2441, paragraph 4, second period of the Italian Civil Code, in case the newly issued shares are offered in subscription to institutional investors and/or industrial and/or financial partners deemed strategic by the board of directors for SEAT activity.

For more information as regards the approval by the Board of Directors of SEAT of the above illustrated transactions reference is made to the relevant press releases divulged on today's date and the documentation that will be made available to the public on the website www.seat.it.

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

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