



Sèvres, 21 December 2012

PagesJaunes Groupe S.A. announces successful solicitation by PagesJaunes Finance & Co SCA of consents from holders of its 2018 Senior Notes to certain amendments in order to facilitate implementation of the Mediannuaire Holding S.A ("MDH") restructuring plan

PagesJaunes Groupe S.A. ("**PJG**"), a company whose shares are listed on Euronext Paris (PAJ FP), NYSE Euronext, today announced that PagesJaunes Finance & Co. S.C.A (the "**Issuer**"), the issuer of its €350 million 8.875% Senior Secured Notes due 2018 (the "**Notes**"), successfully completed the consent solicitation, launched on December 12, 2012, in order to amend the Change of Control provisions in the Notes documentation.

The Issuer has received requisite consents from holders of a majority in principal amount of the Notes. Accordingly, the Issuer, the Trustee and the Security Agent executed the Second Supplemental Indenture, and the Issuer, PJG and the Trustee executed the amended Covenant Agreement, thereby giving effect to the amendments proposed in the Consent Solicitation Statement dated December 12, 2012 (the "**Consent Solicitation Statement**"). As a consequence, the Change of Control provisions in the Notes documentation have been amended so as to facilitate the implementation of the MDH restructuring plan.

PJG considers that the restructuring of MDH will constitute an important step towards the clarification of its shareholding structure and will thereby facilitate its refinancing and development strategy.

The Consent Solicitation expired at 5:00 P.M., London time, on December 21, 2012. Subject to the satisfaction of consent payment conditions set forth in the Consent Solicitation Statement, PJG expects to pay the consent fee to holders who properly delivered and did not revoke their consent prior to the Expiration Time on January 2, 2013.

About PagesJaunes Groupe

PagesJaunes Groupe is the leader in France in local advertising and information, generating €1.1 billion in consolidated revenues in 2011. PagesJaunes Groupe's services can be accessed in particular through fixed and mobile Internet, printed directories (the PagesJaunes and PagesBlanches directories), directory enquiry services by telephone and SMS (118008). PagesJaunes Groupe's fixed and mobile Internet sites, primarily pagesjaunes.fr, mobile.pagesjaunes.fr, mappy.com and annoncesjaunes.fr, are visited by more than one Internet user in two in France each month.

PagesJaunes Groupe has a sales force of more than 2,200 commercial advisers in France and Spain and provides a comprehensive range of advertising products for its local and national advertising customers. With €575 million in Internet revenues in 2011, representing over 52% of its consolidated revenues, PagesJaunes Groupe is the largest European operator in terms of Internet advertising revenues.

PagesJaunes Groupe is listed on NYSE Euronext Paris (PAJ). Information on PagesJaunes Groupe is available at www.pagesjaunesgroupe.com

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