

PRESS RELEASE

Boulogne-Billancourt, 5 July 2016

SoLocal Group announces a consent solicitation with respect of the €350 million 8.875% Senior Secured Notes due 2018

SoLocal Group ("**SoLocal**"), a company whose shares are listed on Euronext Paris (symbol: 'LOCAL'), today announced that PagesJaunes Finance & Co. S.C.A (the "**Issuer**"), the issuer of the €350 million 8.875% Senior Secured Notes due 2018 (the "**Notes**"), is soliciting consents (the "**Consent Solicitation**") from the noteholders to (i) replace the existing Trustee and Security Agent with GLAS Trust Corporation Limited, as successor Trustee and as successor Security Agent and (ii) authorize and require the Successor Trustee, under certain circumstances described below, to initiate enforcement of the pledge of the proceeds loan that is owed by SoLocal to the Issuer and that provides the latter with the funds to service principal and interest payments on the Notes (the "**Facility C1 Loan**"). The Issuer's rights under the Facility C1 Loan are pledged for the benefit of the noteholders. Consents from noteholders representing a majority in aggregate principal amount of Notes would be required to authorize the appointment of the successor Trustee and the successor Security Agent and to instruct the successor Trustee to initiate such enforcement.

Rationale for Consent Solicitation

As announced by SoLocal on June 23, 2016, the appointment of a *mandataire ad hoc* triggers an event of default under, and the automatic acceleration of, the Notes. The full principal amount of the Notes was therefore due and payable by the Issuer, which is not an affiliate of SoLocal.

On June 29, 2016, the Issuer received a notice from noteholders purporting to hold 59.4% of the aggregate outstanding principal amount of Notes, which rescinded such acceleration until the earlier of (i) September 30, 2016, (ii) the date on which the Trustee receives consent of majority noteholders to terminate the rescission and (iii) the date on which there is an acceleration of the Notes in connection with any other event of default.

Even if the acceleration of the Notes is reinstated, this acceleration would have, in compliance with French law, no effect on the Facility C1 Loan and more generally on SoLocal financial debt.

If consented to by noteholders representing a majority in outstanding principal amount of Notes, the existing Trustee and Security Agent would be replaced by GLAS Trust Corporation Limited, as successor Trustee and Security Agent, and the successor Trustee would be instructed, following (and not before) the reinstatement by majority noteholders of the acceleration, to initiate the enforcement of the pledge of the Facility C1 Loan. This enforcement would result in a transfer of the Issuer's rights as lender under the Facility C1 Loan from the Issuer to the successor Security Agent for allocation to the noteholders. Upon completion of this allocation, each noteholder (whether or not consenting) would become a new lender under the Facility C1 Loan in a principal amount equal to the principal amount of Notes held by it immediately prior to the allocation. If a noteholder cannot hold Facility C1 Loans, it may name a designee to hold those loans in its place.

Following the transfer of the Facility C1 Loan, they would hold direct claims against SoLocal. As direct lenders under the Facility C1 Loan, rather than indirect creditors through the Issuer, the noteholders would be able to continue to participate directly in the discussions that SoLocal has initiated with all of its creditors.

If noteholders do not become direct creditors of SoLocal, they would remain subject to the “back-to-back” debt structure. The Issuer, who would then be the only one to express the views of the noteholders, would face challenges in its ability to proactively react to requests from the *mandataire ad hoc* in connection with the restructuring discussions and negotiations since the Issuer can act only on the instructions of the Trustee, which in turn can act only on the instructions of the noteholders.

SoLocal believes that giving noteholders the opportunity to become direct creditors of SoLocal (through an enforcement to be triggered following the reinstatement by majority noteholders of the acceleration), together with the appointment of a *mandataire ad hoc*, would facilitate a fair discussion process that puts all of SoLocal’s creditors, whether direct lenders under its senior facilities or noteholders, on the same level footing.

This solicitation does not have the effect or the purpose of challenging or voiding the rescission notice received on June 29, 2016 from certain bondholders. Rather, its aim is to put in place in advance a mechanism enabling the bondholders to become direct lenders of SoLocal instead of remaining subject to a “back-to-back” debt structure with direct claims only against an insolvent issuer. Indeed the instruction to the Trustee to initiate enforcement of the pledge of the Facility C1 Loan would become effective only if and when the rescission of the acceleration of the Bonds is terminated by majority noteholders.

Details of the Consent Solicitation

The Consent Solicitation will expire at 5:00pm London Time, on July 19, 2016 unless extended by SoLocal.

SoLocal has retained Lucid Issuer Services Limited to serve as its Tabulation Agent for the Consent Solicitation. Copies of the Consent Solicitation Statement can be obtained from Lucid Issuer Services Limited (Attention: Thomas Choquet, +44(0)207 704 0880, solocal@lucid-is.com).

About SoLocal Group

SoLocal Group, European leader in local online communication, reveals local know-how, and boosts local revenues of businesses. The Internet activities of the Group are structured around two business lines: Local Search and Digital Marketing. With Local Search, the Group offers digital services and solutions to clients which enable them to enhance their visibility and develop their local contacts. Thanks to its expertise, SoLocal Group earned the trust of some 530,000 clients of those services and over 2.2 billions of visits via its 4 flagship brands (PagesJaunes, Mappy, Ooreka and A Vendre A Louer) but also through its partnerships. With Digital Marketing, SoLocal Group creates and provides Internet users with the best local and customised content about professionals. With over 4,400 employees, including a salesforce of 1,900 local communication advisors specialised in five verticals (Home, Services, Retail, Health & Public, BtoB) and Internationally (France, Spain, Austria, United Kingdom), the Group generated in 2015 revenues of 873 millions euros, of which 73% on Internet and ranks amongst the first European players in terms of Internet advertising revenues. SoLocal Group is listed on Euronext Paris (LOCAL). More information may be obtained at www.solocalgroup.com.

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