PRESS RELEASE

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SoLocal Group provides details on the Extraordinary General Meeting aiming at deciding on the revised financial restructuring plan

Extraordinary General Meeting of 15 December 2016 confirmed to decide on the revised financial restructuring plan

The Board of Directors of the Company, which met on 24 November 2016, confirmed the convening of the Extraordinary General Shareholders' Meeting to be held on Thursday 15 December 2016 at 4pm to decide on the revised financial restructuring plan presented on 3 November 2016 ("Revised Plan").

Discussions have been held with some investors (non-creditors of the Company) who expressed an interest in acquiring a shareholding in SoLocal Group. In the absence of firm subscription commitments from identified investors, the Board of Directors decided not to submit to the Extraordinary General Meeting of 15 December the draft resolution which would have permitted the reserved issuance of shares for these investors.

The raising of new capital will therefore take place, if the Revised Plan is adopted, exclusively through the Rights issue of € 400 million at a price of € 1 per share.

If new investors wish to participate in the Rights issue, they will be able to acquire preferential subscription rights enabling them to subscribe on an irreducible but also reducible basis to this Rights issue (i.e. beyond the share of the capital represented by their preferential subscription rights which will be granted) or to act as first-rate guarantors of the success of the transaction. It is in this perspective that discussions with potential investors continue.

This Revised Plan, which brings substantial improvements for shareholders, has been unanimously approved by the Board of Directors of SoLocal Group, including by the new directors elected at the request of the shareholders, by the RegroupementPPLocal association and by an agreement of a group of creditors representing approximately 37% of outstanding financial debt.

The final text of draft resolutions to be submitted to the Extraordinary General Meeting of 15 December 2016 will be published in the *Bulletin des Annonces Légales Obligatoires* on 30 November 2016.

In addition, a presentation of the contents, the objectives and the improvements for shareholders of the draft resolutions concerning the financial restructuring Revised Plan will be published on the SoLocal Group website (http://www.solocalgroup.com/assemblee-generale-extraordinaire-2016).

Requests by some shareholders for the registration of points or draft resolutions at the Extraordinary General Meeting not approved by the Board of Directors of SoLocal Group

The Company has received requests from shareholders or groups of shareholders having justified for the holding of respectively 0.6%, 1.06% and 0.82% of the capital of the Company to add points or draft resolutions on the agenda. These requests have been posted on the SoLocal Group website www.solocalgroup.com.

A press release on the actions taken by the Board of Directors, on the advice of the remuneration and appointments Committee, to the negative advisory opinion issued by the General Assembly of October 19, 2016 on the compensation of the Chairman of the Board of Directors, Chief Executive Officer and Deputy Chief Executive Officer will be published shortly in full compliance with the new guidelines issued on last 24 November by *Afep-Medef*. In accordance with PEG Orange's request (justifying in its request for the holding of 234,917 shares, i.e. 0.6% of the capital), information will be provided at the General Meeting of 15 December.

Concerning the eight draft resolutions tabled by Benjamin Jayet[1] (justifying in his request the holding of 411,130 shares, i.e. 1.06% of the capital), they are not approved by the Board of Directors of the Company for the following reasons :

- Three draft resolutions are related to the characteristics of the Revised Plan and are intended to amend and supplement, in part, the resolutions concerning the Revised Plan presented by the Board of Directors; these three draft resolutions supplement and do not modify the draft resolutions approved by the Board of Directors of the Company concerning the Rights issue and the reserved issue of shares for creditors (MCB and shares with warrants); the first and second draft resolutions are intended to increase the number of shares to be allocated to existing shareholders to seven (7) free shares for one existing share (instead of three (3) free shares for two (2) shares existing shares in the Revised Plan) and the third draft resolution seeks to grant to existing shareholders, in addition to the free shares, warrants to subscribe for each existing share to two new shares for a unit price of € 2; these amendments are not part of the Revised Plan approved by the Board of Directors, which has been submitted to the vote of the Creditors' Committee meeting on next 30 November.
- Three draft resolutions are related to the appointment of new directors, including Benjamin Jayet: the composition of the Board of Directors was supplemented at the General Meeting of 19 October 2016; it has also been announced that a General Shareholders' Meeting will be held within three months of the effective date of the Revised Plan if it is adopted; it is on the occasion of this meeting and in the light of the post-restructuring capital ownership that the shareholders will have to decide on a possible recomposition of the Board of Directors. Moreover, these appointments do not comply with the diversity rules of Boards of Directors set by the *Afep-Medef Code*. It is also reminded that the application of Benjamin Jayet was rejected only a month ago by the General Shareholders' Meeting.
- A draft resolution concerns with the suspension of payment of directors' fees until a dividend has been paid to the shareholders; tying the payment of directors' fees to the payment of a dividend did not appear to be desirable, whereas the contribution of the directors does not depend on the beneficiary situation or not of the Company; the *Afep-Medef Code* recommends that attendance fees be allocated according to actual attendance at Board meetings and that non-executive directors should be granted variable remuneration.
- A draft resolution seeks to limit the highest remuneration paid by the Company to its officers and employees at twenty-five times the lowest remuneration; as mentioned above, information will be provided at the General Meeting of 15 December on the follow-up given to the negative advisory opinion issued by the General Meeting of 19 October 2016 on the remuneration of corporate officers.

As regards the seventeen draft resolutions submitted by D&P Finance, represented by Didier Calmels, as well as Gilles Brenier, Christian Louis-Victor, Baudoin de Pimodan and Benoît Marzloff (justifying in their request for the holding together of 321,005 shares, i.e. 0.82% of the capital):

- Fifteen draft resolutions are related to the dismissal of six directors (including the Chairman, the Chief Executive Officer as director) and the appointment of nine new directors (including Didier Calmels, Baudoin de Pimodan, Benjamin Jayet and Philippe Besnard): for the reasons detailed above, the Board of Directors decided not to approve these draft resolutions. It is also reminded that the application of Philippe Besnard was rejected only a month ago by the General Shareholders' Meeting.
- Two draft resolutions have the same purpose as the last two draft resolutions tabled by Benjamin Jayet and are not approved by the Board of Directors.

Shareholders are reminded that a change in the composition of the Board of Directors may constitute a change in control under the documentation relating to senior secured notes issued in 2011 by PagesJaunes Finance & Co SCA (see the Company's press release dated 24 October 2016).

Under this clause, there would notably be a change of control if, for any period of two consecutive years, directors who represented a majority on the Board of Directors at the beginning of that period, either alone or together with directors whom they have approved, cease to form a majority on the Board of Directors.

[1] At the general meeting of 19 October 2016, Benjamin Jayet justified the holding of a total of 1,188,826 shares, ie 3.06% of the capital, through its holding company BJ Invest or through securities lending. This made Benjamin Jayet at this General Meeting the third shareholder of the Company.

Independent Expertise

It is reminded that an independent expert, Kling & Associés, has been appointed to give an opinion on the fairness of the proposed subscription price for the reserved issuances of shares for creditors of SoLocal Group in the context of the Revised Plan. Its report will be made available to shareholders on 30 November 2016 (according to the indicative timetable).

Consequences of a rejection of the Revised Plan

As indicated in the Company's press release dated 21 November 2016, the Company will not pay interest on 1 December 2016 (approximately € 15 million). Should the Revised Plan be adopted, payment of this interest will occur on the effective date of the plan.

As a reminder, in the event that the Revised Plan is not adopted by the shareholders or by the creditors in the indicative timetable, SoLocal Group may be in a state of cessation of payments. For their part, the creditors would be able to claim, in the very short term, various defaults that have occurred or to be occured, and request the immediate acceleration of their debt and exercise their pledge. In such cases, SoLocal Group should consider the opening of collective proceedures in a manner that has not yet been determined.

At its hearing on 16 December 2016, the Commercial Court of Nanterre will rule on the situation of the Company.

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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