

Bit Market Services

Informazione Regolamentata n. 0673-82-2016	Data/Ora Ricezione 17 Giugno 2016 12:05:20	MTA
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Societa' : SEAT PAGINE GIALLE
Identificativo : 75809
Informazione
Regolamentata
Nome utilizzatore : SEATPGN03 - MARZULLI
Tipologia : IROS 02
Data/Ora Ricezione : 17 Giugno 2016 12:05:20
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Diffusione presunta
Oggetto : SEAT PG: FILING THE DEED OF
MERGER

Testo del comunicato

Vedi allegato.

PRESS RELEASE

FILING WITH THE COMPANIES' REGISTER OF MILAN AND TURIN OF THE DEED OF MERGER BY INCORPORATION OF ITALIAONLINE S.P.A. INTO SEAT PAGINE GIALLE S.P.A.

- *The deed of merger by incorporation of Italiaonline S.p.A. into Seat Pagine Gialle S.p.A. has been filed with the Companies' Register of Milan and Turin*
- *The merger will be effective on 20 June 2016*

Turin, 17 June 2016 - Seat Pagine Gialle S.p.A. ("**SEAT**") announces that today the deed of merger relating to the merger by incorporation of Italiaonline S.p.A. into SEAT (the "**Merger**") has been filed with the Companies' Register of Milan and Turin.

The merger procedure has been successfully completed and the merger will be effective on 20 June 2016 (the "**Effective Date**").

On the Effective Date also the reverse stock split of SEAT ordinary shares will come into effect – as approved by the shareholders' meeting on 12 May 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), subsequent to the cancellation, to allow the overall balance of the transaction, of No. 424 ordinary shares held by a consenting shareholder, with no reduction of the share capital since shares bear no nominal value.

In order to facilitate the reverse stock split transactions, SEAT has mandated Mediobanca – Banca di Credito Finanziario S.p.A. to act as counterparty, from 23 June 2016 to 29 June 2016, at the intermediary's request, for the purchase and sale of fractions of shares that are insufficient or exceed the minimum amount necessary to enable shareholders to hold an integral number of shares. Through Monte Titoli S.p.A., instructions will be given to the depositary intermediaries such that requesting holders of a number of existing shares lower than 1,000 will be attributed 1 new share, upon payment of the relevant consideration, equal to the product of (i) closing price of the ordinary shares registered on the Mercato Telematico Azionario organized and managed by Borsa Italia S.p.A. ("**MTA**") on 17 June 2016 and (ii) the reverse stock split ratio (i.e. 1 to 1,000). No expense shall be borne by the shareholders for accessory charges related to the aforementioned transactions.

In the context of the Merger, SEAT will issue No. 50,479,717 new ordinary shares 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. The aforementioned new ordinary shares will be listed on the MTA, such as SEAT ordinary shares outstanding at the time of their issue.



New SEAT shares issued in connection with the merger will be made available to Italiaonline S.p.A.'s shareholders, from the Effective Date, through the depository intermediaries adhering to Monte Titoli S.p.A., with no charge borne by them for the exchange transactions.

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).

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 to 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. In order to allow numerically the exercise of all the Warrants, on the Effective Date No. 527 Warrants held by a consenting Warrant holder will be cancelled.

The deed of Merger and the information document, prepared in relation to the Merger pursuant to Article 57, paragraph 1, letter d) of CONSOB Regulation No.11971/99 and declared as equivalent by Consob on 16 June 2016 (the "Information Document") are available to the public at the registered offices of SEAT and Italiaonline, on [www.seat.it website](http://www.seat.it), as well as on the centralized storage mechanism "Nis-Storage", viewable at www.emarketstorage.com, managed by Bit Market Services S.p.A. authorized by CONSOB through resolution No. 19067 dated 19 November 2014.

International law firm White & Case acted as legal advisor of the transaction for SEAT and Italiaonline S.p.A.

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

Fine Comunicato n.0673-82

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