



FINANCIAL RESULTS FOR THE 1ST QUARTER OF 2013

24 APRIL 2013

Disclaimer

This document contains forward-looking statements. Although PagesJaunes Groupe believes its expectations are based on reasonable assumptions, these statements are subject to numerous risks and uncertainties. Important factors that could cause actual results to differ materially from the results anticipated in the forward-looking statements include, among other things: the effects of competition, PagesJaunes usage levels, the success of investments by the PagesJaunes Groupe in France and abroad, and the effects of the economic situation.

A description of the risks borne by the PagesJaunes Groupe appears in section 4 "Facteurs de risques" of the PagesJaunes Groupe's "Document de Référence" filed with the French financial markets authority (AMF) on 26 April 2012.

The forward-looking statements contained in this document apply only from the date of this document, and PagesJaunes Groupe does not undertake to update any of these statements to take account of events or circumstances arising after the date of said document or to take account of the occurrence of unexpected events.

All accounting data are presented in audited consolidated form.

Solocal Group is the new name of PagesJaunes Groupe, subject to the approval of the Annual General Meeting of June 5, 2013.

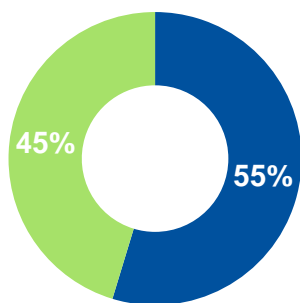


HIGHLIGHTS OF THE 1ST QUARTER OF 2013



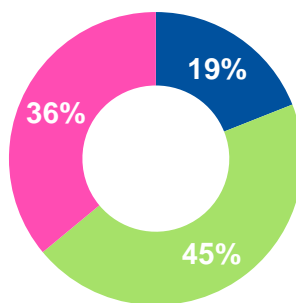
Evolution of Solocal Group capital structure

Pre-restructuring



■ MDH ■ Float & employees

Post-restructuring



■ MDH ■ Float & employees ■ Former lenders

- Médiannuaire Holding Restructuring (MDH):
 - Full deleveraging
 - "Debt-to-equity swap": MDH holding reduced from 55% to 19%

- MDH restructuring according to statement filed on 8 April 2013 with the AMF: 14% stake owned by Cerberus via the company Promontoria Holding 55 B.V.
- Necessity for the Group to build a stable long-term base of shareholders in order to support the Group's development and transformation, and reduce its indebtedness

Strong decline in the French advertising market

- Downward revision of the 2013 forecasts for the advertising market in France: Warc Institute -0.7% versus + 1.3%¹
- Strong decline announced by the leaders of the TV advertising market and media agencies (-10% to-12%) in Q1 2013
- Significant deterioration in Display in France

Limited decrease in revenues and profitability maintained in a difficult market

- Revenue decrease of -2.9% with Internet growth at +3.3% in Q1 2013: Search at +5.4% and Display, websites & digital marketing at -2.5%
- Group's profitability remains high at 42.1% in Q1 2013 and stable compared to Q1 2012
- Net cash flow increase by +7.4% in Q1 2013
- Order slowdown, including Internet, continues in Q1 2013
- Annual outlook maintained

Short-term action plan to support revenues and profitability

- Commercial aggressiveness through performance-based products (Deals, Search, Websites)
- Acquisition of new customers
- Enhanced ROI for advertisers (improved Business Center, generalized call-tracking,...)
- Protecting margins through cost reduction and discipline on wages and investments

¹ Source: Warc Institute – 2013 forecasts of 11 April 2013 versus 26 November 2012

Sustained strong growth of mobile audience

- With **+66% mobile visits** at the end of March 2013, buoyed by the growth in downloads on Android, mobile audiences represent 22% of all audiences
- **High Reach rate¹ for mobile at 24%** (5 million UVs)
- **Over 24 million mobile applications downloaded** (14 million for PagesJaunes and 8 million for Mappy) and launch of a PagesJaunes app. under Windows Phone 8

New strategic initiatives

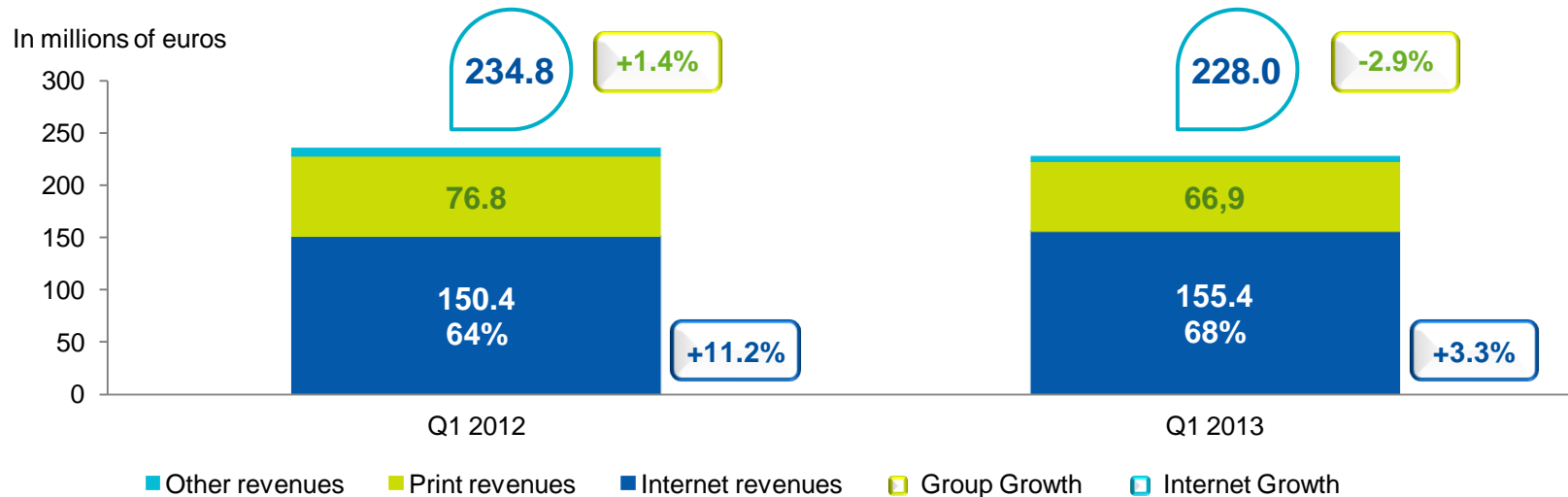
- Strategic partnership signed with **eBay**
- Development of **Mappy services towards web-2-store and shopping experiences** (1500 indoor views in Paris)
- Launch of **Solocal Network**, an organisation dedicated to the key national brands and chains
- **Creation of Idenum** with Euro-Information (Crédit Mutuel-CIC) and SFR, La Poste and Caisse des Dépôts: supporting deployment and use of digital identity solutions

Group revenues -2.9%

Internet growth +3.3% in a deteriorated market

Group revenues of 228.0 million euros in Q1 2013, down -2.9%

- Internet growth of +3.3% in a deteriorating economic and advertising context
- Controlled decrease of Printed directories business: -12.9%

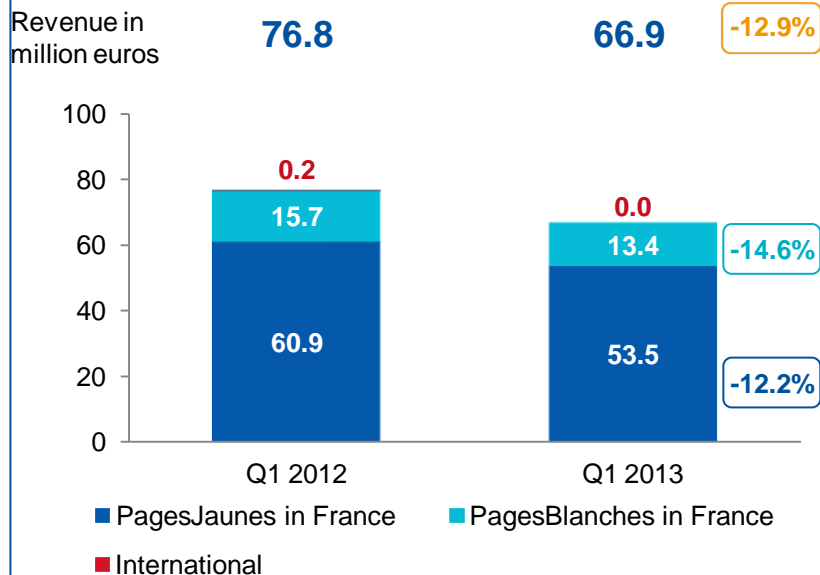


Stability of the GOM rate: 42.1% in Q1 2013 compared to 42.0% in Q1 2012, thanks to cost discipline: reduction of non-labor expenses (PIP¹ by -26%) and control of labor costs

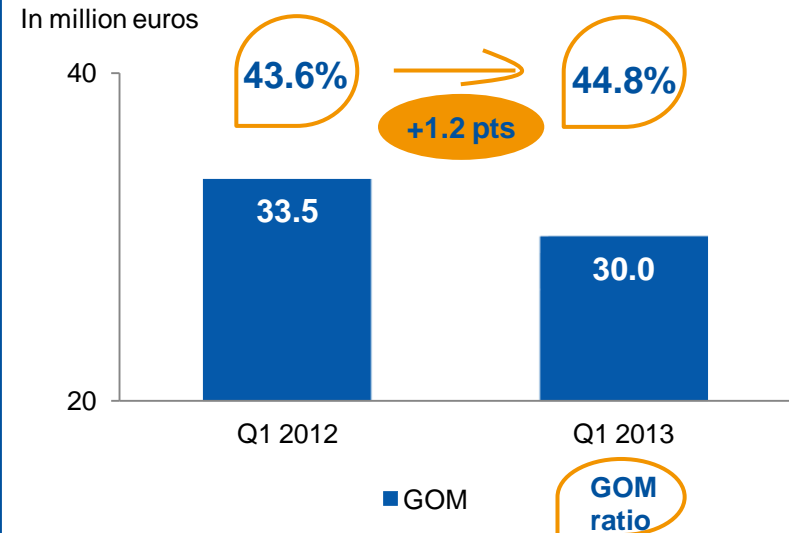
¹ PIP: Paper, Print, Distribution

Trend in Printed directories business

Controlled decrease of revenues



GOM improvement thanks to sharp reduction in direct expenses

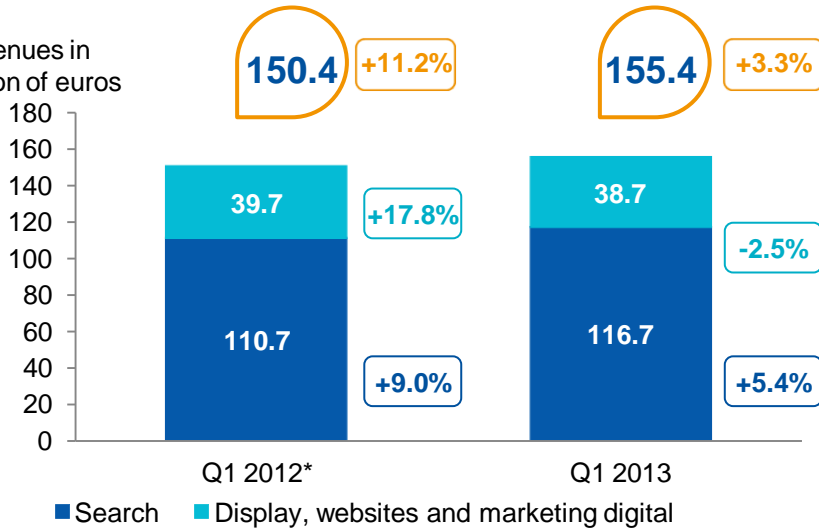


Printed directories revenues down -12.9%
The GOM rate gained +1.2 pts in Q1 2013

Trend in Internet

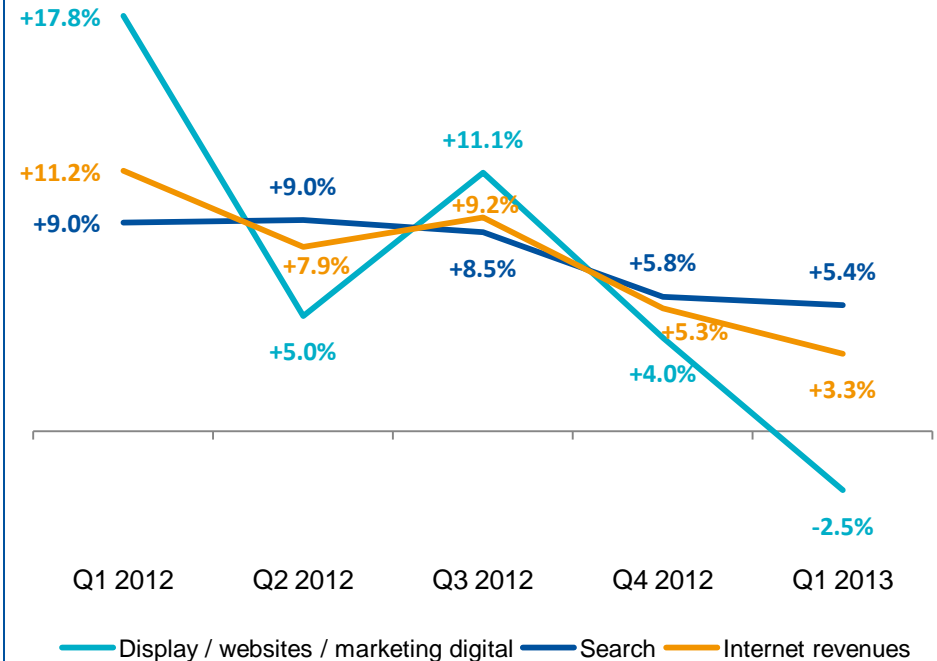
Internet growth of +3.3% in Q1 2013

Revenues in million of euros



* Revised Q1 2012 split following reclass between Search and Display

Strong display slowdown

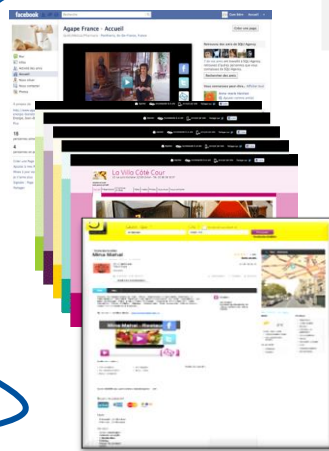


Internet revenues at 68.2% of Group revenues up by +3.3% in Q1 2013

Sources of audiences growth

Change in PagesJaunes audience Q1 2013 vs Q1 2012

Total audience:
+6%



Content:

- 8k fan pages
- 100k websites:
- 700k detailed pages

Indirect: 27% audience

Google

- SEO

SFR free

- Partnerships

msn
Y! bing
YAHOO!

HORIZON MEDIA

- Own AdNetwork

face Zoom on
Paris

- Own social local media

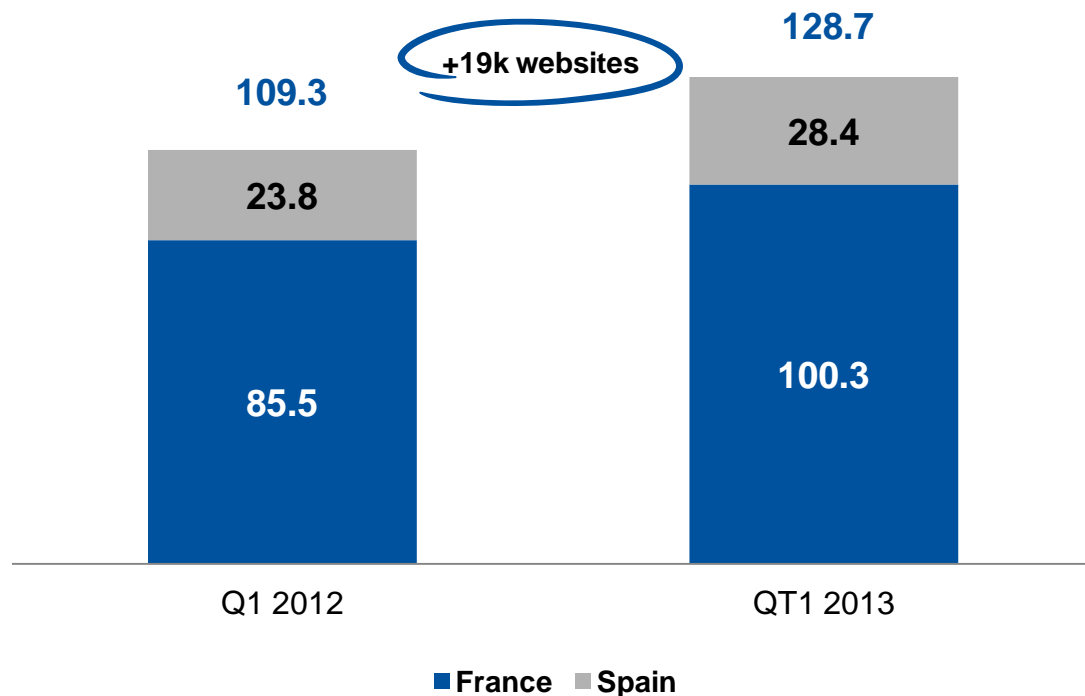
Mobile web:

22% audience
+66% in Q1



Websites and digital marketing growth

Number of websites managed* by Solocal Group (in thousands)



Source: PagesJaunes Groupe (Scope France : PJSA only)

* Websites managed : websites sold – websites not renewed for more than one year

Responsive design native for all our websites (fixe, mobile, tablette)

Verticalisation of websites

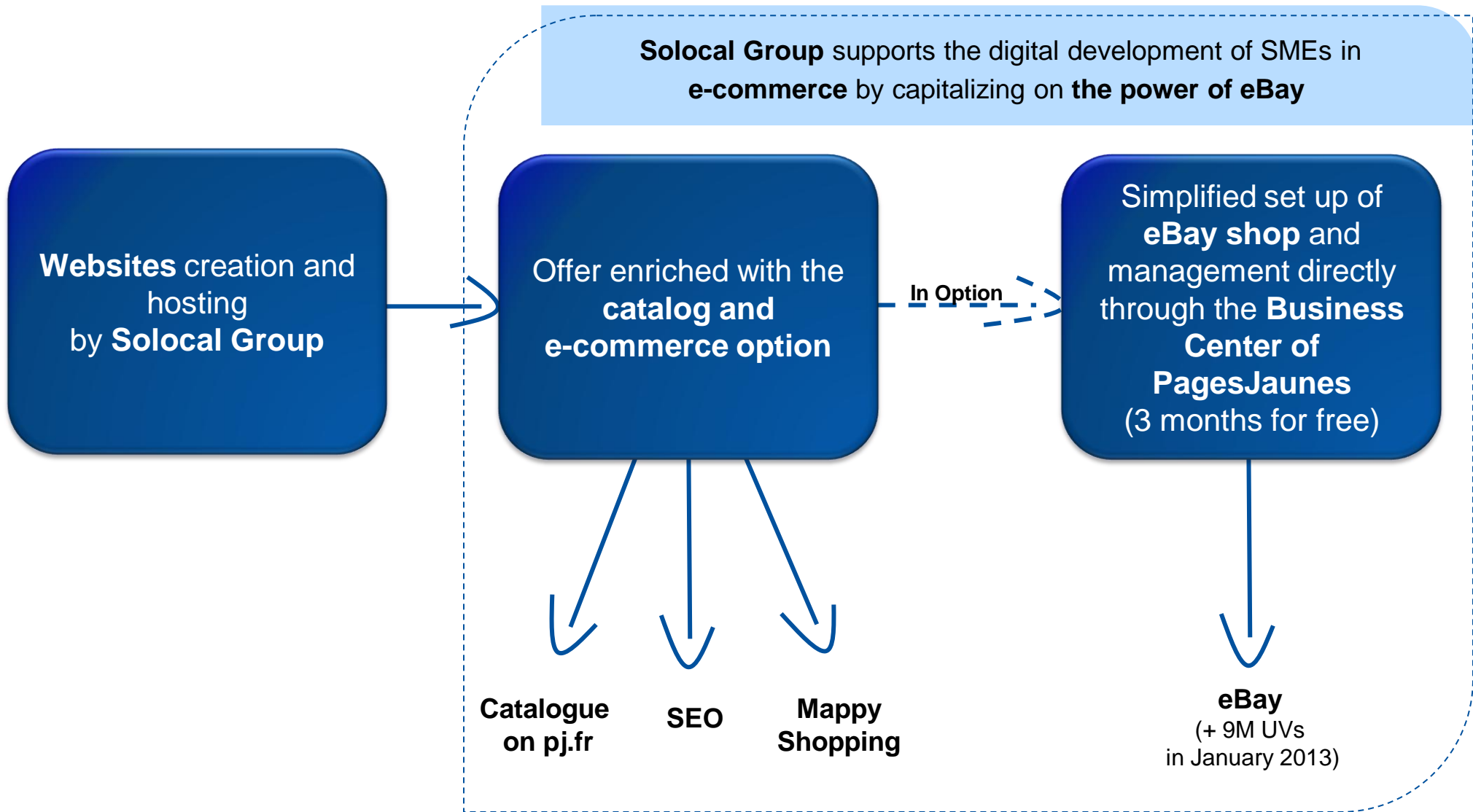
- Look and Feel customized by sector (over 200 different templates)
- Transactional functionalities introduced (ie. appointments,...)

Preparing launch of e-commerce

- Bringing e-commerce solution to SMEs
 - Easy, simple and performing
- Partnership with eBay
 - To enhance visibility of products
 - Managed by Solocal

Sales tools enhanced

E-commerce in partnership with eBay



Web-2-store and shopping experiences at Mappy



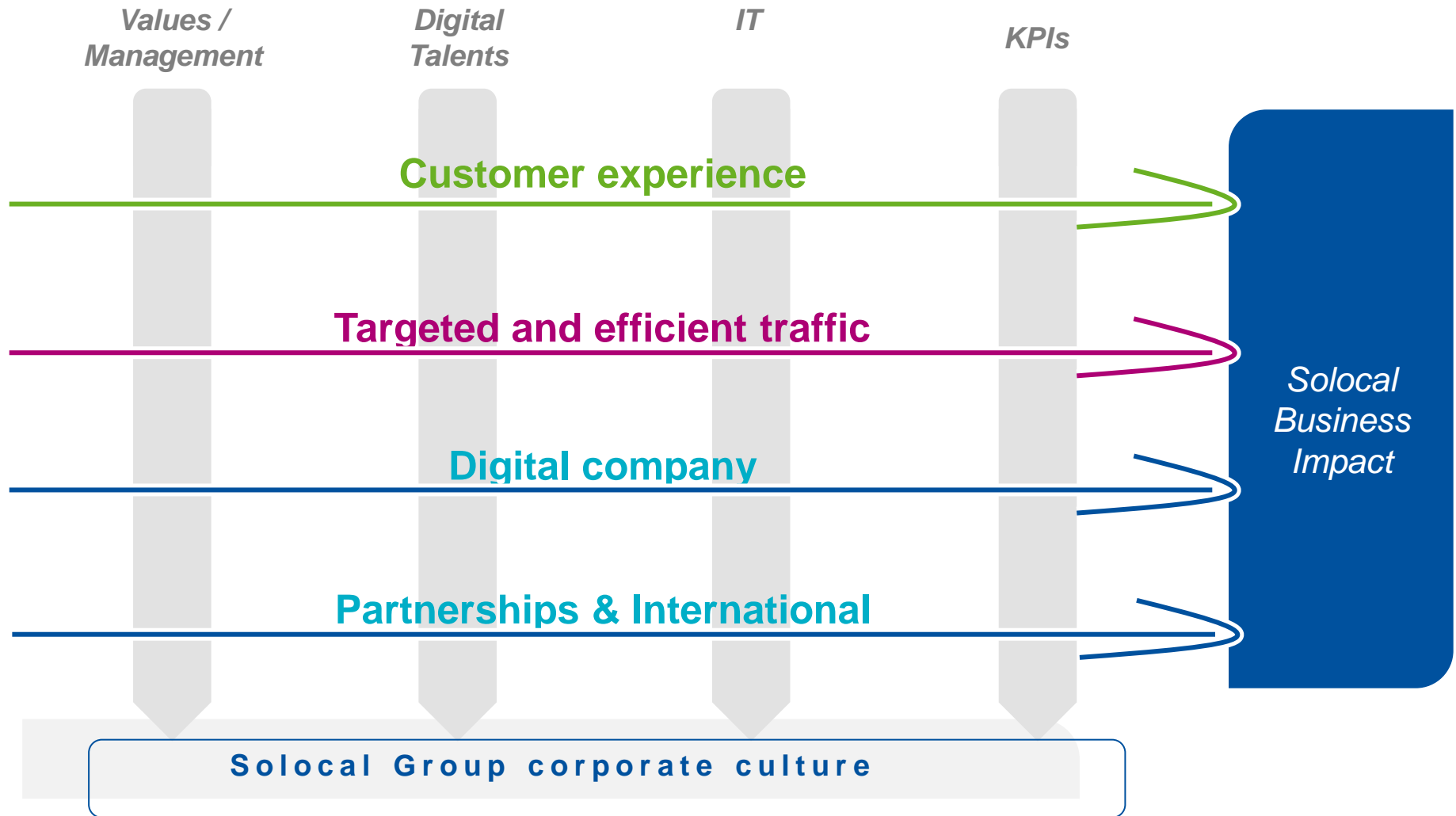
- **Maps, the new media for generating in-store traffic**
 - Store & Product Locator
- **Re-inventing Mappy with a shopping universe**

- **3D Immersive navigation (integration of UrbanDive)**
- **Coverage of 320 cities in Q1 2013**

- **Indoor store views : starting in Paris (+1,500 stores)**
- **Digital showcases for merchants**

Web-2-store, an additional monetisation opportunity around in-store traffic generation (product search, couponing and deals)

« Digital 2015 » ambitions



Growth opportunities of « Digital 2015 »

- +3 000 employees involved

- +70 identified growth or improvement opportunities

Examples of identified opportunities

- Marketing and sales organisation by verticals
- Solocal Network creation for national brands and chains
- Client relationship redesign

- ROI increase (displays, clicks, calls and contacts) and development of performance-based offers
- Development of transactional services, product search and e-commerce (partnership with eBay)

- Investment in new sales tools

- Mobilization and strengthening of digital talents



**FINANCIAL RESULTS
FOR THE 1ST QUARTER OF 2013**



Limited decrease in revenues: -2.9%

Internet Growth: +3.3%, 68.2% of Group revenues

Consolidated revenues by segment

In million euros	Q1 2013	Q1 2012	Change
Group revenues	228.0	234.8	-2.9%
Internet	155.4	150.4	+3.3%
<i>as % of Group revenues</i>	68.2%	64.1%	
Printed directories	66.9	76.8	-12.9%
<i>as % of Group revenues</i>	29.3%	32.7%	
Other businesses	5.7	7.6	-25.0%
<i>as % of Group revenues</i>	2.5%	3.2%	

Stable margin rate:

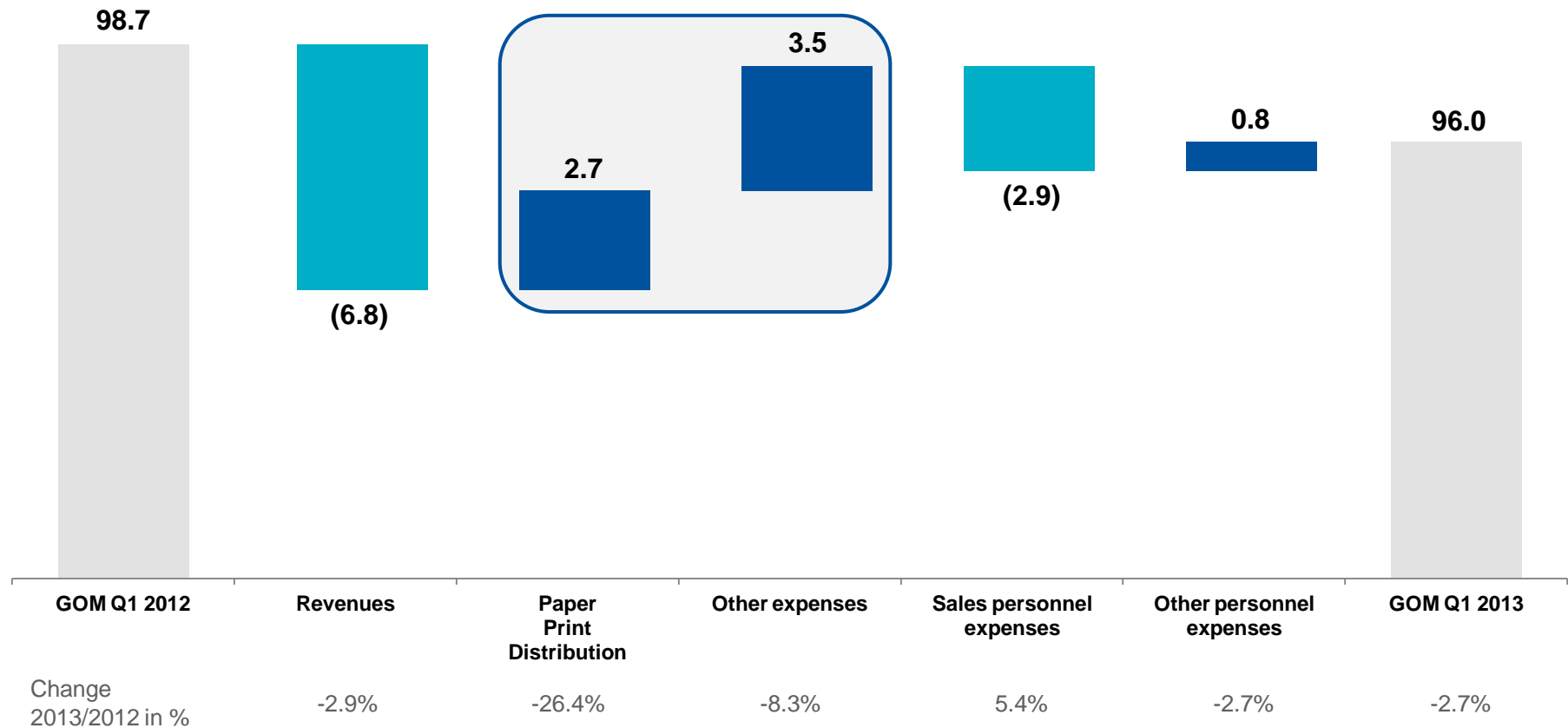
GOM of 96.0 million euros or 42.1% of Group revenues

Gross operating margin by segment

In million euros	Q1 2013	Q1 2012	Change
Group gross operating margin	96.0	98.7	-2.7%
<i>as % of Group revenues</i>	42.1%	42.0%	+10 bps
Internet	64.1	61.8	+3.7%
<i>as % of Group revenues</i>	41.2%	41.1%	+10 bps
Printed directories	30.0	33.5	-10.4%
<i>as % of Group revenues</i>	44.8%	43.6%	+120 bps
Other businesses	1.9	3.4	-44.1%
<i>as % of Group revenues</i>	33.3%	44.7%	na

Stable margin rate at 42.1% thanks to cost control

Change in Consolidated gross operating margin (GOM) in million euros



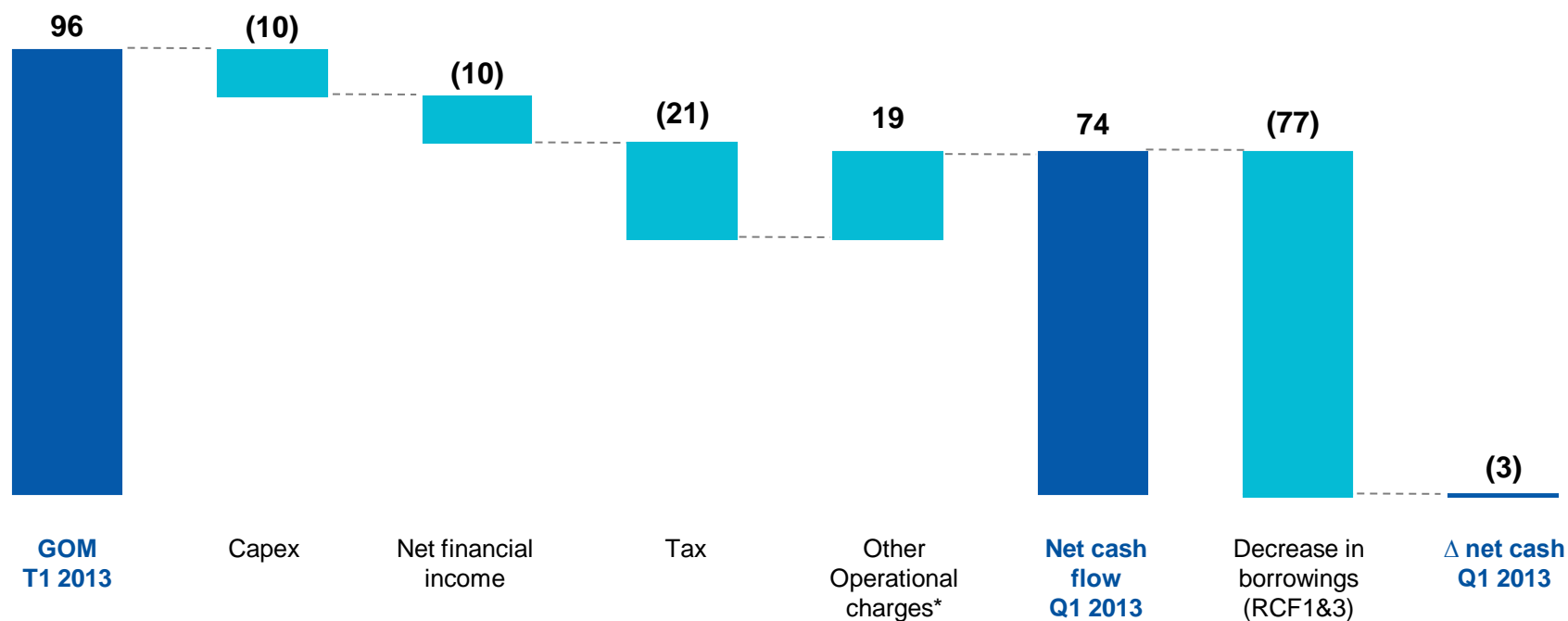
Increase in depreciation in line with investment policy and financial expenses impacted by the refinancing of 2011 and 2012

From gross operating margin to consolidated net income

In million euros	Q1 2013	Q1 2012	Change
Gross operating margin	96.0	98.7	-2.7%
<i>Legal employee profit sharing</i>	(2.9)	(2.8)	-3.6%
<i>Depreciation and amortisation</i>	(9.9)	(8.3)	-19.3%
<i>Other income and Expenses</i>	(0.6)	(0.4)	-50.0%
Operating income	82.6	87.2	-5.3%
Net financial income	(34.0)	(32.3)	-5.3%
<i>Share of profit or loss of an associate</i>	(0.1)	(0.1)	
Income before tax	48.4	54.8	-11.7%
<i>Corporate income tax</i>	(19.4)	(22.4)	13.4%
<i>Corporate income tax rate</i>	40.0%	40.7%	
Net income	29.0	32.5	-10.8%

Net cash flow: €74 M as of 1st quarter 2013, +7.4% vs 2012

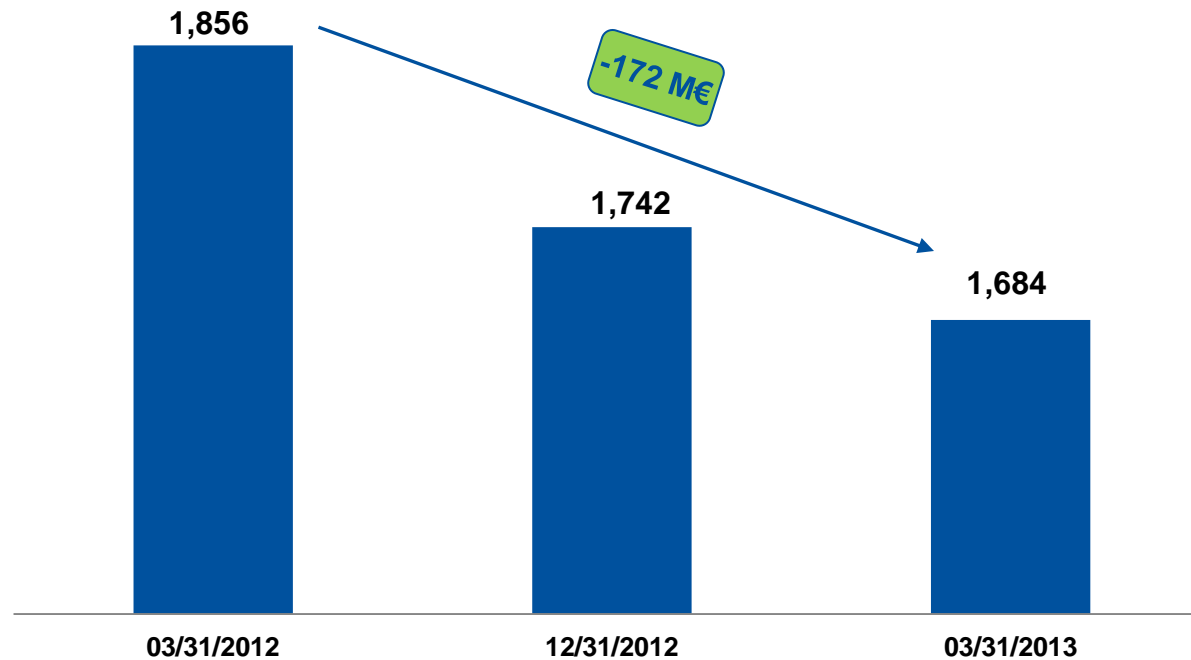
Net cash flow as of 31 March 2013 (in million euros)



* Including primarily change in working capital requirement

Indebtedness reduction thanks to recurring and optimized cash flow generation

Net debt* (in M€)



* Net financial debt: total gross financial debt plus or minus the fair value of derivative asset and liability hedging instruments and minus cash and cash equivalents

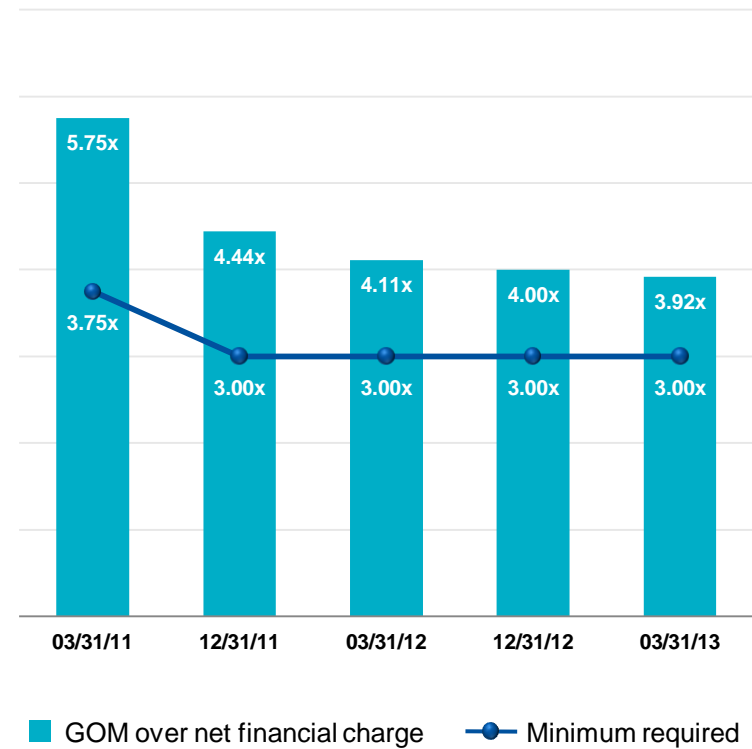
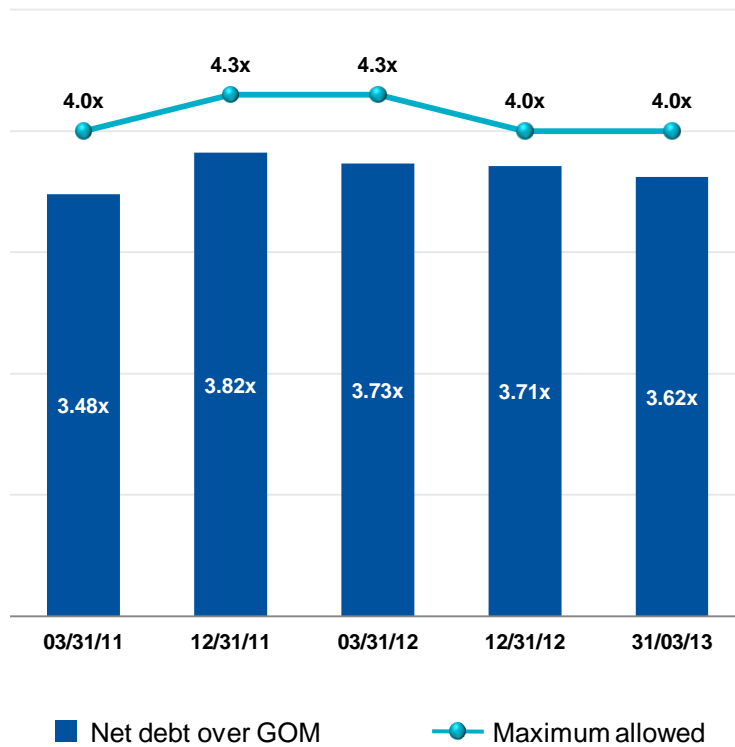
Compliance with covenants as of 1st quarter 2013

Financial leverage*

9%

Interest coverage

31%



* Covenant 3.75x as of 31 december 2013



OUTLOOK



Guidance 2013

The evolution of the advertising market over the coming quarters remains very uncertain. However, the Group maintains the following objectives for 2013:

- **REVENUE DECREASE BETWEEN -5% AND -3%**

- **CONTINUED GROWTH** in our Internet business, above French Online market

- Internet business representing **NEARLY 65% OF TOTAL REVENUES**

- **SUSTAINED CONTROLLED DECREASE IN THE PRINTED DIRECTORIES BUSINESS** similar to 2012

- **2013 GOM BETWEEN 425 AND 445 MILLION EUROS**

- Confirmation of the priority given to **REDUCING INDEBTEDNESS**

1 **SUCCESSFUL DIGITAL**
transformation

2 **STRENGTH OF AUDIENCES**
and **LOCAL MEDIAS**

Solocal
GROUP

3 **STRONG GROWTH** of
MOBILE ACTIVITIES

4 **BROAD** portfolio of **LOCAL**
DIGITAL CONTENTS

5 **SALES AND MARKETING**
LEADERSHIP on business
categories

6 **“DIGITAL 2015”**:
Operational transformation
and additional digital growth

7 A **PROFITABLE AND CASH**
GENERATIVE business



QUESTIONS AND ANSWERS





APPENDICES FINANCIAL RESULTS



Income statement: 1st quarter 2013

In million euros	Q1 2013	Q1 2012*	Change
Revenues	228.0	234.8	-2.9%
<i>Net external charges</i>	(45.9)	(52.2)	12.1%
<i>Salaries and charges</i>	(86.0)	(83.9)	-2.5%
Gross operating margin	96.0	98.7	-2.7%
as % of revenues	42.1%	42.0%	
<i>Legal employee profit-sharing</i>	(2.9)	(2.8)	-3.6%
<i>Depreciation and amortisation</i>	(9.9)	(8.3)	-19.3%
<i>Other income and expenses</i>	(0.6)	(0.4)	-50.0%
Operating income	82.6	87.2	-5.3%
Net financial income	(34.0)	(32.3)	-5.3%
<i>Share of profit or loss of an associate</i>	(0.1)	(0.1)	0.0%
Income before tax	48.4	54.8	-11.7%
<i>Corporate income tax</i>	(19.4)	(22.4)	13.4%
<i>Corporate income tax rate</i>	40.0%	40.7%	
Net income	29.0	32.5	-10.8%

* Not restated for the expensing of fixed costs of the sales force and for early adoption of IAS 19R

Cash flow statement: 1st quarter 2013

In million euros	Q1 2013	Q1 2012*	Change
GOM	96.0	98.7	-2.7%
<i>Legal employee profit-sharing</i>	(2.9)	(2.8)	-3.4%
<i>Non monetary items included in GOM</i>	0.9	0.4	na
<i>Net change in working capital</i>	20.6	16.9	21.7%
Acquisition of tangible and intangible fixed assets	(9.5)	(8.1)	-16.4%
Operational cash flow	105.1	105.1	na
<i>In % of GOM</i>	109.5%	106.5%	
<i>Cash financial income</i>	(10.4)	(21.5)	51.9%
<i>Coportate income tax paid</i>	(21.0)	(14.9)	-41.2%
Net cash flow	73.8	68.7	7.4%
<i>Increase (decrease) in borrowings and bank overdrafts</i>	(77.0)	282.2	na
<i>Dividends paid</i>	-	-	na
<i>Other</i>	(0.2)	(1.3)	+84.4%
Net cash variation	(3.4)	349.5	na
<i>Net cash and cash equivalents at beginning of period</i>	91.9	78.1	17.7%
Net cash and cash equivalents at end of period	88.4	427.6	-79.3%

* Not restated for the expensing of fixed costs of the sales force and for early adoption of IAS 19R

Balance sheet as of 31st March 2013

In million euros	31 March 2013	31 Dec 2012
ASSETS		
Total non-current assets	208.5	212.3
<i>Net goodwill</i>	82.3	82.3
<i>Other net intangible fixed assets</i>	70.1	69.4
<i>Net tangible fixed assets</i>	24.3	25.5
<i>Other non-current assets of which deferred tax assets</i>	31.7	35.1
Total current assets	640.6	653.9
<i>Net trade accounts receivable</i>	416.9	429.9
<i>Acquisition costs of contracts</i>	70.6	68.9
<i>Prepaid expenses</i>	13.9	5.6
<i>Cash and cash equivalents</i>	91.7	111.5
<i>Other current assets</i>	47.6	38.0
Total assets	849.0	866.2
LIABILITIES		
Total equity	(1,971.6)	(2,006.8)
Total non-current liabilities	1,712.2	1,777.2
<i>Non-current financial liabilities and derivatives</i>	1,619.6	1,686.6
<i>Employee benefits (non-current)</i>	85.3	83.3
<i>Other non-current liabilities</i>	7.4	7.3
Total current liabilities	1,108.4	1,095.7
<i>Bank overdrafts and other short-term borrowings</i>	118.7	149.9
<i>Deferred income</i>	653.9	632.1
<i>Employee benefits (current)</i>	124.3	124.4
<i>Trade accounts payable</i>	72.2	78.3
<i>Other current liabilities</i>	139.4	111.0
Total liabilities	849.0	866.2

Net debt as of 31st March 2013

In million euros	31 March 2013	31 Dec 2012	31 March 2012
<i>Cash and cash equivalents</i>	91.7	111.5	437.4
Gross cash position	91.7	111.5	437.6
<i>Bank overdrafts</i>	(3.3)	(19.6)	(9.8)
Net cash position	88.4	91.9	427.7
<i>Bank borrowings</i>	(1,368.2)	(1,368.2)	(1,600.1)
<i>Bond borrowings – Senior secured notes</i>	(350.0)	(350.0)	(350.0)
<i>Revolving credit facility drawn*</i>	-	(75.8)	(281.4)
<i>Loan issuance expenses</i>	34.6	37.6	31.1
<i>Capital leases</i>	(0.1)	(0.1)	(0.1)
<i>Fair value of hedging instruments</i>	(44.3)	(54.6)	(56.9)
<i>Accrued interest not yet due</i>	(37.4)	(16.7)	(15.3)
<i>Other financial liabilities</i>	(7.0)	(5.7)	(11.5)
Gross financial debt	(1,772.4)	(1,833.6)	(2,284.2)
<i>Of which current</i>	(152.8)	(147.0)	(300.7)
<i>Of which non-current</i>	(1,619.6)	(1,686.6)	(1,983.5)
Net cash (debt)	(1,684.0)	(1,741.7)	(1,856.4)
Net cash (debt) excluding fair value of financial instruments and loan issuance expenses	(1,674.3)	(1,724.7)	(1,830.8)

*At 03/31/2013, 95,8 M€ available under the undrawn revolving credit line, at 12/31/2012, 20 M€ available under the undrawn revolving credit line

Financial structure as of 31st March 2013

	Size (€M)	Maturity	Margin (bps) / Rate (%)
Tranche A1	49.6	November 2013	175
Tranche A3	962.0	September 2015	400
Tranche A5	356.4	September 2015	360
RCF 1*	-	November 2013	175
RCF 3*	-	September 2015	360
Total bank debt	1,368.1	-	381**
Senior secured notes	350.0	June 2018	8.875%
Other debts	54.3		
Total gross debt	1,772.4	-	7.1%***
Net cash	88.4	-	
Total net debt	1,684.0	-	

* As of 03/31/2013, 95,8 M€ available under undrawn RCF ** Average weighted margin *** Weighted average of bank debt cost and coupon on the high yield notes.



GLOSSARY



Glossary – Operating P&L

Group Digital revenues:

- Total of Internet revenues from PagesJaunes (pagesjaunes.fr, annoncesjaunes.fr, pagespro.com, websites and mobile Internet) and Internet revenues from all other subsidiaries in the Group

Net external charges:

- Include external purchases: primarily include the editorial costs (purchase of paper, printing and distribution of printed directories), costs linked to databases, expenses for the information system, communication and marketing expenses, as well as structure expenses. For example: costs for producing Internet sites (launch of the Internet Visibility Pack), information system costs in line with the new developments, linked to services for advertisers or new functionality on the pagesjaunes.fr website
- And also include other operating income and expenses: are primarily comprised of taxes, certain provisions for risks, and provisions for bad debts

Salaries and charges:

- Exclude legal employee profit-sharing and share-based payment

Gross operating margin (GOM):

- Revenues less external purchases, operating expenses (net of operating income) and salaries and social charges. The salaries and social charges included in the gross operating margin do not include employee profit-sharing or the cost of share-based payment

Glossary – Financial structure

Net financial debt:

- Total gross financial debt plus or minus the fair value of derivative asset or liability hedging instruments and minus cash and cash equivalents

Ratio of net debt to GOM:

- As defined in the agreement concluded with the financial establishments, in other words the ratio between an aggregate of consolidated net debt (excluding fair value of hedging instruments and loan issuing expenses) and an aggregate close to consolidated GOM

Ratio of GOM to net financial expenses:

- As defined in the agreement concluded with the financial establishments, in other words the ratio between an aggregate close to consolidated GOM and an aggregate of consolidated net financial expenses (excluding change in fair value of hedging instruments recognised in P&L and loan issuing expenses amortisation)

Average cost of total debt:

- Weighted average of bank debt cost and coupon on the high yield notes