

Company Number 12315720

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

YELL HOLDCO LIMITED (the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH  
SECTION 291 OF THE COMPANIES ACT 2006 (the "Act")**

Pursuant to Chapter 2 of Part 13 of the Act, the undersigned, being the sole member of the Company for the time being entitled to receive notice of, attend and vote at general meetings of the Company, does hereby declare that the following resolution (the "**Resolution**") shall have effect as if passed at a general meeting of the Company duly convened and held. The Resolution shall be passed as a special resolution.

SPECIAL RESOLUTION

**THAT** the form of articles of association enclosed as Appendix A be adopted as the articles of association of the Company, in substitution for, and to the exclusion of, the existing articles of association of the Company.

This Resolution shall have immediate effect.

*[remainder of page intentionally left blank]*

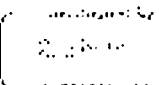
## **INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE ACT**

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is **30 March** 2022.
3. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
  - (A) A member signifies its agreement to the proposed written resolution, and resolves and agrees that it is passed as a written resolution of the Company pursuant to section 288 of the Act, when the Company receives from it (or someone acting on its behalf) an authenticated document:
    - (i) identifying the resolution to which it relates; and
    - (ii) indicating his agreement to the resolution.
  - (B) The document must be sent in electronic form to the Company.
  - (C) A member's agreement to the written resolution, once signified, may not be revoked.
  - (D) A special resolution is passed when members representing at least 75 per cent. of shares that are validly voted on that matter have signified their agreement to it.
4. The period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the circulation date.

## **AGREEMENT BY THE ELIGIBLE MEMBER TO THE WRITTEN RESOLUTION**

We, being the sole eligible member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolutions be passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that the resolutions shall take effect as special resolutions.

  
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for and on behalf of  
**YELL BIDCO LIMITED**

Date: 30 March 2022