OFFERING CIRCULAR

presented by

PagesJaunes Groupe A French Public Limited Company (société anonyme) with capital of €55,757,922
Registered office: 7, avenue de la Cristallerie – 92317 Sèvres Cedex
RCS Nanterre 552 028 425

in response to the proposed standing tender offer for PagesJaunes Group shares by Médiannuaire

In accordance with Article L. 621-8 of the Monetary and Financial Code and Article 231-26 of its General Regulations, the *Autorité des marchés financiers* (AMF) granted approval number 06-396 on 7 November 2006 for this response note. This response note was issued by PagesJaunes Group and engages the responsibility of its signatories. The approval, in compliance with the measures of Article L. 621-8 of the Monetary and Financial Code, was assigned after the AMF verified "that the document is complete and understandable and that the information that it contains is coherent". It does not imply any approval of the opportunity of the transaction or any authentication of the financial and accounting items that are presented.

This response note is available at the website of the PagesJaunes Group (www.pagesjaunesgroupe.com) and the AMF (www.amf-france.org). A copy can also be obtained free of charge upon request from:

PagesJaunes Group – Investor Relations
7, avenue de la Cristallerie – 92317 Sèvres Cedex – France

Information pertaining to the characteristics, especially legal, financial and accounting ones of PagesJaunes Group are mentioned in the 2005 Reference Document of PagesJaunes Group, registered by the AMF on 23 March 2006 under number R. 06-024, and in the update of this document filed with the AMF on 7 November 2006. The 2005 Reference Document and its update are available via the same procedure as for this response note.

Contents

Pursuant to a competitive bidding process launched in June 2006, on 11 October 2006 France Télécom concluded an agreement with Médiannuaire and Médiannuaire Holding (the "**Sale and Purchase Agreement**") providing for the sale to Médiannuaire by France Télécom of 150,546,830 PagesJaunes Group shares representing approximately 54% of the share capital and voting rights of the Company (the "**Controlling Interest**").

The sale of the Controlling Interest was concluded on 11 October 2006 (the "Securities Block Sale Date") within the framework of an off-market sale of a block of securities in accordance with the provisions of article 516-2 et seq. of the AMF General Regulation (the "**AMF General Regulation**") in exchange for payment by Médiannuaire to France Télécom of €3,312,030,260 or €22 per share.

Under the terms of the Sale and Purchase Agreement, Médiannuaire undertook to pay France Télécom, subject to certain contingencies after the completion of the transfer of the Controlling Interest, various additional cash consideration payments.

By a letter dated 18 October 2006 sent to the AMF and the Company, Médiannuaire reported that on 11 October 2006 it had breached the ownership disclosure thresholds of 5%, 10%, 15%, 20%, 25%, 1/3 and 50% of the share capital and voting rights of the Company and declared its intention to file, in compliance with applicable regulation a standing offer ("**Standing Tender Offer**") for the shares of the Company. The declaration of breach of threshold was published in AMF notice 206C1925 on 19 October 2006.

On 24 October 2006, BNP Paribas, Goldman Sachs International and Lehman Brothers International (Europe), acting on behalf of Médiannuaire, filed a draft standing tender offer circular (*projet de note d'information*) available at the AMF web site (www.amf-france.org) and from the Médiannuaire and the banks presenting the standing tender offer.

Médiannuaire is a French simplified joint stock company (*société par actions simplifiée*) with a share capital of €998,591,400 whose registered office is 24, rue Jean Goujon – 75008 Paris, registered in the Paris Companies Register under number 491 026 464. Médiannuaire is controlled at the top level of an investment fund consortium of which approximately 80% is ultimately managed by KKR Europe II Limited and KKR Millennium Limited and, approximately 20% of certain funds managed by the "Principal Investment Area" division of Goldman Sachs.

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RECOMMENDATION OF THE BOARD OF DIRECTORS OF PAGESJAUNES GROUP

The PagesJaunes Group Board of Directors met on 20 October 2006 to render a decision on the proposed Standing Tender Offer. All Board members were present or represented and unanimously recommended the following:

“The Board of Directors of the PagesJaunes Group reviewed the terms and conditions of a proposed standing tender offer(“garantie de cours”) by Médiannuaire (and notably a draft offering circular describing the reasons and intentions of Médiannuaire) to acquire PagesJaunes Group shares, and the report of the independent expert, the firm Ricol, Lasteyrie & Associés. The Board noted that the price proposed by Médiannuaire in connection with the standing tender offer was €22 per PagesJaunes Group share (prior to the payment of a special dividend of €9 per PagesJaunes Group share subject to approval of the shareholders’ meeting called for 20 November 2006) and €13 per PagesJaunes Group share after payment of this dividend.

An additional cash consideration of €0.6 per share shall furthermore be payable if Médiannuaire obtains more than 95% of the existing shares and voting rights of the Company upon completion of the standing tender offer. It is also provided in the event of the sale of the direct or indirect controlling interest of PagesJaunes Group in the 12 months following the acquisition realized by Médiannuaire that an additional cash consideration equal to 50% of the capital gain realized shall be paid to shareholders. Only shareholders having contributed their shares to the standing tender offer within the framework of the semi-centralization procedure (and not on the market) shall be entitled to rights to this additional cash consideration.

After review of these terms and conditions, the Board noted that the independent expert considered that the price proposed was fair from a financial perspective within the framework of the standing tender offer and in line with the sale price by France Télécom for its shares of the Company, based on a competitive bidding process.

The Board also considered the objective increase of the risk to shareholders resulting from the modification of the financial structure of the Company pursuant to the special dividend payment as well as a reduction in the liquidity of the share that might result from the different transactions. The Board also duly noted the representations by Médiannuaire concerning its intentions to pursue the Company’s policy concerning employment, as described in detail in 1.2.2.1 and 1.2.2.4 of the offering circular (note d’information) of the offeror.

After review of these terms and conditions, the Board noted that the independent expert considered that the price proposed was fair from a financial perspective within the framework of the standing tender offer and was in line with the sale price by France Télécom for its shares of the Company, based on a competitive bidding process.”

2 REVIEW OF THE INDEPENDENT EXPERT

In accordance with the provisions of articles 261-1 *et seq.* of the AMF General Regulation, the Board of Directors appointed the firm Ricol, Lasteyrie & Associés as independent expert to produce a report on the financial conditions of the Standing Tender Offer.

Under the terms of its engagement the firm Ricol, Lasteyrie & Associés render the following report:

"Report of the independent expert

On the standing tender offer For PagesJaunes Group shares By Mediannuaire SAS

To the Board of Directors of the PagesJaunes Group,

In connection with the standing tender offer by Médiannuaire SAS, a wholly-owned subsidiary of Médiannuaire Holding SA, in itself indirectly-held by a group of funds managed by Kohlberg, Kravis, Robert & Co Ltd (KKR) and Goldman Sachs, for PagesJaunes Group shares, we have been appointed, as independent experts by the latter to evaluate the fairness of the financial conditions proposed.

The price proposed to minority shareholders of PagesJaunes Group of **€22** per share corresponds to the sale price of the controlling interest paid by Médiannuaire SAS to France Télécom, the seller in accordance with the terms of a sale and purchase agreement for a block of securities of 11 October 2006.

We have performed our procedures in accordance with the provisions of article 262-1 of the AMF General Regulation and the AMF instruction 2006-08 of 25 July 2006 on the function of independent experts (in turn completed by AMF recommendations of 28 September 2006). Detail on our work is provided below in section 7.

For the performance of our mission, we have used documents and information provided to us by the PagesJaunes Group, its adviser bank and the advisors of the offeror. However, it was not our responsibility to verify this information. In accordance with procedures applicable to independent experts, we have not undertaken to validate the historical and forward-looking information provided. Our procedures have rather been limited to assessing the reasonable basis and coherence of this information.

2.1 Presentation of the offering

2.1.1 COMPANIES CONCERNED BY THE OFFERING

2.1.1.1 Presentation of the offeror

Médiannuaire is a French simplified joint stock company (société par actions simplifiée) with a share capital of €998,591,400 whose registered office is 24, rue Jean Goujon – 75008 Paris, registered in Paris under number 491 026 464. It is the investment vehicle used for the acquisition of the PagesJaunes Group.

2.1.1.2 Presentation of the target of the standing tender offer

PagesJaunes Group is a French Corporation (société anonyme) with a share capital of €57,737,922 euros divided into 278,789,610 shares with a par value of €0.20 per share. The shares have been traded in Eurolist compartment A of Euronext Paris since July 2004. Its registered office is 7, avenue de la Cristallerie – 92317 Sèvres Cedex. It is registered in the Nanterre Companies' Register under number 552 028 425.

It is the controlling holding company of a group specialized in printed and online directories (the latter primarily through the Web site pagesjaunes.fr). It exercises its activity primarily in France through it subsidiary PagesJaunes SA.

Revenue of the company originates primarily from advertising receipts from the sale of advertising space based on monetizing the audience of printed directories or the Web site. The very large audience and high brand recognition make it possible to sell advertising space of different formats to professionals.

2.1.2 CONTEXT IN TERMS OF THE STANDING TENDER OFFER FOR PAGESJAUNES GROUP SHARES

In a press release issued of 7 June 2006, France Télécom announced the decision of its Board of Directors *"to prepare a partial or full divestiture of France Telecom's stake in PagesJaunes in a way that would maximise the value of its investment while respecting the interests of all shareholders, clients and employees of PagesJaunes Group"*.

Within this context, France Télécom launched a competitive bidding process in which in the second round five investors (or consortia) participated.

At the end of this process, France Télécom announced in a press release of 24 July 2006 that: "France Télécom grant exclusivity to KKR:

• Sale price per share: €22;

• Valuation of €3.312 billion for France Telecom's 54% stake in the PagesJaunes Group".

This valuation corresponded to a price of **€22** per share.

This press release added that: *"An additional cash consideration of €0.6 per share, resulting in a total additional cash consideration of €90 million for France Telecom, shall be paid by KKR in the event it holds more than 95% of the existing shares and voting rights of PagesJaunes Group upon completion of the standing tender offer ("garantie de cours") it intends to launch following the acquisition of France Telecom's 54% stake in PagesJaunes Group".*

In a press release of 27 July 2006, France Télécom announced that its Board of Directors had *"confirmed the exclusivity granted to KKR in view of the sale of the Group's 54% stake in PagesJaunes Group".*

The controlling interest was sold on 11 October 2006, in accordance with the terms of a *Sale and Purchase Agreement* to Médiannuaire SAS.

It should furthermore be noted that this transaction involves the implementation of a leveraged buyout (LBO).

2.2 Presentation of the firm Ricol, Lasteyrie & Associés

With a dedicated team of professionals with recognized expertise in their respective fields of expertise, Ricol, Lasteyrie & Associés has since its creation provided services in conducting audits, financial analysis and the valuation of companies whether within the framework of:

• legally mandated missions: equity and/or merger assessment engagements;

• contractual engagements: independent expertise, company valuations and arbitration.

Over the years, Ricol, Lasteyrie & Associés has acquired a recognized track record in successfully conducting missions requiring a special assessment of the fairness of valuations in the interest of shareholders and notably providing independent expertise services and fairness opinions.

Ricol, Lasteyrie & Associés has adopted a quality charter that can be downloaded from its website.

2.3 List of independent expertise missions performed by Ricol, Lasteyrie & Associés in the last 12 months

In the last 12 months, Ricol, Lasteyrie & Associés has served as an independent expert for the following transactions concerning companies whose shares are listed on a regulated market:

Date	Target	Offeror	Presenting bank	Type of offer
March-06	Sanef	Abertis (via Holding d'Infrastuctures de Transport)	JP Morgan / Calyon	Standing tender offer/
March-06	Sodice Expansion	Conforama Holding	Calyon	Simplified bid
February-06	Buffalo Grill	Colony Capital (via S.A.I.P.)	Rothschild & Cie Banque	Public buyout offer-squeeze out
December-05	Aigle	SIPDT	HR Société Financière	Public buyout offer-squeeze out
September-05	Unilog	LogicaCMG	BNP Paribas/Messier Partners	Simplified takeover bid
September-05	Matussière et Forest	Matlin Patterson (via its acquisition vehicle Vector Investments B)	Transaction R (Rothschild & Cie Banque)	Public buyout offer-squeeze out
September-05	Marionnaud Parfumeries	AS Watson	UBS / Calyon	Public buyout offer-squeeze out

2.4 Declaration of independence

2.4.1 SUMMARY OF PRIOR ASSIGNMENTS WITH COMPANIES CONCERNED

- In March 2006, we served as the independent expert in connection with the standing tender offer followed by a public buyout offer/ squeeze (OPR-RO) for SANEF presented by the bank JP Morgan. This bank is an adviser of PagesJaunes Group for the current offer.

  In September 2005 we served as the independent expert in connection with the simplified takeover bid (OPAS) for Unilog, presented by the bank BNP Paribas. This bank is an adviser Médiannuaire for the current offer.

  We consider that the mission entrusted to us by PagesJaunes Group, combined with the two missions presented above does not require us to perform repeated assignments involving these establishments as understood by article 261-4 I of the AMF general regulation.

- In February 2005 we served as the independent expert appointed by the Board of Directors of France Télécom in connection with the undertaking to assign all assets and liabilities of Equant.

  Following the transfer of a block of PagesJaunes Group securities to Médiannuaire SAS on 11 October 2006, France Télécom has only an indirect link with the transaction based solely on its right, when applicable, to additional cash consideration and notably the additional cash consideration payment of €0.6 per PagesJaunes Group share if Médiannuaire SAS obtains 95% of the equity and voting rights following the standing tender offer. As a result, we consider that our previous mission on behalf of the Board of Directors of France Télécom does not constitute a basis for compromising our independence in connection with the current transaction.

2.4.2 ATTESTATION

Ricol, Lasteyrie & Associés declares that there exists no known past, present or future link between itself, parties concerned by the proposed standing tender offer and their advisers that could compromise its independence and objective judgment in the performance of this present mission.

2.5 Membership in a professional association recognized by the AMF

Ricol, Lasteyrie & Associé is not a member of a professional association recognized by the AMF in accordance with the provisions of article 263-1 of its General Regulation. It in contrast possesses a quality charter providing for procedures destined to ensure the independence of the firm and prevent potential conflicts of interest as well as ensuring controls for each mission, the quality of work performed and reports before they are issued.

2.6 Amount of compensation received

For this mission, we received fees of €80,000, excluding taxes and expenses.

2.7 Description of diligences performed

2.7.1 AUDIT PROGRAM

We have implemented the following audit program:

- Review and acceptance of the engagement;
- Identification of risks and focus of the mission;
- Collection of necessary information and data (industry analysis, etc.);
- Stock exchange price analysis;
- Review of reports of analysts of industry sectors and companies and comparables;
- Trading comparables;
- Transaction comparables;
- Discounted cash flow (DCF):
  - analysis of the business plan,
  - determination of cash flows,
  - determination of discount rates,
  - sensitivity analysis;
- The dividend yield method as a means of control;
- Controlling interest:
  - analysis of the sale and purchase agreement,
  - analysis of the bidding process,
  - evaluation of the structuring of the LBO and a management package;
- Review of prior valuations:
  - IPO in July 2004,
  - sale of a block of securities by France Télécom on 10 February 2005;
- Legal review (minutes of meetings of the Board of Directors, shareholders' meetings, works committee);
- Revue of the impact of the divestiture by France Télécom;
- Obtaining representation letters from the chief executive officer (directeur général) of PagesJaunes Group and the offeror;
- Report outline;
- Drafting of the report;
- Review of the coherence between the report of the expert and the draft offering circular (projet de note d'information);
- Independent review;
- Presentation of conclusions to the PagesJaunes Group Board of Directors.

2.7.2 WORK TIMETABLE

- Engagement initiation meeting: 28 September 2006;
- Meetings presenting the business plan: 4 October 2006 (PagesJaunes SA) and 6 October 2006 (International and subsidiaries);
- Meeting with the legal advisers of the purchaser: 9 October 2006;
- Meeting with the banks presenting the standing tender offer: 12 October 2006;
- Meeting with PagesJaunes Group management presenting the long-term business prospects of the company: 16 October 2006;
- Meeting presenting the preliminary conclusions to the company and its advisers: 17 October 2006;
- Meeting presenting our preliminary conclusions to the independent directors of PagesJaunes Group: 19 October 2006;
- Meeting presenting our conclusions to the PagesJaunes Group Board of Directors: 20 October 2006.

2.7.3 PERSONS MET

- Michel Datchary, chief executive officer of PagesJaunes Group;
- Ghislaine Mattlinger, chief financial officer of PagesJaunes Group;
- Vincent Gouley, Vice President, Investor Relations, PagesJaunes Group;
- Alexandre de Tourtier, Vice President, Corporate Affairs, PagesJaunes Group;
- Henri Moché, Vice President for Group Strategy, PagesJaunes Group;
- Lydérick Watine, Product Strategy Manager;
- Representatives of the JP Morgan Bank, adviser of PagesJaunes Group;
- Sébastien Prat and Matthieu Pouchepadass, legal advisors of the purchaser of the controlling interest;
- Representatives of the presenting banks.

2.7.4 SOURCES OF INFORMATION

- Material information provided by PagesJaunes Group:
  - 2006-2011 business plan and the management presentation,
  - Terms and conditions of future borrowings,
  - Transition agreement and summary of the cooperation agreement between PagesJaunes Group and France Télécom;
- Material information provided by the advisers of Médiannuaire:
  - Sale and Purchase Agreement of 11 October 2006),
  - The draft offering circular of Médiannuaire;
- Market information:
  - Financial analysis and comparable transaction reports: Thomson One Banker,
  - Market consensus: IBES,
  - Market data (beta, risk-free rate, risk premium, etc.): Datastream and Associés en Finance.

2.7.5 PERSONNEL INVOLVED IN THE PERFORMANCE OF THE MISSION

Signatory partner: Sonia Bonnet-Bernard, assisted by:

- Two mission directors with professional experience of between 8 and 11 years, including significant experience in the valuation of companies and analysis of financial information of publicly traded companies;
- Two employees with professional experience of between 1 and 4 years.

The independent review was performed by a partner of the firm.

2.8 Valuation of PagesJaunes Group and counterparties on the standing tender offer

In compliance with article 262-1 of the AMF General Regulation, we have undertaken a valuation of the company. In this respect it should be noted that the principles of the valuation methods used by the presenting banks were provided to us at the beginning of our mission. In contrast, we have reviewed the quantitative multi-criteria analysis produced by the presenting banks before establishing our overall basis of our opinion on the valuation amount.

2.8.1 VALUATION METHODS NOT USED

In the performance of our mission we have not had recourse to the following methods:

2.8.1.1 Net book value method

We do not consider that this method is applicable because the intangible value of group businesses is not reflected in the parent company and consolidated balance sheets of PagesJaunes Group.

For information, the consolidated net book value net of PagesJaunes Group as of 30 June 2006 was €259.3 million or €0.9 per share.

2.8.1.2 Restated net assets method

In our opinion this method was not applicable because member companies of PagesJaunes Group do not hold significant non-operating assets. The value of operating assets and notably intangible assets such as "brands", "customer bases", etc. are based on their respective corresponding future cash flows. In consequence, their separate valuation would duplicate the discounted cash flow method presented below.

2.8.2 VALUATION METHODS RETAINED

Introductory remarks about dilutive securities: for the method described below in 2.8.2.3, 2.8.2.4 and 2.8.2.5, we have simulated the impact of stock options and bonus issues as follows:

- the impact on cash of the period of total stock options (including social charges on the anticipated exercise of 50% of the stock options following the change in control);
- number of fully diluted shares, it equals the total (i) of the number of outstanding shares, (ii) total stock options and (iii) total bonus shares granted on 30 May 2006 (see note 10.5 of the notes to the 2006 interim financial).

2.8.2.1 Reference to recent capital transactions by the company

This method involves the valuation of the company on the basis of recent capital transactions of the company. Within the framework, the sale of the controlling interest representing 54% of the capital of PagesJaunes Group on 11 October 2006 between France Télécom (transferor) and Médiannuaire (transferee) represents a particularly important basis of reference.

We have performed the following diligences:

Analysis of the sale process initiated by France Télécom on 7 June 2006

In a press release issued of 7 June 2006, France Télécom announced the decision of its Board of Directors *"to prepare a partial or full divestiture of France Telecom's stake in PagesJaunes in a way that would maximise the value of its investment while respecting the interests of all shareholders, clients and employees of PagesJaunes Group"*. This announcement was followed by the implementation of a competitive bidding process.

A description of this procedure was provided to us by the respective boards of the company and the purchaser. On this basis, in our opinion it meets the criteria capable of providing indication of the best offer price for the 54% controlling interest.

It should nevertheless be noted that the press release of Vivendi issued on 17 July 2006 indicating notably that "*primarily due to price considerations, we will not participate in the bid for the acquisition of PagesJaunes in the best interests of our shareholders*". This press release indicated two significant factors in evaluating the competitive bidding process:

- the share price level was considered high by the strategic investor (attaining €24.24 on 17 July 2006);
- the public disclosure of its opinion could have a contrario had an adverse impact on the end of the procedure even if the company informed us that the competitive bidding process was pursued until its closing.

Review of the Sale and Purchase Agreement of 11 October 2006)

Pursuant to our review of the Sale and Purchase Agreement for the block of securities we have the following observations:

- the provisions for the additional cash consideration in favour of France Télécom are also proposed to minority shareholders (cf. section I.4 of the offering circular). However, only shareholders tendering their shares to the semi-centralized procedure are entitled to benefit from said additional cash consideration;
- the other provisions of the agreement should not have an impact on our assessment of the price. In particular, the indemnity clause contains only general representations concerning compliance with securities market regulations.

Meeting with the advisers of the purchaser to acquire an understanding of the overall structure of the leveraged buyout (LBO)

We received explanations of the major outlines of the LBO implemented by the purchasers, notably in terms of financing. We have no comments on the engineering of this LBO except for the significant share of the financial leverage of the buy out at the level of PagesJaunes Group, the LBO target. This LBO according to so-called debt push down techniques will be carried out through a special distribution of a dividend described in 1.2.2.5 of the offering circular, involving the transfer to shareholders of the company of a cash payment of €2.5 billion including approximately €1.35 billion for Médiannuaire for its 54% stake in PagesJaunes Group. This distribution will be financed by debt of approximately €1.95 billion with the balance from cash resources of the company. From a strictly financial viewpoint, this engineering contributes in the optimization of the PagesJaunes Group balance sheet, while increasing its risk exposure. The impact on the valuation of the company of the better optimization is in part demonstrated below by the discounted cash flow method.

We have also reviewed the principles that the purchasers are considering proposing to senior executives of PagesJaunes Group to become coinvestors. We have no comments on this proposal, it being understood that none of the parties concerned were significant shareholders of the PagesJaunes Group before the sale of the block of securities.

Summary of capital transactions by the company

For information, previous significant capital transactions carried out by PagesJaunes Group include the following:

Transactions	Date	Share price
IPO on Eurolist	7 July 2004	€14.1-€14.4
Sale by France Télécom of a block of securities representing 8% of the share capital (accelerated bookbuilding process)	10 February 2005	€19.75
Sale of controlling interest	11 October 2006	€22

2.8.2.2 Valuation based on reference to the company's share price

The PagesJaunes Group share, listed since 7 July 2004, is traded in Eurolist Compartment A of Euronext Paris and is part of the SBF 120 index. The free float, before the opening of the Standing tender offer accounted for 44.2% of the capital. With an average daily trading volume over the last year (before 29 May 2006, coinciding with the day of the first rumours of the France Télécom divestiture) approximately 0.4% of the free float or the total amount of the free float traded in one year, the share benefits from good liquidity. For this reason, the share price represents a relevant criteria for valuation.

The offer price of €22 per share (€22.60 including the additional cash consideration of €0.60) can be compared to the market price of the company's share prior to the announcement of the France Télécom divestiture of its stake in PagesJaunes Group.

Three reference dates have been retained on the basis of different public disclosures:

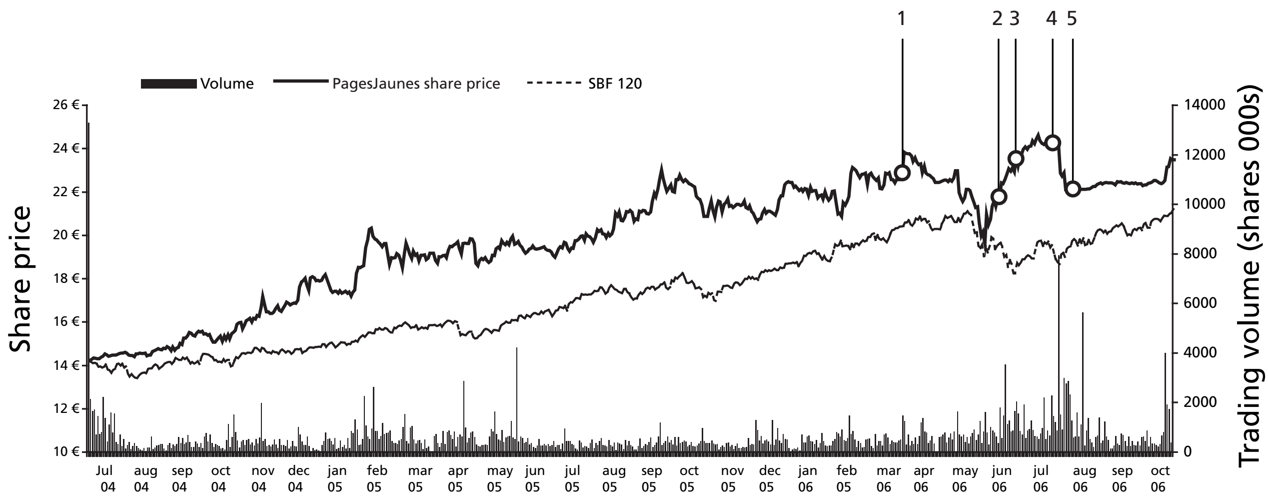
- 21 July 2006: the last day of trading of PagesJaunes Group shares preceding France Telecom's announcement of its stake to KKR for a price of €22 plus the payment of €0.60 if KKR obtains more than 95% of the equity of PagesJaunes Group following the completion of the standing tender offer (press release of 24 July 2006);
- 6 June 2006: the last day of trading of PagesJaunes Group shares preceding France Telecom's announcement of its partial or full divestiture of its stake in PagesJaunes Group (press release of 7 June 2006);

- 26 May 2006: the day preceding the publication of a newspaper article in La Tribune of 29 May 2006 referring to the sale by France Télécom of its 54%-owned subsidiary "*France Télécom is considering the sale of Pages Jaunes*". France Télécom nevertheless denied this information immediately after this article was published.

Starting 7 June 2006, the share price pursued an upward trend attaining a level of €24.55 accompanied by historically high trading volumes (with an average trading volume of approximately 1.1 million shares per day or 0.9% of the float).

The price then aligned itself with the announced sale price for the controlling interest of €22.06 per share on 24 July 2006 subsequently resuming its upward trend at the end of September following the publication of analyst opinions announcing the distribution of a special dividend on 19 October 2006, the share closed at €23.39.

The following chart highlights the PagesJaunes Group share price trends since its initial public offering:



1 - 20/03/2006 : Rumours of acqusition of TPI
2 - 29/05/2006 : La Tribune article "France Telecom considers divestiture of PagesJaunes"
3 - 07/06/2006 : France Tel announces divestiture of PagesJaunes Group
4 - 17/07/2006 : Vivendi refusal to buy out PagesJaunes Group shares
5 - 24/07/2006 : France Telecom press release granting exclusivity to KKR

The PagesJaunes Group share has significantly outperformed the SBF 120 index to which it belongs.

An analysis of the share price in relation to the price proposed in the standing tender offer is provided below:

(in euros per share)	Average weighted price	Premium/(discount)
Share price		**€22.00**
Closing price (11 October 2006)	23.40	-6.0%
From 22 July 2006 to 11 October 2006	22.87	-3.8%
At 21 July 2006		
Closing price	22.04	-0.2%
Over 1 month	23.55	-6.6%
Over 3 months	22.79	-3.5%
Over 6 months	22.72	-3.2%
Over 12 months	22.30	-1.3%
12-month high	24.55	-10.4%
12-month low	19.54	12.6%
At 6 June 2006		
Closing price	22.52	-2.3%

(in euros per share)	Average weighted price	Premium/(discount)
Over 1 month	21.32	3.2%
Over 3 months	22.17	-0.8%
Over 6 months	22.07	-0.3%
Over 12 months	21.58	1.9%
12-month high	23.76	-7.4%
12-month low	18.92	16.3%
At 26 May 2006		
Closing price	21.27	3.4%
Over 1 month	21.29	3.3%
Over 3 months	22.21	-0.9%
Over 6 months	21.99	0.0%
Over 12 months	21.43	2.7%
12-month high	23.76	-7.4%
12-month low	18.92	16.3%

Source : Datastream – share price not restated for the dividend paid 2 May 2006 (€1.02))

The offer price of €22 gives a premium (<discounts>) of <0.9%> to 3.3% in relation to the average weighted price for volumes over 1, 3, 6 and 12 months calculated at 26 May 2006, <0.8%> to 3.2% for the periods calculated at 6 June 2006 and <6.6%> to <1.3%> calculated from at 21 July 2006.

By way of example, the average target price of a sample of analysts tracking PagesJaunes Group was €22.68 per share for the six-month preceding 7 June 2006 and €24.05 between 7 June 2006 and 13 October 2006 (panel including UBS, ABN-AMRO, Société Générale, Exane BNP Paribas, Fideuram Wargny, Crédit Suisse).

2.8.2.3 The trading multiples method

The trading multiples method involves determining the value of a company by applying multiples based on comparable companies of a single sector of activities to aggregates that are considered relevant.

Selection of comparable companies

A listed company can be considered comparable to PagesJaunes Group when it presents similarities in terms of field of activity (products, customers, geographical market), level of volatility, growth outlook for sales and margins, financing structure and size (sales or market capitalization).

Given the absence of comparable listed companies in France, the peer group selected consists of European companies involved in the sector of telephone directory publishing:

- Yell Group Plc (United Kingdom) is specialized in the publishing of business directories. The group’s primary activity is the publishing of printed telephone directories (retail and business) in the United Kingdom and the United States. It also is a provider of online directories (Yell.com) and telephone information services in the United Kingdom. In April 2006, Yell Group Plc announced the acquisition of TPI, the leading publisher of directories in Spain;
- Seat Pagine Gialle (Italy) is the leading Italian publisher of telephone directories. Its core businesses include printed directories (published in Italy and United Kingdom), online directories (notably PagineGialle.it, PagineBianche.it, Tuttocitta.it, soloalberghi.com and kompassitalia.it) and information services (in Germany and Spain);
- Eniro (Sweden) is a provider of online (Internet, mobile telephony, WAP) and offline directories. It operates in Sweden, Norway, Finland, Denmark, Poland and Germany. In 2005, Eniro acquired Findexa specialized in producing and printing directories in Norway.

Non-European companies were excluded from the peer group because of noteworthy differences in terms of forecasted growth and margins.

Aggregates analyzed and trading multiples

The trading multiples method generally is based on an analysis of multiples for sales, EBITDA, operating income and net income.

The sales multiples were not used however in this case because of the difference in margins between PagesJaunes Group and the companies in the panel, with the margin for PagesJaunes Group higher than that of its peer group.

Operating profit multiples were also not used because of differences practices concerning depreciation and amortization. The weight of allowances for depreciation and amortization is considered more important in the companies of the peer group because of the amortization of intangible assets from acquisitions.

Finally, net income multiples were also not used because of differences in the financial structure between the PagesJaunes Group, with positive net cash balance and the comparable companies that carry debt.

In this context, in our opinion the EBITDA multiples were the most pertinent, given the preference of this aggregate by the financial analysts that follow PagesJaunes Group and companies operating in its sector of activity.

The EBITDA corresponds to the ratio between the enterprise value (based on the market capitalization at 11 October 2006 and a net debt at 30 June 2006) of companies of the peer group and EBITDA forecasts based on the IBES consensus (Datastream) for the years 2006 to 2008 according to the average of the EBITDA estimates.

The EBITDA multiples are presented below:

	Currency (M)	Capitalization	Enterprise value	2006e	2007e	2008e
Yell Group	£	4,605.5	8,119.2	12.03x	10.36x	9.62x
Eniro	SK	16,025.0	26,212.0	11.77x	11.03x	10.77x
Seat Pagine Gialle	E	3,113.5	6,695.9	10.44x	9.71x	9.31x
Average				**11.41x**	**10.37x**	**9.90x**

The value of equity

The application of EBITDA to forecasted aggregates of the PagesJaunes Group based on the business plan provided by management gives an indication of the group's enterprise value.

The value of PagesJaunes Group's equity is determined by adding net cash to the enterprise value at 30 June 2006 (cf. estimated amount in § 2.8.2.5).

On a diluted basis of 283.1 million shares, the share price falls within a range of €19.81 and €21.15.

The impact of the weighted average price of volumes of one month volumes would not be significant on the valuations indicated above.

2.8.2.4 The comparable transactions method applied to companies of the peer group

The comparable transactions method involves the analysis of multiples recorded for transactions involving the purchase of companies in the sector of activity of the company in question. This approach is limited by the difficulty of obtaining complete information, transactions involving the assumption of specific commitments (liability warranties and other commitments) that frequently remain confidential preventing a precise valuation approach.

Furthermore, multiples from transactions include control premium that is at times significant and difficult to restate in a reliable manner (notably because of the difficult issue of sharing synergies).

The transaction selected includes recent acquisitions of majority interests (2005 and 2006) in the sector of directories involving a European target:

- acquisition of TPI (Spain) by Yell (United Kingdom) in April 2006;
- acquisition of TDC Forlag A/S (Denmark) by Macquarie Capital Alliance Group (via European Directories SA – Australia) in October 2005;
- acquisition of Findexa (Norway) by Eniro (Sweden) in September 2005.

Transactions pre-2005 were not considered because of changes impacting the economic environment and market. Accordingly, the acquisition of Seat Pagine Gialle by the consortium BC Partners/CVC/Permira/Investitori Associati (June 2003) and the acquisition of VNU World Directories by the consortium Apax/Cinven (September 2004) were not included in the analysis even though in our opinion they remain comparable. For information, these two transactions result in an EBITDA multiple of 10.1.

The transaction multiples retained were determined on the basis figure is obtained from the purchase prices and historical financial aggregates for these companies in the fiscal year preceding the transaction.

As for trading multiples, preference was given to the EBITDA multiple:

Date	Target	Purchaser	Enterprise value (€m)	EBITDA multiple
28/04/2006	Telefonica Publicidad Information SA (TPI)	Yell Group Plc	3,289.0	15.0x
14/10/2005	TDC Forlag A/S	European Directories SA	649.7	10.7x
26/09/2005	Findexa AS*	Eniro AB	1,091.0	12.4x
Average				**12.7x**

** Multiple calculated on the basis of audited 2004 EBITDA. On the basis of unaudited 2004 pro forma EBITDA published by the company, the multiple is 11.3 x*

On this basis, the value of the PagesJaunes Group share is within the range of €18.38 and €25.03. This range includes however a premium notably for synergies expected by the purchasers consisting of industrial companies of the sector.

As indicated above, the amount of synergies, which can be significant, is difficult to restate. By way of example, the price paid by Yell for TPI can be explained by:

- the significant potential involving the announced increase of TPI's margin by approximately 7 points in three years (full run rate cost synergies anticipated by Yell of €22 million in 2008/2009 or 10% of EBITDA before the acquisition of TPI);
- tax incentives related link to the ability to deduct goodwill generated by the transaction in Spain.

2.8.2.5 The discounted cash flow method

Under the discounted cash flow method (DCF) the enterprise value equals the present value of future free cash flows expected from the company's business, after deducting capital expenditures necessary for operations. The value of equity is then determined by as the difference between the enterprise value and net financial debt of the group on the valuation date (by adding net cash when the cash balance positive as in the case of PagesJaunes Group).

Business plan

To determine future cash flows to be discounted, we have firstly referred to the business plan established by the company management. This business plan covers 2006-2011 or six fiscal years. It was submitted to the PagesJaunes Group Board of Directors on 30 May 2006 before launching the sale procedure described above in 2.8.2.1 and was subsequently subject to marginal modifications primarily to take into account new developments involving an online classifieds (*"Petites Annonces en Ligne"*). This was included in the documentation provided to potential purchasers in July 2006 accompanied by comments within the framework of acquisition due diligence procedures.

We have tested the reasonable basis of this business plan as follows:

- A review of variances between the business plan and actual figures for 2004 and 2005. Variances ranged between 0.5% and 1% for sales and between 0.4% and 5% for the gross operating margin. The actual margin ultimately exceeded the budgeted margin for 2004 and 2005;
- Meetings with the chief executive officer and the chief strategic officer of the group. These executives in particular provided comments on the growth rates and the margin included in the business plan in relation to the principal factors driving group performances (notably the number of advertisers, average revenue per advertiser, audience for different media, costs associated with content enhancement, sales force).

Pursuant to these tests, we consider that the business plan constitutes a reliable basis for analysis.

This business plan is based on a the following assumptions:

- PagesJaunes SA (operating en France):
  - Sustained growth of "printed directories" accompanied by a marginal decline in the margin over the plan period,
  - Strong growth of "online services" and stable margins over the plan period,
  - Very strong growth of "information services" and achievement of breakeven point for earnings midway in the plan period, given the level of advertising investments;
- International and miscellaneous activities:
  - Sustained development of QDQ Media and achievement of a satisfactory margin by the end of the plan period given its competitive position as the challenger in its market,
  - Successful development of online classified advertisements;
- Corporate costs: maintained at a stable level as a percentage of sales;
- Capital expenditures: the rate of capital expenditures as a percentage of sales remains at the lower end of the investment policy range announced by the company (see page 17 of the 2005 registration document: "*The Consolidated Group devotes between 1% and 2% of its revenue each year to investment costs, mostly in the computer technology area (operations, networks and office automation...*".

Normalised cash flows

Between the last year of the plan (2011) and the normalised cash flow, a we have inserted transition year (2012) to provide for a convergence of the growth in sales with the perpetual growth rate. The main parameters used to calculate the normalised cash flows were as follows:

- an EBITDA margin impacted by a dropping growth in the transition year and terminal flows according to the sensitivity calculated by company management when the plan was developed;
- an increased rate of capital expenditures up to 1.5% of sales or in the middle of the range indicated above;
- the absence of excess working capital reflecting possible changes in competitive conditions in the online sector.

Discount rate and perpetual growth rate

Discount rate

In the DCF method, the discount rate is the Weighted Average Cost of Capital (WACC) which consists of the average of the cost of debt and the cost of capital.

Calculation of the cost of capital

Because the cost of capital is defined as the rate of return required by shareholders, i.e. the rate of return expected by investors from an investment in assets carrying the same risks as PagesJaunes Group.

The cost of equity (which includes the risk structure of debt retained) is 8.28% on the basis of the following:

- Risk-free rate: 3.69% – Associés en finance, September 2006;
- Market risk premium: 5.14% – Associés en finance, September 2006;
- Beta: 0.89:
  - Unleveraged beta of 0.79 corresponding to the average of the sector– source Datastream (DS Historical Beta at 12 October 2006 for Yell, Eniro, Seat; at 28 April 2006 for TPI and at 26 May 2006 for PagesJaunes Group),
  - Leveraged beta on the basis of a structure corresponding to that of the trading comparables (average structure over 3 to 5 years), or approximately 16% of debt and 84% of capital.

Calculation of the cost of debt and the WACC

The estimated cost of debt before tax is 4.63% or a margin of 1.0% over Euribor 6 month rates at 11 October 2006. After tax (on the basis of an average tax rate of 34.4%) the cost of debt is 3.04%.

With a structure of 16% for debt and 84% for capital, or a debt-to-equity ratio of 19% the weighted average cost of capital is 7.45% which we have rounded off to 7.50%.

Perpetual growth rate

We have applied a perpetual growth rate of 1.75% which is in the middle of the range applied by financial analysts covering PagesJaunes Group for the DCF method.

Terminal value and discounting

We calculated the terminal value according to the Gordon-Shapiro formula on the basis of the following parameters.

We discounted cash flows in relation to the date of 30 September 2006. Given the absence of cash flows in the 2006 fourth-quarter, the first flows correspond to the 2006 second half, estimated on the basis of the difference between the 2006 budget and actual at 30 June 2006 according to the consolidated interim financial statements published 21 July 2006. The integration of the 2006 third quarter is offset below by the inclusion of cash flow at 30 June 2006 and not 30 September 2006.

Total discounted flows and the discounted terminal value give the enterprise value of PagesJaunes Group.

Equity value and share value

The value of PagesJaunes Group's equity equals the enterprise value as determined above, restated on the basis of the following:

- Addition of the cash balance at 30 June 2006;
- Impact of dilutive securities.

Quantitative valuation

In thousands, except number of shares and share value

TOTAL OF DISCOUNTED FLOWS	**1,954**
DISCOUNTED TERMINAL VALUE	4,351
ENTERPRISE VALUE	**6,305**
Cash and cash equivalents at 30 June 2006	521
Stock options (social charges on projected exercise of options)	-2
Stock options (cash from capital increase)	71
EQUITY VALUE	**6,895**
Number of shares excluding exercise of stock options & bonus shares	278,789,610
Number of shares after exercise of stock options & bonus shares	283,093,571
SHARE VALUE (€)	**24.36**

Sensitivity analysis

We conducted a sensitivity analysis of results obtained according to the discount rate and perpetual growth rate. The result of this analysis was as follows:

		Growth		
		1.50%	**1.75%**	**2.00%**
Discount rate	**8.00%**	22.10	22.63	23.20
	7.75%	22.87	**23.45**	24.09
	7.50%	**23.72**	**24.36**	**25.05**
	7.25%	24.63	**25.34**	26.12
	7.00%	25.63	26.42	27.28

At a discount rate of 7.50% we applied, the sensitivity to the perpetual growth rate resulted in a price range for the PagesJaunes Group of between **€23.72** and **€25.05** per share.

Conclusion of the DCF method

The discount rate resulting in a price of €22 per PagesJaunes Group share on the basis of our DCF model was a 8.21%

The terminal value represented 69% of the enterprise value after integrating in the calculation and additional period (2012). It should be noted that the portion of the terminal value that depends in large part on the financial assumptions retained appears high in an uncertain economic environment at the end of the business plan period.

2.8.2.6 Dividend valuation methods

To provide a basis of comparison, we have also applied a dividend valuation method to the PagesJaunes Group, without taking into account the proposed special dividend distribution (see above 2.8.2.1).

Yield method

We have applied this method on the basis of average yields for comparable companies under the following assumptions:

- an estimation of a normalised distribution based on 2005 net profit of PagesJaunes Group and the average (weighted by capitalization) payout ratio of comparable companies for fiscal year 2005;
- a normalised dividend per share calculated on the basis of non-diluted shares;
- application of an average payout ratio (weighted by capitalization) of comparable companies on a normalised basis.

This results in a PagesJaunes Group share value of **€19.73.**

2.8.3 SUMMARY OF THE VALUATIONS

Pursuant to our work, the standing tender offer price of **€22** gives the following premium or discounts in relation to the valuation methods that we have considered pertinent:

	Presenting Bank		**Independent Expert**		**Premium/(Discount) at €22.0**	
	Low	**High**	**Low**	**High**	**Low**	**High**
Transaction (controlling interest)	22.0 – 22.6		22.0		0.0%	0.0%
Trading price						
- au 26 May 2006	20.6	21.6	21.3	22.2	3.4%	-0.9%
- au 7 June 2006	na	na	21.3	22.5	3.2%	-2.3%
- 21 July 2006	na	na	22.0	23.6	-0.2%	-6.6%
Transaction multiples	18.2	19.1	18.4	25.0	19.7%	-12.1%
30 multiples	20.9	21.7	19.8	21.1	11.0%	4.0%
DCF	21.2	23.8	23.45	25.34	-6.2%	-13.2%
DDM	na	na	19.7		11.5%	

2.9 Analysis of the valuation work by the adviser banks of the offeror

BNP Paribas, Goldman Sachs International and Lehman Brothers International (Europe), the presenting banks of the standing tender offer, prepared the data used for the valuation presented in section I.5 of the offering circular of Médiannuaire. Our analysis concerns solely this presentation, excluding a possible detailed valuation report.

The presenting banks used the following approaches for the valuation of PagesJaunes Group:

Valuation methods excluded

- Discounted dividend model;
- Net book value;
- Restated net assets.

Valuation methods retained

- Acquisition of the PagesJaunes Group block of securities from France Télécom;
- Trading price;
- Discounted cash flow;
- The trading multiples method;
- Transaction comparables.

2.9.1 VALUATION METHODS EXCLUDED BY THE PRESENTING BANK

2.9.1.1 Net book value method and restated net assets method

We have no divergence of views concerning the exclusion of these two methods.

2.9.1.2 The DCF method

The presenting banks have excluded this method. We have used this method which was compared with a dividend valuation method based on the average payout ratio of comparable companies.

2.9.2 VALUATION METHODS BY THE VALUATOR BANK

2.9.2.1 Acquisition of the block of PagesJaunes Group shares of France Télécom

We have no comments on the presentation of this transaction by the presenting banks except the question of the reference to the possible payment of control premium by the purchaser of the block of securities to France Télécom. In effect, such a premium is in our opinion generally associated with an ability by the purchaser following the acquisition to benefit from industrial and commercial (cost and/or revenue synergies), financial (optimisation of the financial structure) or tax synergies. In the present case, we do not have information concerning potential synergies. The presenting banks informed that in their opinion from a theoretical standpoint the control premium was different from the value of the synergies alone. In effect, the control premium represents the price an investor is prepared to pay (in contrast to a passive investor) to exercise an influence on the company's strategy, and in so doing its long-term potential to create value.

2.9.2.2 Valuation based on reference to the company's share price

Work of the presenting banks

The presenting banks adopted as reference price the average weighted price at 26 May 2006, the last complete day of trading for PagesJaunes Group shares preceding the first rumours about the divestiture of a block of PagesJaunes Group shares held by France Télécom.

The average price as weighted by volumes over 1, 2, 3, 6, 9 and 12 months gave a range of €20.35 to €21.56.

Divergences in assessment

Divergences in assessments by the presenting bank and the independent expert concern the reference date on the one hand and the dividend adjustment on the other hand.

The presenting banks retained a reference date of 26 May 2006. Given the immediate denials of France Télécom to the first rumours, we have also assessed the offer price in reference to the average price as weighted by volumes at 6 June 2006, the last day of trading preceding France Telecom's press release announcing its partial or full divestiture of PagesJaunes Group. In addition, we have retained the criteria for the assessment for the average price calculated at 21 July 2006 in order to determine the valuation of the offer expected by the market.

The average prices as weighted by volumes calculated by the presenting banks are adjusted for a dividend payment of €1.02 on 2 May 2006. The market price before the ex-dividend date includes the dividend amount. However, we have not restated the share price to reflect the dividend payment because of the difficulties inherent in this restatement as a special distribution.

2.9.2.3 The DCF method

Work of the presenting banks

For the DCF method, the presenting banks:

- Retained the cash flow projections of the company's business plan;
- Calculated a terminal value on the basis of a normalised EBITDA margin of 37.5% and a perpetual growth rate of between 1% and 2%;
- Set the discount rate at 7.5%.

Divergences in assessment

The discount rate retained by us is close to that adopted by the presenting banks. Similarly, the normalised EBITDA margin used by the presenting banks for the terminal cash flows is similar to our own calculation based assumptions about the sensitivity of the margin to sales growth provided to us by PagesJaunes Group management.

The variance in the value (€2 per share PagesJaunes Group on an intrinsic value basis) is a result of:

- The difference in the core assumption concerning the perpetual growth rate (1.5% for the presenting banks versus 1.75% in our approach);
- Differences in assumptions on the normalised rate of capital expenditures;
- Discounting periods: the banks discounted cash flow at year-end whereas we considered cash flows as regularly acquired throughout the year;
- Exclusion in our approach of pension liabilities under borrowings because we consider that this liability should be included in WCR.

2.9.2.4 The trading multiples method

Work of the presenting banks

The presenting banks established a peer group of listed European companies: Yell, Eniro and Seat Pagine Gialle. In applying this method, they focused on multiples EBITDA and EBITDA minus capital expenditures for 2006 and 2007.

On this basis, the PagesJaunes Group share price is within the range of €20.9 and €21.7.

Divergences of assessment

Our selection was identical with the peer group proposed by the presenting banks.

In contrast, we calculated the multiples:

- On the basis of a spot price at 11 October 2006 (versus and average price as weighted by volumes for 1 month at 19 October 2006 for the presenting banks);
- For 2006 to 2008 (vs. 2006 and 2007);
- We privileged EBITDA multiples (vs. EBITDA and EBITDA-CAPEX).

Finally we applied multiples to aggregates based on the business plan of management whereas the presenting banks applied their multiples to aggregates originating from a consensus of analysts.

The total impact of these divergences on the resulting valuations was marginal.

2.9.2.5 Transaction comparables

Work of the presenting banks

The presenting banks established a selection of 6 transaction comparables. For the valuation of PagesJaunes Group, they used EBITDA multiples excluding the impact of synergies. On this basis, the price range resulting from the application of the average and median of the comparable transaction multiples was €18.2 to €19.1 per share.

Divergences of assessment

Three of the six transactions considered by the presenting banks were not included in our selection for the following reasons:

- Acquisition of Yellow Brick Road (Netherlands) by Macquarie Capital Alliance Group (via European Directories SA – Australia) in May 2005: we had limited information on the terms and conditions of the transaction;
- Acquisition of VNU World Directories (Netherlands) by the consortium Apax/Cinven (United Kingdom) in September 2004: this transaction was not in our opinion sufficiently recent;
- Acquisition of Seat Pagine Gialle Spa (Italy) by the consortium BC Partners/CVC/Permira/ Investitori Associati (United Kingdom) in June 2003: this transaction was not in our opinion sufficiently recent.

To calculate the multiples, we did not restate EBITDA to exclude synergies announced for these transactions. These synergies can be allocated between the target the purchaser in proportions that are difficult to estimate. We consider that the synergies constitute one of the components of the transaction and explain why the values obtained through this method are generally in the upper end of the range that we have taken into account in our own valuation.

2.10 Fairness opinion on the offer price

As indicated in the introduction, this offer follows the acquisition by Médiannuaire of the controlling interest in PagesJaunes Group that resulted in the filing of a standing tender offer in accordance with the provisions of the AMF General Regulation.

Our report has not been issued in view of the possibility of a compulsory buyout (squeeze out) as described in I.2.2.3. of the offering circular (*note d'information*) of Médiannuaire.

We note that:

- The majority stake sale of the controlling interest was carried out on the basis of a price of €22 per share. This price was accepted by the seller following the completion of a competitive bidding process;
- The proposed transaction involves a discount of 6% in relation to the current market price as of the date of this report.

We furthermore note that, based on the discounted cash flow method, the business plan of management results in a valuation exceeding the offer price. This valuation is however based on the application of the existing economic model for an indefinite period, an assumption that does not seem to be justified by the majority stake sale.

The price of the standing tender offer is at the lower end of the average valuation range of our multi-criteria analysis and based on the majority stake transaction carried out pursuant to a competitive bidding process. On this basis it is fair from a financial viewpoint within the framework of an offer which is optional for minority shareholders. Minority shareholders however retain the option of selling their holdings on the market at a price which, under current market conditions and without prejudice to a possible reduction in liquidity, is greater than the offer price.

Paris, 20 October 2006

Ricol, Lasteyrie & Associés

Sonia Bonnet-Bernard"

3 AGREEMENTS HAVING A POTENTIAL IMPACT ON THE ASSESSMENT OF THE STANDING MARKET OFFER

To date, the Company or its managers has not been informed of any agreements with a potential impact on the assessment or outcome of the Standing tender offer.

On 11 October 2006 France Télécom and the Company concluded a transition agreement with the purpose of determining the status of contracts in force between France Télécom and companies of PagesJaunes Group on the agreement execution date. This transition agreement is not considered to have an impact on the assessment or outcome of the Standing tender offer.

4.1 Shareholder structure

Shareholders	Situation at 20 October 2006		
	Number of shares	Percentage of share capital	Percentage of voting rights
Médiannuaire	150.546.830	54%	54%
Employees (FCPE PagesJaunes employee fund)	6.009.554	2,2%	2,2%
Free float	121.828.226	43,7%	43,7%
Treasury shares	405.000	0,1%	0,1%
TOTAL	278.789.610	100%	100%

- The 150,546,830 shares held by Médiannuaire were purchased on 11 October 2006 from France Télécom in connection with the transfer of the Controlling Interest carried out in accordance with the provisions of articles 516-2 et seq. of the AMF General Regulation. To the best of the Company's knowledge, Médiannuaire does not hold, directly or indirectly, alone or in concert, any other share or rights to acquire shares of the Company.
- The 405,000 treasury shares were acquired by Rothschild & Cie Banque within the framework of a liquidity agreement concluded with the latter on 14 November 2005 or 12 October 2006, the Company's Board of Directors decided to terminate the liquidity agreement and conferred all powers to the chief executive officer to this purpose. A letter of termination was sent to this purpose to Rothschild & Cie Banque, indicating that the agreement should be terminated no later than 17 November 2006. The termination of the liquidity agreement will be accompanied by the sale on the market by of the Rothschild & Cie Banque shares held in treasury no later than this day.
- Under the rules of the PagesJaunes Group stock option plans, beneficiaries can exercise in advance up to 50% of the stock options granted to them or approximately 1.85 million options within three months from the date the notification of the change in controlling interest is sent, i.e. until 12 January 2007, and sell at their convenience the shares resulting from the exercise of said options. Capital gains will be taxed as earned income. On this basis, the beneficiary will be subject to social charges and income tax and the employer to social contribution charges.
- Payment of a special dividend appropriated from voluntary reserves of the Company will result in an adjustment of the exercise and the number of options granted in accordance with article L.225-181 of the French commercial code.
- The Company's Board of Directors granted rights to receive 602,361 bonus shares to 591 PagesJaunes Group employees on 30 May 2006. The bonus shares granted will be vested two years following the grant date, subject to fulfilment of certain performance criteria. The shares, not yet vested, cannot in consequence be tendered to the Standing tender offer.

4.2 Restrictions under the articles of association on the exercise of voting rights and the transfer of shares – clauses of agreements reported to the Company

There are no restrictions under the articles of association on the exercise of voting rights and the transfer of shares. The Company has not been notified of any agreements in compliance with article L. 233-11 of the French commercial code.

4.3 Direct or indirect interests in the capital resulting in a declaration of breach of thresholds

On 26 October 2006, UBS Investment Bank reported that it held 2,531,918 shares of the Company (0.91% of the share capital and voting rights of the Company).

On 18 October 2006, Médiannuaire notified the AMF and the Company that on 11 October 2006 it exceeded the disclosure thresholds of 5%, 10%, 15%, 20%, 25%, 1/3 and 50% of the share capital and voting rights of the Company and held 150,546,830 PagesJaunes Group shares, representing 54% of the share capital and voting rights of the Company.

On 13 October 2006, France Télécom notified the AMF and the Company that on 11 October 2006 its holdings fell below the disclosure thresholds of 5%, 10%, 15%, 20%, 25%, 1/3 and 50% of the share capital and voting rights of the Company and that it no longer holds shares of the Company.

On 13 October 2006, Arnhold and S. Bleichroeder Advisers informed the Company that it held 2,337,793 shares of the Company (representing 0.84% of the share capital and voting rights).

On 16 August 2006, Cheyne Capital Management informed the Company that it held 2,799,284 shares of the Company (representing 1.0% of the share capital and voting rights).

On 2 August 2006, Artisan Funds notified the Company that it held 2,711,563 shares of the Company (representing 0.97% of the share capital and voting rights).

4.4 Holders of securities conferring special control rights

No securities issued by the Company confer special control rights.

4.5 Mechanisms of control in the case of employees shareholder ownership systems

The Company has not implemented an employee stock ownership program in which control rights are not exercised by the personnel with the exception of the FCPE PagesJaunes Actions employee fund of PagesJaunes Group and France Télécom Group within the framework of the France Télécom employee stock ownership plan.

4.6 Shareholders agreements

To the best of the Company's knowledge there are no shareholders agreements that could impose restrictions on the transfer of shares in the exercise of voting rights.

4.7 Rules governing the appointment and replacement of members of the Board of Directors and amendments of the articles of association

There exist no provisions in the articles of association concerning the appointment and replacement of members of the Board of Directors that differ from those provided by law.

4.8 Powers of the Board of Directors notably to issue and redeem shares

In addition to the general powers granted to the Board of Directors by law and the Company's articles of association, the Company's general meeting has granted the following authorities to the Board of Directors:

- The combined shareholders' meeting of the Company of 19 April 2006 authorized the Board of Directors, for 18 months from the date of said meeting to purchase shares of the Company up to a maximum limit of 10% of the share capital at a maximum price of €30 per share under the share repurchase program;
- It authorized the Board of Directors to reduce the share capital by the cancellation of ordinary shares acquired under the share repurchase program adopted by the Company. Shares thus acquired may be cancelled up to a limit of 10% of the Company's share capital per 24 month period;
- It also authorized the Board of Directors to proceed with bonus issues of ordinary shares of the Company in favour of employees and officers of the Company. On 30 May 2006, the Board of Directors of the Company granted selected employees shares of the Company, representing 0.22% of the Company's capital;
- The combined shareholders' meeting of 12 April 2005 authorized the Board of Directors for 26 months to decide on the issue, with or without preferential subscription rights in favour of existing shareholders, (i) of ordinary shares of the Company, (ii) securities conferring present or future rights to existing shares of the Company or to be issued or (iii) securities conferring present or future rights by any means to existing shares or shares to be issued by a company in which the Company directly or indirectly owns more than half the capital;
- It also granted the Board of Directors for 26 months, in connection with issues entailing the waiver of preferential subscription rights of existing shareholders of ordinary shares or securities conferring rights to ordinary shares of the Company or a subsidiary, an exemption from the legal rule for setting subscription prices and to set this price according to procedures defined by the general meeting. The shareholders authorized the Board of Directors in the case of capital increases maintaining or waiving preferential subjection rights of existing shareholders, to increase the number of shares to be issued in the case of excess demand. Other resolutions adopted by this shareholders' meeting concerned the issuance, without preferential subscription rights, of ordinary shares or securities conferring rights to ordinary shares, either to allow for public exchange offers that might be initiated by the Company in exchange for payment by the Company of contributions in-kind consisting of capital or securities conferring rights to the capital, or the issuance by subsidiaries or companies controlling the Company of securities conferring rights to ordinary shares of the Company. This shareholders' meeting set a maximum limit of €20 million for these resolutions;
- It granted its authority to the Board of Directors to decide on the issuance of securities conferring present or future rights to the grant of debt securities;
- It granted authority to the Board of Directors to increase the capital through the capitalization of reserves, earnings or premium subject to a maximum aggregate amount of €20 million, independent of the first limit;
- It authorized the Board of Directors for the purpose of capital increases in favour of adherents of the of PagesJaunes Group employee stock ownership plan to proceed with cash issues subject to a maximum limit of €2,230,000 or approximately 4% of the capital of the Company; and
- It authorized the Board of Directors to grant options to subscribe for or purchase ordinary shares of the Company to employees or officers of the Company.

4.9 Agreements concluded by the Company, modified or expiring in the event of a change in control of the Company

On 11 October 2006 PagesJaunes Group and France Télécom concluded a transition agreement mentioned in paragraph 3, destined to determine the status of contracts in force between companies of France Télécom Group and companies of PagesJaunes Group. Certain of these contracts will be terminated, immediately or in the future, because of provisions concerning the change in control. The terms and conditions of the transition agreement are presented in detail in the update of the Reference Document that the Company has file with the AMF.

4.10 Agreements providing for indemnities to members of the Board of Directors or employees in the case of resignation, dismissal without real or serious grounds or if their employment is terminated as a result of the public offer

The employment contract of Michel Datchary, the chief executive officer (*directeur général*) of the Company, includes provisions for payment of indemnities pursuant to industry labour agreement and contractual obligations for breach of contract not to exceed 21 months of total compensation. There are no agreements providing for indemnities in favour of members of the Board of Directors or employees, in the case of resignation, dismissal without real or serious grounds or if their employment is terminated as a result of the public offer.

5 INTENTIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS

None of the members of the Company's Board of Directors have indicated whether or not they intend to tender their shares to the Standing tender offer.

6 PERSONS RESPONSIBLE FOR THE DOCUMENT

“The information contained in this document is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import”.

Michel Datchary

Chief Executive Officer of PagesJaunes Group

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