

**YELL DDB APAX EUROPE V-A LIMITED
(THE "COMPANY")**

REGISTRATION NO: SC219460

AT AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY, DULY CONVENED AND HELD AT THE OFFICES OF WEIL, GOTSHAL & MANGES ON FRIDAY 13 FEBRUARY 2004, THE FOLLOWING RESOLUTIONS WERE PASSED AS (WHERE SPECIFIED) ORDINARY RESOLUTIONS, A SPECIAL RESOLUTION AND EXTRAORDINARY RESOLUTIONS:

Ordinary Resolutions

- 1 **THAT** the Company capitalise an amount of £107,515 owing to Yell Group plc (the sole shareholder of the Company) by issuing 108 ordinary shares of £1 each in the capital of the Company to Yell Group plc (the sole shareholder of the Company).
- 2 **THAT** the Company distribute, by way of an interim dividend *in specie*, to Yell Group plc (the sole shareholder of the Company) an amount of £77,698, being an amount equal to the accrual on £1,178,451 principal amount of unsecured, unguaranteed, non-cash interest bearing loan notes issued by Yell Group plc on 22 June 2001 during the period commencing on 16 July 2003 and ending on 2 February 2004.
- 3 **THAT** the Company distribute, by way of an interim dividend *in specie*, to Yell Group plc (the sole shareholder of the Company) an amount of £8,024, being an amount equal to the accrual on £131,558 principal amount of unsecured, unguaranteed, non-cash interest bearing loan notes issued by Yell Group plc on 16 April 2002 during the period commencing on 16 July 2003 and ending on 2 February 2004.

Special Resolution

- 4 **THAT** the Company be wound up voluntarily.

Ordinary Resolutions

- 5 **THAT** Richard Setchim and Jonathan Sisson of PricewaterhouseCoopers, Plumtree Court, London EC4A 4HT be appointed joint liquidators of the Company (the "**Joint Liquidators**") for the purposes of the voluntary winding up referred to in paragraph 4 above and **THAT** any act required or authorised under any enactment to be done by the Joint Liquidators in connection with such winding up be done by all or any one or more of the persons for the time being holding such office.
- 6 **THAT** the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the voluntary winding up referred to in paragraph 4 above, including (without limitation) those falling outside of the statutory duties of the Joint Liquidators undertaken at the request of Yell Group plc (the sole shareholder of the Company).



- 7 **THAT** the books and records of the Company be held to the order of the Joint Liquidators and not be destroyed until two years after the date of the dissolution of the Company.

Extraordinary Resolutions

- 8 **THAT**, in accordance with the provisions of the articles of association of the Company, the Joint Liquidators be authorised to:

- 8.1 distribute to Yell Group plc (the sole shareholder of the Company) *in specie* the whole or any part of the assets of the Company;
- 8.2 value any assets and determine how any such distribution be carried out; and
- 8.3 vest the whole or part of any of the assets of the Company in trustees upon trust for the benefit of Yell Group plc (the sole shareholder of the Company) as the Joint Liquidators may determine, but Yell Group plc (the sole shareholder of the Company) shall not be compelled to accept any such assets upon which there is any liability.



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Chairman

Dated: 13 February 2004